

Minutes kept at the annual general meeting of Catena AB (publ), Reg.No 556294-1715, in Helsingborg, 27 April 2023

Place and time: Clarion Hotel Sea U, Kungsgatan 1 in Helsingborg, at 16.00

Present: Shareholders and represented shares in accordance with the voting list, Appendix B.

1 § Opening of the meeting

The annual general meeting was opened by the chairman of the board Lennart Mauritzson.

2 § Election of chairman for the meeting

The general meeting resolved to appoint Lennart Mauritzson as chairman of the general meeting, in accordance with the nomination committee's proposal, Appendix A. It was noted that the board had appointed advokat Jonas Gombrii to keep the minutes at the general meeting.

3 § Preparation and approval of voting list

The general meeting resolved to approve the appended voting list prepared by Euroclear Sweden AB on behalf of the company, Appendix B, which includes the number of shares and votes cast by post beforehand.

4 § Approval of the agenda

The general meeting resolved to approve the board's proposed agenda, which was part of the notice to attend the general meeting, Appendix C.

5 § Selection of one or more persons to attest the minutes

The general meeting resolved to appoint Göran Hellström and Pär Lövgren to attest the minutes alongside the chairman.

6 § Determination of whether the general meeting had been duly convened

It was noted that notice to attend the general meeting had been published on the required dates in Post- och Inrikes Tidningar as well on the company's website and that information about the notification had been published in Svenska Dagbladet in connection therewith.

The general meeting resolved to approve the notification procedures and that the general meeting had been duly convened.

7 § Account of the work of the board and its committees

It was noted that the account of the work of the board and its committees, Appendix D, and that of the nomination committee, Appendix A, had been kept available at the company's offices and website, and presented at the general meeting.

8 § Presentation by the chief executive officer

The company's CEO Jörgen Eriksson made a presentation to the general meeting and answered questions from the shareholders.

9 § Presentation of the annual report and audit report for 2022, the consolidated accounts, and the audit report for the consolidated accounts for 2022

It was noted that the annual report for 2022, containing the balance sheet and the consolidated balance sheet as of 2022-12-31, income statement and consolidated income statement for fiscal year 2022, together with the auditor's report and the auditor's consolidated report, had been presented by keeping the documents available at the company's offices, website and at the general meeting.

10 § Decision on adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet

The general meeting resolved to adopt the income statement and balance sheet and the consolidated income statement and consolidated balance sheet.

11 § Decisions on distribution of profits at the disposal of the general meeting

It was noted that the board's proposal and reasoned statement in accordance with Chapter 18, Section 4 of the Swedish Companies Act had been kept available at the company's offices, website and at the general meeting.

The general meeting resolved to allocate the unappropriated profits in accordance with the board's proposal, Appendix E, meaning that a dividend of SEK 8,26 is to be paid, split on two occasions of SEK 4,13 per occasion.

The general meeting resolved that the record dates for receipt of dividend shall be 2 May 2023 and 2 November 2023.

12 § Resolution on discharge from liability for board members and the chief executive officer

The general meeting resolved to discharge the board members and the chief executive officer from liability regarding the fiscal year 2022.

13 § Determination of number of board members

It was noted that the nomination committee's proposal on the number of board members, Appendix A, had been kept available at the company's offices, website and at the general meeting.

The general meeting resolved in accordance with the nomination committee's proposal that the board of directors shall consist of eight ordinary members with no depute members.

14 § Determination of board and auditors' fees

It was noted that the nomination committee's proposal for fees to be paid to the board of directors, Appendix A, had been presented by keeping the documents available at the company's offices, website and at the general meeting.

The general meeting resolved to determine the fees to be paid to the board of directors in accordance with the nomination committee's proposal.

The general meeting resolved to determine the fees to the auditors to be paid, as before, according to customary standards and approved invoicing.

15 § Election of board of directors including election of chairman of the board

It was noted that the nomination committee's proposal and reasoned opinion regarding the election of board of directors including proposal for chairman of the board, Appendix A, had been presented by keeping the documents available at the company's offices, website and at the general meeting.

The general meeting resolved, in accordance with the nomination committee's proposal that Gustaf Hermelin, Katarina Wallin, H el ene Briggert, Magnus Sw ardh, Caesar  fors, Vesna Jovic, Lennart Mauritzson and Joost Uwents be re-elected as ordinary board members. It was also resolved that Lennart Mauritzson be re-elected as chairman of the board.

16 § Election of auditor

The general meeting resolved, in accordance with the nomination committee's proposal, Appendix A, and the audit committee's recommendation, to re-elect the registered accounting firm KPMG AB as auditor. It was noted that KPMG AB has selected the authorised public accountant Camilla Alm Andersson as the auditor-in-charge.

17 § Instructions for the nomination committee

It was noted that the nomination committee's proposal for principles and instructions for the nomination committee, had been presented by keeping the documents available at the company's offices, website and at the general meeting.

The general meeting resolved in accordance with the nomination committee's proposal, in accordance with Appendix F.

18 § Adoption of remuneration guidelines

It was noted that the board's proposal for remuneration guidelines for senior executives, Appendix G and the auditor's opinion in accordance with Chapter 8, Section 54 of the Swedish Companies Act, Appendix H, had been presented by keeping the documents available at the company's offices, website and at the general meeting.

The general meeting resolved to adopt remuneration guidelines in accordance with the board's proposal, Appendix G.

19 § Presentation and approval of remuneration report

It was noted that the board's remuneration report for the fiscal year 2022, Appendix I, had been presented by keeping the documents available at the company's offices, website and at the general meeting.

The general meeting resolved to approve the presented remuneration report, Appendix I.

20 § Authorisation for acquisition of own shares

It was noted that the board's proposal to authorise the board to decide on acquisitions of the company's own shares, including the board's reasoned opinion in accordance with Chapter 19, Section 22 of the Swedish Companies Act, Appendix J, had been presented by keeping the documents available at the company's offices, website and at the general meeting.

The general meeting resolved in accordance with the board's proposal, Appendix J.

21 § Authorisation for disposal of the company's own shares

It was noted that the board's proposal to authorise the board to decide on disposal of the company's own shares, Appendix K, had been presented by keeping the documents available at the company's offices, website and at the general meeting.

The general meeting resolved in accordance with the board's proposal, Appendix K.

22 § Authorisation for issuance of new shares

It was noted that the board's proposal to authorise the board to decide on issuance of new shares or convertible debt instruments, Appendix L, had been presented by keeping the documents available at the company's offices, website and at the general meeting.

The general meeting resolved in accordance with the board's proposal, Appendix L.

23 § Amendment of the Articles of Association

It was noted that the board's proposal for amendment of the Articles of Association had been included in the notice to attend the general meeting and kept available at the company's offices, website and at the general meeting.

The general meeting resolved in accordance with the board's proposal. The full Articles of Association will thereafter be in accordance with Appendix M.

24 § Other matters

It was noted after an initiative by a shareholder, that the shareholders thanked the board of directors for its successful work. It was noted that no other matters were put forth.

25 § Closing of the general meeting

The annual general meeting was declared closed.

Keeper of minutes:

Jonas Gombrii

Attested:

Lennart Mauritzson

Göran Hellström

Pär Lövgren

NOMINATION COMMITTEE'S REPORT, PROPOSALS AND REASONED OPINION IN PREPARATION FOR CATENA AB's (PUBL) 2023 ANNUAL GENERAL MEETING

Background

Catena's Annual General Meeting on the 28 April 2022 decided to appoint a nomination committee consisting of representatives of the four largest shareholders and the Chairman of the Board. In accordance with the resolution, the names of the members of the nomination committee shall be announced upon the members' appointment. The composition of the nomination committee was announced on 21 October 2022.

The nomination committee consists of: Lennart Mauritzson, Chairman of the Board and appointed by Backahill Inter AB, Anders Nelson appointed by WDP NV/SA, Johannes Wingborg appointed by Länsförsäkringar Fondförvaltning AB and Benjamin Woesthoff appointed by PGGM Investments. The Chairman of the nomination committee is Anders Nelson; however, the Chairman of the Board, Lennart Mauritzson convenes the committee for meetings.

The four shareholder representatives collectively represented approximately 43.5 percent of the votes in Catena as of 1 October 2022.

The nomination committee has been tasked with presenting proposals to Catena's 2023 Annual General Meeting concerning:

- Election of a person to chair the annual general meeting of shareholders
- Electing the number of members of the Board of Directors
- Election of members of the Board of Directors
- Election of the Chairman of the Board
- Election of the auditor
- Directors' fees
- Remuneration to members of the remuneration committee and audit committee
- Auditor's fees
- Resolution on the principles for the appointment of members of the nomination committee

The objective of the work of the nomination committee has primarily been to achieve an appropriate composition of members for the Board of Directors, whereby the combined skills, expertise and experience of the members establishes a broad base that is appropriately suited to Catena's business operations, stage of development and other circumstances in general. The intention is that the Board of Directors will be characterised by diversity and breadth in terms of the members' expertise, experience and background. In addition, a gender balance shall be sought.

The work of the nomination committee and its proposals

The nomination committee has met and also had regular contacts in the period leading up to the publication of the notification of the Annual General Meeting. As a basis for its work, the nomination committee has familiarised itself with the evaluation of the Board of Directors that has been made and analysed the need for expertise and experience in relation to the Company's business operations. The nomination committee has discussed the size and composition of the Board of Directors and has considered both the gender perspective as well as the areas of expertise and characteristics that the Board members should have. As a basis for its work, the nomination committee has among other things obtained the views of members of the Board concerning the Company's strategy, risk management and control functions.

After discussing the size and composition of the Board of Directors, the nomination committee proposes that the Board of Directors shall consist of eight ordinary members without alternates.

The nomination Committee proposes;

- that Lennart Mauritzson be appointed Chairman of the annual general meeting of shareholders,
- that the Board of Directors shall consist of eight members,
- that Gustaf Hermelin, Katarina Wallin, H  l  ne Briggert, Magnus Sw  rdh, Caesar   fors, Vesna Jovic, Lennart Mauritzson and Joost Uwents be re-elected as ordinary members of the Board, and
- that Lennart Mauritzson be re-elected as Chairman of the Board

The nomination committee has also discussed the independence of the Board members. The proposal for the Board of Directors of Catena meets the current requirements regarding the independence of the members in relation to the Company, its management and the Company's major shareholders.

	Independence from the Company	Independence from major shareholders
Caesar ��fors	Yes	Yes
Vesna Jovic	Yes	Yes
Magnus Sw��rdh	Yes	No
Gustaf Hermelin	Yes	No
Lennart Mauritzson	Yes	No
Katarina Wallin	Yes	Yes
H��l��ne Briggert	Yes	Yes
Joost Uwents	Yes	No

The proposal regarding the Board of Directors of Catena thus meets both the NASDAQ Stockholm and the Code's requirements regarding the independence of the members. More detailed information about the members of the Board of Directors and the auditor can be found on Catena's website and in the annual report.

With regard to directors' fees, the nomination committee proposes that the total remuneration to the members of the Board of Directors shall amount to SEK 2,065,000 (SEK 1,980,000), distributed as follows:

SEK 410,000 (SEK 400,000) to the Chairman of the Board, and SEK 205,000 (SEK 200,000) to each of the other Members of the Board not employed by the Company.

SEK 80,000 (SEK 80,000) in remuneration to the remuneration committee, to be distributed as follows: SEK 40,000 (SEK 40,000) to the chair of the committee and SEK 20,000 (SEK 20,000) to each of the other two members.

SEK 140,000 (SEK 100,000) in remuneration to the audit committee, to be distributed as follows: SEK 70,000 (SEK 50,000) to the chair of the committee and SEK 35,000 (SEK 25,000) to each of the other two members.

The nomination committee proposes that the remuneration can be paid divided on a monthly basis over the AGM year.

The audit committee recommends the nomination committee to propose re-election of the auditing firm KPMG AB as auditor, with the authorised public accountant Camilla Alm-Andersson as the principal auditor. The audit committee has stated that it has not been subject to any third party influence and has not been compelled by any conditions, or any provision in the Articles of Association, which have the purpose that the Annual General

Meeting of shareholders should elect a particular auditor or an auditor included in a particular list or similar.

In accordance with the recommendation of the audit committee, the nomination committee proposes the election of the audit firm KPMG AB as auditor, with the authorised public accountant Camilla Alm-Andersson as the principal auditor. Furthermore, the nomination committee proposes that the meeting resolves that remuneration to the auditors shall, as previously, be paid according to approved invoices.

The nomination committee proposes unchanged principles for the appointment of the nomination committee in preparation for the 2023 AGM, i.e. that the nomination committee shall primarily consist of one (1) representative of each of the four largest shareholders and the Chairman of the Board and that the composition of the nomination Committee shall be announced no later than six months before the AGM.

Summary of the nomination committee's proposal

The nomination committee proposes that Catena's 2023 Annual General Meeting resolve:

- to appoint Lennart Mauritzson as the chairman for the annual general meeting of shareholders
- to elect eight persons to be ordinary members of the Board of Directors (without alternates)
- that Gustaf Hermelin, Katarina Wallin, H el ene Briggert, Magnus Sw ardh, Caesar  fors, Vesna Jovic, Lennart Mauritzson and Joost Uwents be re-elected as ordinary members of the Board of Directors.
- that Lennart Mauritzson is re-elected as the Chairman of the Board
- that the accounting firm KPMG AB, which carries out auditing assignments, be re-elected as the auditor, with the authorised public accountant Camilla Alm-Andersson as the principal auditor.
- That the total amount of Directors' fees be paid in the amount of SEK 2,065,000 (SEK 1,980,000)
- of which Directors' fees be paid in the amount of SEK 1,845,000 (SEK 1,800,000), to be distributed as follows: SEK 410,000 (SEK 400,000) to the Chairman of the Board and SEK 205,000 (SEK 200,000) to each member of the Board of Directors not employed by the Company
- that remuneration be paid to the remuneration committee totalling SEK 80,000 (SEK 80,000), 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
- that remuneration be paid to the audit committee totalling SEK 140,000 (SEK 100,000), to be distributed in the amount of SEK 70,000 (SEK 50,000) to the chairman of the committee and SEK 35,000 (SEK 25,000) to each of the other two members
- that the remuneration can be paid divided on a monthly basis over the AGM year
- that audit fees be paid in accordance with an approved invoice
- that the principles for the appointment of the nomination committee remain unchanged.

The nomination committee's complete proposal is presented in the notification of the Annual General Meeting.

Reasoned opinion regarding the committee's proposal for the election of members of the Board of Directors

The nomination committee of Catena AB (publ) explains its proposal for the election individuals to be members of the Board of Directors as follows: The nomination committee takes the view that the work of the Board of Directors has functioned very well. The nomination committee has focused on maintaining skills in logistics and maintaining a network among central government and municipal authorities. With

Catena's predominant focus on logistics properties, the nomination committee is of the view that the expertise and composition of the Board of Directors is more than adequate. To the extent that the nomination committee can make an assessment, the Board of Directors will have the composition and the expertise that corresponds well with the requirements that can be imposed.

The nomination committee explains its proposal for Chairman of the Board as follows. Lennart Mauritzson has worked well as the Chairman of the Board under 2022 and board member since 2021. Lennart Mauritzson has announced that he is available for reelection as Chairman. In his capacities as Chairman of the Board and Board member, Lennart Mauritzson possesses specific expertise that would be difficult to replace. With him continuing as Chairman of the Board, it will continue to be possible to benefit from this expertise.

The Nomination Committee takes the view that the Board of Directors, is appropriately composed, with regard to the Company's operations, financial position and other conditions, to meet the requirements imposed by the Company's operations. In this connection, the Nomination Committee has taken into account, in particular, the Company's strategic development, governance and control, as well as the requirements that these factors impose on the expertise and composition of the Board of Directors.

The Nomination Committee has also generally taken into account the need for versatility and breadth in members' expertise, experience and background, while also pursuing a balance in terms of gender. In its work, the Nomination Committee has discussed the recommendations in the Swedish Code of Corporate Governance regarding diversity and gender equality on the Board of Directors. The proposed Board of Directors consists of three women and five men, corresponding to a share of about 37,5 percent women and 62,5 percent men.

Against the above background, the Nomination Committee has proposed the re-election of Board members – Gustaf Hermelin, Katarina Wallin, H el ene Briggert, Magnus Sw ardh, Caesar  fors, Vesna Jovic, Lennart Mauritzson and Joost Uwents. It is proposed that Lennart Mauritzson be re-elected as the Chairman of the Board.

Helsingborg, March 2023
Catena AB (publ)
The nomination committee

23 March 2023, 1.00 p.m.

Notification of Catena's 2023 Annual General Meeting

Shareholders of Catena AB (publ) are hereby invited to attend the Annual General Meeting on Thursday 27 April 2023 16:00 CEST, at Clarion Hotel Sea U, Kungsgatan 1, in Helsingborg, Sweden.

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 19 April 2023, and (ii) notify the Company of their and eventual proxies intention to attend the Annual General Meeting on 21 April 2023 at latest via the Company webpage www.catena.se. Notification can also be made by phone +46 (0)8-402 91 33 pr by mail to the address Catena AB (publ), Årsstämman, c/o Euroclear Sweden, Box 191, 101 23 Stockholm.

Shareholders who can't attend the Annual General Meeting can exercise their voting rights by postal vote or digitally through BankID. Same procedure goes for the proxies or external parties. For ongoing and latest information regarding the Annual General Meeting, please visit <https://www.catena.se/om-oss/bolagsstyrning/arsstamma/>.

When registering, the name, address, telephone and personal or corporate identity number, as well as registered shareholding, must be stated. Any power of attorneys must be in writing and submitted at the Annual General Meeting at latest. Proxy forms are available at www.catena.se and at the head office on Landskronavägen 23 in Helsingborg and are sent to shareholders on request. Authorization documents (certificate of registration or equivalent) must also be attached to a power of attorney issued by a legal entity.

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 19 April 2023. 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 21 April 2023, 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. 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.catena.se. The completed and signed form must be submitted to Euroclear Sweden AB no later than 21 April 2023 and be addressed to Catena AB (publ), "Årsstämman", 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 (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 21 April 2023 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 no later than on the dates provided above.

About Catena

Catena is a listed property company that sustainably and through collaboration develops and durably manages efficient logistics facilities. Its strategically located properties supply the Scandinavian metropolitan areas and are adapted for both current and future goods flows. The overarching objective is to generate strong cash flow from operating activities to enable sustainable growth and stable returns. As of 31 December 2022, the properties had a total value of SEK 27,219 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.catena.se and at the Company's head office on Landskronavägen 23 in Helsingborg from 6 April 2023 at the latest. Copies will be sent to shareholders who so request and state their address.

Disclosures at the Annual General Meeting

Shareholder 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. Information shall be disclosed if the Board assesses it can be done without causing significant harm for the Company.

Proposed agenda

1. Opening of the Meeting
2. Election of the 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 2022, and the Audit Report for the consolidated accounts for 2022
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 or convertible bonds
23. Resolution on amendment of the Articles of Association
24. Other matters
25. Closing of the Meeting

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Proposal for decisions*Item 2*

The Nomination Committee proposes that Chairman of the Board Lennart Mauritzson 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 Göran Hellström and Pär Lövgren, 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 8.26 per share be paid for 2022 (previously SEK 8.00 per share) to be disbursed on two occasions, each at SEK 4.13 per share. The record dates for receipt of dividends are proposed as 2 May 2023 and 2 November 2023. If the Meeting approves the proposal, payment is expected to be made from Euroclear Sweden AB on 5 May 2023 and 7 November 2023, respectively.

Item 13

The Nomination Committee proposes that the Company's Board of Directors shall consist of eight (8) 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 410,000 (previously SEK 400,000) to the Chairman and SEK 205,000 (previously SEK 200,000) 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 (SEK 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 140,000 (SEK 100,000) is to be paid, to be distributed in the amount of SEK 70,000 (SEK 50,000) to the chairman of the Committee and SEK 35,000 (SEK 25,000) to each of the other two members. Accordingly, it is proposed that total remuneration to members amount to SEK 2,065,000 (previously SEK 1,980,000). It is proposed that fees to the auditors be paid according to customary standards and approved invoicing.

Item 15

The Nomination Committee proposes that Lennart Mauritzson, Hélène Briggert, Gustaf Hermelin, Vesna Jovic, Magnus Swärdh, Joost Uwents, Katarina Wallin and Caesar Åfors be re-elected as ordinary Board members, and that Lennart Mauritzson be re-elected as Chairman of the Board. Details of the members are available at www.catena.se.

Item 16

The Nomination Committee proposes that registered accounting firm KPMG be re-elected as auditor, with authorised public accountant Camilla Alm-Andersson as the principal auditor. Information about the proposed auditors and the principal auditor can be found at www.kpmg.se and www.catena.se.

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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 alongside 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. Reviews are made on an annual basis and the Boards review before the Annual General Meeting 2023 haven't warranted any significant changes.

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 2022 financial year. The Board of Directors proposes that the Annual General Meeting approve the remuneration report. The remuneration report is available at www.catena.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 or convertible bonds, 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.

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, including the number of new shares which may be issued following conversion of issued convertible bonds, in accordance with decisions by the Board of Directors, would combined correspond to at most 1/10 of all shares outstanding in the Company.

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The purpose of the authorisation under items 19-22 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 proposes that the Meeting resolve to amend §§ 4 and 5 in the Articles of Association as follows (the Articles and amendments are in and made to text in Swedish text, only translated here):

Current provisions:

§ 4 Aktiekapitalet

Bolagets aktiekapital ska vara lägst femtiofemmiljoner (55.000.000) kronor och högst tvåhundraatjugomiljoner (220.000.000) kronor

§ 4 Share capital

The Company's share capital shall be at least fifty-five million Swedish kronor (SEK 55,000,000) and at most two hundred and twenty million Swedish kronor (SEK 220,000,000).

§ 5 Antalet aktier

Antalet aktier ska vara lägst tolvmiljonerfemhundrausen (12.500.000) och högst femtiomiljoner (50.000.000).

§ 5 Number of shares

The number of shares shall be a minimum of twelve million, five hundred thousand (12,500,000) and a maximum of fifty million (50,000,000).

Proposed provisions:

§ 4 Aktiekapitalet

Bolagets aktiekapital ska vara lägst etthundraåttafemmiljoner (198.000.000) kronor och högst sjuhundraatthundraatvåmiljoner (792.000.000) kronor.

§ 4 Share capital

The Company's share capital shall be at least one-hundred-ninety-eight million Swedish kronor (SEK 198,000,000) and at most seven-hundred-ninety-two million Swedish kronor (SEK 792,000,000).

§ 5 Antalet aktier

Antalet aktier ska vara lägst fyrtiofemmiljoner (45.000.000) och högst etthundraåttiomiljoner (180.000.000).

§ 5 Number of shares

The number of shares shall be a minimum of forty-five million, (45,000,000) and a maximum of one-hundred-eighty million (180,000,000).

Position of the principal shareholders

Shareholders representing approximately 45,1 percent of the total votes in the Company have stated their intention to vote in favour of the proposals.

About Catena

Catena is a listed property company that sustainably and through collaboration develops and durably manages efficient logistics facilities. Its strategically located properties supply the Scandinavian metropolitan areas and are adapted for both current and future goods flows. The overarching objective is to generate strong cash flow from operating activities to enable sustainable growth and stable returns. As of 31 December 2022, the properties had a total value of SEK 27,219 million. Catena's shares are traded on NASDAQ Stockholm, Large Cap.

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 49,884,384. The Company holds no treasury shares.

Processing of personal data

In connection with the notification of participation on 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.catena.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 2023

Catena AB (publ)

Board of Directors

For further information, please contact

Lennart Mauritzson, Chairman of the Board, Tel. + 46 725-70 80 80, mauritzson@backahill.se

Jörgen Eriksson, CEO, Tel. + 46 730-70 22 42, jorgen.eriksson@catena.se

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About Catena

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ACCOUNT OF THE WORK OF THE BOARD OF DIRECTORS AND ITS COMMITTEES IN PREPARATION FOR THE 2023 ANNUAL GENERAL MEETING

During 2022, the Board of Directors, in a good working relationship with a competent and committed management team, continued its efforts to develop Catena's business operations responsibly for the benefit of all stakeholders and to balance a good return for shareholders with the risk on which all business operations are based. An evaluation of the composition and work of the Board of Directors was conducted during the year and it has been found that the Board is well-composed for its tasks and responsibilities. It represents the experience that is essential for the Company's continued further development and growth, including property-related, strategic and financial issues. In addition, the members of the Board also have an extensive professional network, which is an additional prerequisite for successful business operations. Thanks to this and focused and effective committee work, the Board was able to take an active and energetic role and was able to make well-founded decisions.

The Board of Directors of Catena operates according to its rules of procedure which contain instructions regarding the division of tasks and responsibilities, as well as requirements for financial reporting. The rules of procedure are discussed at the inaugural meeting of the Board and adopted annually. In addition to leading the work of the Board of Directors in an efficient and appropriate manner, the Chairman monitors the Group's ongoing development through contacts with the CEO on strategic matters. The Board also assesses the CEO's work performance. The CEO's Instructions and internal policy documents are also reviewed on a regular basis. The basis of internal control is the control environment in which the work of the Board and senior management of the Company is set. The Board has adopted a number of important policies and basic guidelines for internal control programmes, such as a financial policy, a code of conduct, a crisis management policy plus an information policy and insider policy. 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.

During 2022, 17 minuted Board of Directors meetings were held, of which one was statutory. During the year, the CFO acted as the Secretary of the Board. In addition to the above items, Board of Directors meetings have addressed plans and strategies for the Group's further development and the ongoing monitoring and assessment of financial results and financial position, valuations of the Group's properties, liquidity and financing as well as investment decisions. Catena's former principal auditor (Mats Åkerlund, PwC) was co-opted to the Board meeting on the 28 February 2022.

The Board of Catena has established a remuneration committee. The tasks of the remuneration committee include matters concerning the remuneration and other terms and conditions of employment for the CEO. Until the Annual General Meeting held 28 April 2022, the remuneration committee consisted of Katarina Wallin (Chair), Magnus Swärdh and Lennart Mauritzson, and since the Meeting it consists of Katarina Wallin (Chair), Lennart Mauritzson and H el ene Briggert.

Catena's Board of Directors has also established an 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 and financial reporting. The committee also evaluates the work of the auditor and monitors how accounting principles and requirements are progressing. Until the Annual General Meeting held on 28 April 2022, the audit committee has consisted of Caesar  fors (Chair), H el ene Briggert and Vesna Jovic, and since the Meeting it consists of Caesar  fors (ordf orande), Vesna Jovic and Magnus Sw ardh. The audit committee held five minuted meetings in 2022.

Helsingborg, March 2023

Catena AB (publ)

Board of Directors

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

Reasoning

In preparation for the 2022 Annual General Meeting, the Board of Directors proposes that a direct payment of cash dividend for the amount of SEK 8.26 per share be paid, divided into two instalments of SEK 4.13 per share each. The reconciliation date for the first instalment is proposed to be 2 May 2023, and the reconciliation date for the second instalment of the cash dividend is proposed to be 2 November 2023. Calculated as total dividend amount in relation to after tax profits, it corresponds to approximately 20,6 percent. Catena's long-term objective is to achieve a dividend of 50 percent of profits from property management, less the tax calculated according to the tax schedule.

Full coverage is available for the restricted equity after the proposed distribution of dividends. With reference to the Board's proposal on the allocation of profits, the proposed dividend to shareholders is justifiable taking the provisions of Chapter 17, Section 3 (2) and (3) of the Swedish Companies Act (the nature, scope and risks of the business activities, as well as consolidation requirements, liquidity and financial position in other respects) into consideration.

Nature, scope and risks of the business activities

The nature, scope, and risks of the Company's business activities are set out in the Articles of Association, annual reports with accompanying financial statements and interim financial reports. The business activities conducted in Catena do not entail risks beyond what is or can be assumed to be present in the industries in which Catena is active in nor the risks generally associated with the conduct of its business activities. With regard to significant events, reference is made to the information provided in the Directors' report and, other than this, no events have occurred that affect the Company's ability to pay the proposed dividends nor acquire its own shares pursuant to the proposed authorisation.

Consolidation requirements, liquidity and financial position

The financial position of the Company and the Group as at 31/12/2022 is shown in the balance sheet in the financial statements. The financial statements also show the principles applied in the valuation of assets, provisions and liabilities. Derivative instruments have been valued at fair value in accordance with Swedish Annual Accounts Act's Chapter 4, Section 14a. The effect of this valuation, which affected the parent company's shareholder equity by SEK 400 million (SEK -112m), has been taken into account in the assessment of the Company's consolidation requirements, liquidity and financial position in other respects.

The Company's equity ratio as at 31/12/2022 was 53,5 percent. The equity ratio does not deviate from what is common in the industries within which Catena operates. The proposed dividend does not risk the completion of the investments that need to be made.

The Company's liquidity projections include contingencies to cope with fluctuations affecting its ability to fulfil its current and future payment obligations in a timely manner. The proposed distribution of dividends does not affect the Company's ability to meet existing and projected payment obligations in a timely manner.

The Company is able to continue as a going concern and will be able to fulfil its obligations both in the short-term and in the long term.

The Board of Directors is of the opinion that the amount of the shareholders equity, as disclosed in the financial statements in the most recent annual report and taking into account the proposed distribution of dividends, is in reasonable proportion to the scope of the Company's and the Group's business operations and the risks associated with the conduct of its business operations.

The Board of Directors, 22 mars 2022

Proposal for principles and instructions for the nomination committee, in preparation for the 2023 Annual General Meeting of Catena AB (publ)

The nomination committee proposes that the Annual General Meeting resolves to adopt principles for the composition of, and the instruction for, the nomination committee, entailing the following:

It is proposed that the nomination committee consist of representatives of 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 for their work on the committee. In the event that the Chairman of the Board represents one of the four largest shareholders, the nomination committee shall consist of four members, and if the Chairman of the Board does not represent one of the four largest shareholders, the nomination committee shall consist of five members.

The composition of the nomination committee shall comply with the Swedish Code of Corporate Governance (the “Code”) unless a deviation is justified and reported in the Corporate Governance Report.

The names of the members of the nomination committee are to be announced no later than six months prior to the Annual General Meeting. New shareholder representatives are to be appointed when ownership changes. In such event, the Chairman of the Board shall contact the shareholder who, of the four largest shareholders, does not have a shareholder representative, urging the shareholder to appoint such a representative. When such a shareholder representative has been appointed, he/she will become a member of the nomination committee, replacing the former member who no longer represents one of the four largest shareholders.

The largest shareholders are those shareholders who are registered with Euroclear Sweden AB whose holdings are grouped by size of holdings as of 1 October and who have, sufficiently in advance, previously reported to the Company the size of their holdings along with their interest in participating in the nomination committee.

In the event that any of the four largest shareholders refrain from appointing a shareholder representative, or if before the assignment has been completed such shareholder representative resigns or otherwise cannot fulfil their duties, or if the Chairman – unless a deviation can be explained and justified – deems it necessary to meet the Code of Corporate Governance’s requirement of independence from major shareholders, the Chairman shall call on the next shareholder in terms of size (meaning the fifth-largest shareholder) to appoint a shareholder representative. The procedure shall continue until the nomination committee consists of five ordinary members including the Chairman of the Board. The instruction shall also provide that the nomination committee, based on its experience with

similar assignments and other experience, appoint a chair of the nomination committee from among its members number and that the chair may not be the Chairman of the Board.

Remuneration guidelines

These guidelines encompass salaries and other remuneration to members of the Board, the CEO and the Deputy CEO, as well as to other members of the management team of Catena AB (hereinafter referred to as “Individuals holding senior management roles”).

The guidelines in their current form were prepared for the 2020 Annual General Meeting, primarily with the aim of adapting them to the new statutory requirements that had been introduced in the Swedish Companies Act. The guidelines are reviewed annually and updated when necessary. The review completed for the 2023 Annual General Meeting has not resulted in any significant changes. The views of the shareholders have been taken into account on an ongoing basis during the work.

These remuneration guidelines shall be applied to all employment agreements entered into, or changes to existing agreements, with individuals holding senior management roles following the adoption of the guidelines by the Annual General Meeting.

In preparing the Board of Directors’ proposal for these remuneration guidelines, salaries and terms and conditions of employment for the Company’s employees have been taken into account in that information on employees’ total remuneration, the components of their remuneration, and the rate of increase and the increase over time have formed part of the data on which the remuneration committee and the Board of Directors based their assessments and decisions regarding the reasonableness of the guidelines and the limitations that they cause.

1. Benefit of the guidelines for the Company’s business strategy, long-term interests and sustainability:

The Company must be able to recruit and retain qualified employees, so that the Company can successfully implement its business strategy and to safeguard the Company’s long-term interests, including its sustainability goals. This requires that Catena be able to offer competitive remuneration, which these guidelines make possible. Remuneration to employees is to be market-based and competitive and must reflect responsibilities and duties.

2. Fixed Salary:

Individuals holding senior management roles shall be offered a competitive fixed salary in-line with the market and based on the individual’s skills, expertise, experience, responsibilities, performance and the Company’s financial results. Salary is to be set for each financial year.

3. Bonuses etc:

Individuals holding senior management roles may, from time to time, be offered bonuses. Such bonuses may not exceed 50 percent of the annual fixed salary for the CEO and 25 percent for other individuals holding senior management roles and shall be established for the respective financial year. Bonuses are to primarily be based on the operational targets set for each senior manager's area of operations and based on the profits from property management and the development of the project portfolio in accordance with the adopted financial statements for the year concerned.

The remuneration committee has proposed, within the above-mentioned framework, that the responsibility be delegated to the committee to propose and evaluate bonus targets in greater detail for each person holding a senior management role.

In preparation for the 2023 Annual General Meeting, the remuneration committee has recommended that no share-related incentive programme be adopted.

Individuals holding senior management roles are entitled to additional health and medical insurance along with all other monetary and non-monetary benefits provided to other employees of the Group.

The Company's commitments, excluding social insurance contributions, to individuals holding senior management roles who may be subject to bonus targets are not calculated to exceed SEK 3,000,000 for 2023.

4. Pensions

The retirement age for the CEO and other individuals holding senior management roles follows the general retirement age structure. For the CEO, pension payments are made corresponding to at most 35 percent of pensionable salary. For other individuals holding senior management roles, pension payments are made in accordance with the ITP plan and through insurance plans, which are calculated based on the benefits applicable under the ITP plan (ITP1 and ITP 2). The ITP plan entails premiums being determined based on the levels applicable under the relevant collective agreement. Bonuses are regarded as pensionable earnings. The pension share of total remuneration is in accordance with the ITP plan, with the corresponding maximum limits.

5. Termination and severance pay

For individuals holding a senior management role, a period of notice of three to six months applies. If termination of employment is based on the initiative of the employer, a period of notice of between six and twelve months applies. No severance pay will be made, except for ordinary salary payments during the period of 3 notice. Other principal terms and conditions for severance pay are stated in the annual report and it is proposed that these continue to be applied in 2023.

6. Preparations and decision-making by the Board of Directors

The Board of Directors has established a remuneration committee. The committee's tasks include preparing the Board of Director's decision on proposed guidelines for remuneration to individuals holding senior management roles. The Board of Directors shall draw up proposals for new guidelines at least every four years and submit the proposals for approval by the Annual General Meeting. The guidelines will remain in effect until new guidelines have been adopted by the Annual General Meeting. The remuneration committee shall also monitor and assess programmes of variable remuneration for the senior management of the Company, the application of the guidelines for remuneration to individuals holding senior management roles, and applicable remuneration structures and levels of remuneration within the Company. The members of the remuneration committee are independent vis-à-vis the Company and the senior management of the Company. When the Board of Directors addresses matters involving remuneration and makes decisions on these, the Chief Executive Officer or other members of the senior management of the Company are not to be in attendance, to the extent they potentially would be impacted by decisions on these matters.

The remuneration committee prepares and makes recommendations for the Board of Director's decision regarding:

- Remuneration to the individual holding the position of Chief Executive Officer and other terms and conditions of employment for them.
- Principles for the remuneration of individuals holding senior management roles who are members of the senior management of the Company and which is determined by the CEO.
- Any bonus programmes (meaning variable cash remuneration) for Company employees that must, in particular, specify limits for the maximum amount that such programmes are expected to cost the Company.

Board of Directors, March 2023



Auditor's opinion under Chapter 8 Section 54 of the Swedish Companies Act (2005:551) as to whether the guidelines of the annual general meeting on the remuneration of senior executives have been followed

To the annual general meeting of Catena AB (publ.), Corporate identity No 556294-1715

Introduction

We have audited whether the Board of Directors and the Chief Executive Officer of Catena AB (publ.) during the year 2022 have followed the guidelines on remuneration of senior executives adopted at the annual general meeting on 28 April 2022.

Responsibility of the Board of Directors and the Chief Executive Officer

The Board of Directors and the Chief Executive Officer are responsible for the guidelines being followed and for the internal control that the Board of Directors and the Chief Executive Officer deem necessary to ensure that the guidelines are followed.

Responsibility of the auditor

Our responsibility is to issue an opinion, based on our audit, to the annual general meeting as to whether the guidelines have been followed. We have conducted the audit in accordance with FAR recommendation RevR 8 *Audit of remuneration of senior executives in some public limited companies*. This recommendation requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance that the guidelines adopted by the annual general meeting are followed in all material aspects. The firm applies International Standard on Quality Management 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We are independent of Catena AB (publ.) accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

The audit has covered the company's organization for and documentation of remuneration issues for senior executives, the new decisions on remuneration that have been taken and a selection of the payments made during the financial year to the senior executives. The auditor chooses what procedures are to be performed, in part by assessing the risk of the guidelines not being followed in all material aspects. In making those risk assessments, the auditor considers internal control relevant to compliance with the guidelines in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

We believe that our audit provides a reasonable basis for our opinion set out below.

Opinion

We consider that the Board of Directors and Chief Executive Officer of Catena AB (publ.) during 2022 have followed the guidelines on remuneration of senior executives adopted at the annual general meeting on 28 April 2022 and 29 April 2021.

Malmö 22 March 2023

KPMG AB

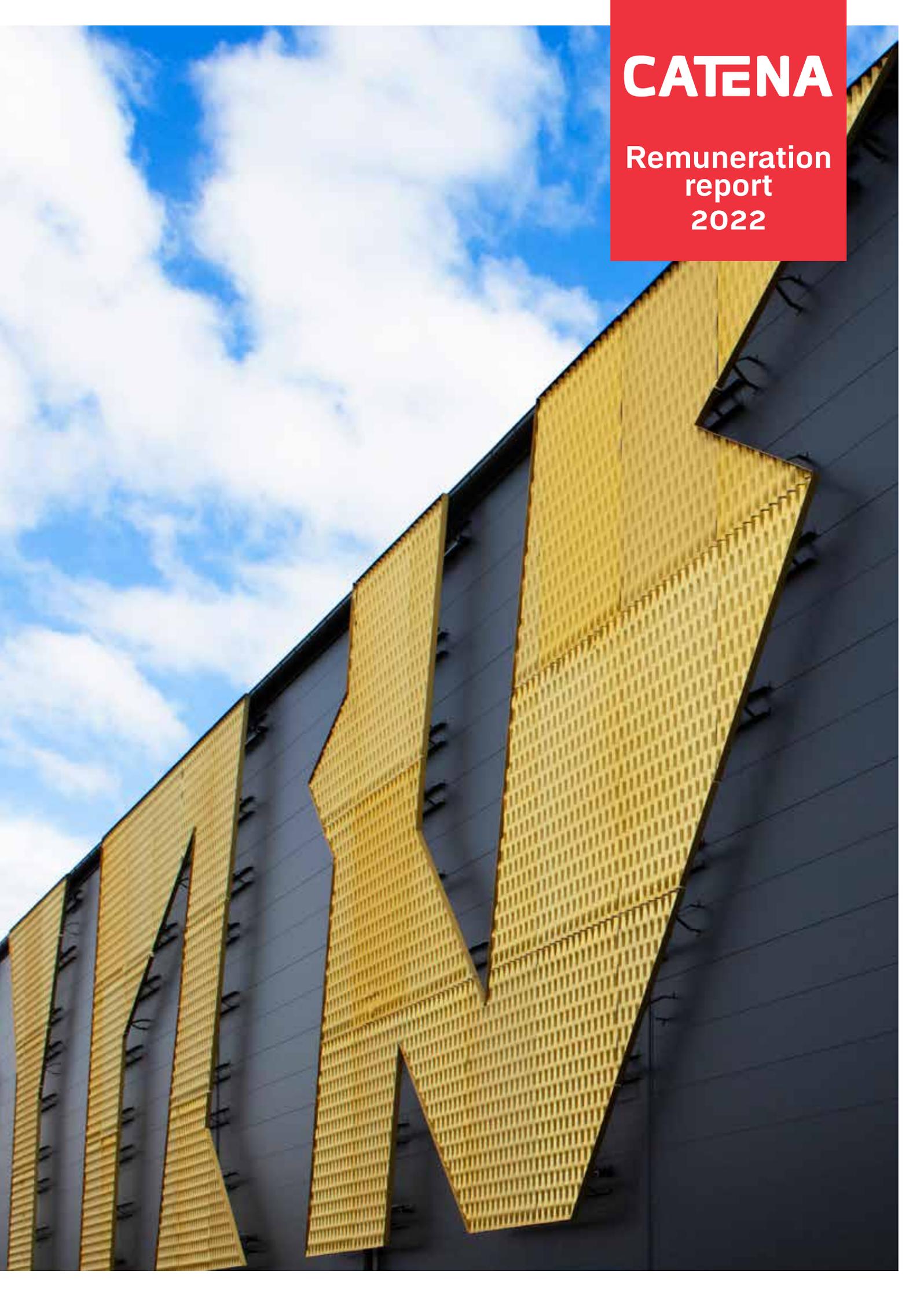
KPMG AB

Camilla Alm Andersson

Therese Johansson

Authorized Public Accountant

Authorized Public Accountant



CATENA

Remuneration
report
2022

Remuneration report 2022

This report details how the guidelines for the remuneration of senior executives in Catena AB (publ), adopted by the 2022 Annual General Meeting, were applied during 2022. The report contains information on the remuneration of the CEO and Deputy CEO, as well as the remuneration of Board members beyond their Board fees. The report has been prepared in accordance with the Swedish Companies Act and the Swedish Corporate Governance Board's *Rules on Remuneration of the Board and Executive Management and on Incentive Programmes*.

Further information on the remuneration of senior executives can be found in Note 8 Employee and personnel expenses on pages 138–139 of the 2022 Annual Report. Information on the work of the remuneration committee can be found in the Corporate Governance Report on page 166–175 of the 2022 annual report.

Board fees are not covered by this report. Such fees are determined annually by the Annual General Meeting and are reported in Note 8 on pages 139 in the 2022 annual report. To the extent that a Board Member has been employed by the company and received remunerations beyond the fees determined by the Annual General Meeting, this is reported below.

Developments in 2022

The CEO summarises the company's overarching results in his comments on pages 10–11 of the annual report.

The Company's remuneration guidelines: scope, objectives and deviations

Proposals for remuneration guidelines are drawn up by the Board and approved by the Annual General Meeting. The

Company must be able to recruit and retain qualified employees, so that the Company can successfully implement its business strategy and to safeguard the Company's long-term interests, including its sustainability goals. This requires that Catena be able to offer competitive remuneration, which these guidelines make possible. Remunerations are to be market-based and competitive, and shall be justifiable in relation to responsibilities and authorisations and consist of the following components: fixed salary, possible variable salary (bonus) according to individual agreement and pension. No share-related incentive programs have been adopted. There are no outstanding or completed share-related incentive programs.

Information on the remuneration guidelines that apply to senior executives within Catena can be found in Note 8 on pages 138–139 in the annual report for 2022. Senior executives are entitled to private healthcare insurance and all other monetary and non-monetary benefits provided to other employees of the Group. During the 2022 financial year, Catena has complied with the applicable remuneration guidelines adopted by the Annual General Meeting – no deviations have been made from these. Nor have any deviations been made from the decision-making process applied in determining remunerations in accordance with the guidelines. No comments were made at the Annual General Meeting in relation to either the remuneration report for 2021 or the remuneration guidelines for 2022. The auditor's opinion on Catena's compliance with the guidelines is available on the company's website www.catena.se/arsstamma. No demands have been made for compensation to be paid back.

Total remuneration of the CEO and Deputy CEO

<i>(there has been no remuneration from other companies in the Group)</i>	Salary 2022*	Variable remuneration 2022**	Other benefits 2022***	Pension costs 2022	Total 2022	Proportion of fixed and variable remunerations	Remuneration 2021
CEO	3,166	300	118	1,091	4,675	94/6	3,620
Deputy CEO	1,358	180	81	972	2,591	93/7	2,458
Total	4,524	480	199	2,063	7,266	93/7	6,078
<i>Percentage change</i>					20%		-28%

* Salary also includes holiday pay of SEK 146 thousand.

** SEK 480 thousand refers to variable remuneration paid.

*** Healthcare benefit of SEK 4,000, car benefit of SEK 195 thousand.

Change in remuneration over the last five years as a percentage of the Company's earnings					
	2022	2021	2020	2019	2018
Remuneration of the CEO*	4,675	3,620	4,540	4,087	3,570
<i>Percentage change</i>	29%	-20%	11%	14%	4%
Remuneration of the Deputy CEO**	2,591	2,458	3,872	2,812	2,673
<i>Percentage change</i>	5%	-37%	38%	5%	1%
Profit from property management	954	824	719	627	571
<i>Percentage change</i>	16%	15%	15%	10%	30%

* Change of CEO took place in 2020.

** For the period May to October 2020, the position of Deputy CEO was shared by two people.

Change in remunerations to other employees (in terms of full-time employees)					
	2022	2021	2020	2019	2018
Remuneration disbursed (total remuneration incl. pension)	47,218	42,300	36,605	35,485	32,957
Number of employees	48	44	40	40	36
Average	984	961	927	887	915
<i>Percentage change</i>	2%	4%	4%	-3%	3%

Remuneration in addition to Board fees					
	Remuneration 2022	Remuneration 2021	Remuneration 2020	Remuneration 2019	Remuneration 2018
Gustaf Hermelin*	–	–	–	–	600
Katarina Wallin	46	163	40	90	–
Ingela Bendrot	–	–	–	25	–
Total	46	163	40	115	600

* During the 2017–2018 Board year, Gustaf Hermelin received a fee of SEK 1.8 million (SEK 1.2 million for 2017 and SEK 0.6 million for 2018) as an executive Board member.

Item 20 – Resolution on an authorisation to the Board of Directors to decide on acquisitions of treasury shares

The Board of Directors proposes that the Annual General Meeting resolve to authorise the Board to decide on acquisitions of treasury shares (shares of Catena AB) under the following terms and conditions:

1. Acquisitions must be made on Nasdaq Stockholm.
2. Acquisitions may be made on one or more occasions during the period extending until the next Annual General Meeting.
3. Following such acquisitions, the Group's total holdings may not, together with the number of new shares the Board of Directors decides to issue in accordance with a separate authorisation from the Annual General Meeting, exceed 1/10 of all outstanding shares in the Company. This authorisation shall, therefore, be limited such that the number of the shares that may be acquired and new shares issued pursuant to a decision by the Board of Directors authorised by the Annual General Meeting does not, combined, correspond to more than 1/10 of all outstanding shares in the Company.
4. Acquisitions are to be made at a price per share within the then current registered price range.
5. Any treasury shares acquired are to be paid for in cash.

The purpose of the authorisation is to be able to acquire shares in order to enable the continuous adjustment of the Company's capital structure and to use them in connection with financing acquisitions or other transactions.

Statement by the Board of Directors pursuant to Chapter 19, Section 22 of the Swedish Companies Act

The Board of Directors proposes that it be authorised by the Annual General Meeting, for the period until the next Annual General Meeting, to acquire a number of shares calculated and limited such that the Group's total holding following the acquisition, together with the number of new shares that the Board of Directors has decided to issue in accordance with a separate authorisation from the Annual General Meeting, may not exceed 1/10 of all outstanding shares in the Company as above.

The Company does not currently hold any treasury shares.

The annual report details the principles applied in the valuation of assets, provisions and liabilities. Derivative instruments have been valued at fair value in accordance with Chapter 4, Section 14a, of the Annual Accounts Act. The effect of this valuation, which had a positive impact on the Parent Company's shareholder equity to the amount of SEK 400 million (-112 million), has been taken into account in the assessment of the Company's consolidation requirements, liquidity and financial position in other respects.

Based on the grounds set out in the Board's opinion under the Swedish Companies Act's Chapter 18, Section 4 regarding the proposed distribution of dividends, the Board of Directors finds that the proposed authorisation is justified in view of the provisions of the Swedish Companies Act's Chapter 17, Section 3 (2) and (3) (the precautionary rule).

The Board, therefore, considers the proposed authorisation to be justifiable in view of:

1. the requirements imposed on the scale of equity by the nature, scope and risks of the operations (of the Company or the Group), and

2. the Company's and the Group's consolidation requirements, liquidity and financial position in other respects.

In addition, the Board of Directors respects that, in the event that it exercises this authorisation, it is required to prepare a reasoned opinion as to whether the relevant acquisition of treasury shares is justifiable under prevalent circumstances and the provisions stated in Chapter 17, Section 3, second and third paragraphs of the Swedish Companies Act.

For a resolution in accordance with the Board of Director's proposal under this item, the decision of the Annual General Meeting must be supported by at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

Helsingborg, March 2023
Catena AB (publ)
Board of Directors

Item 21 – Resolution on an authorisation to the Board of Directors to sell treasury shares

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board to decide on the sale of treasury shares (shares of Catena AB) under the following terms and conditions:

1. The sales are to be made on Nasdaq Stockholm or otherwise, with the Board of Directors being entitled to decide to deviate from shareholders' preferential rights.
2. The sales may be made on one or more occasions during the period extending until the next Annual General Meeting.
3. All treasury shares may be sold that are held by the Company at the time at which the Board of Directors makes its decision.
4. The sales are to be made at a price per share within the then current registered price range.
5. Payment for transferred shares is to be made in cash, with in kind compensation, against set-off or under other terms.

The purpose of the authorisation, and the possibility of deviating from shareholders' preferential rights, is to be able to sell shares to continuously adapt the Company's capital requirements and structure, or to enable any acquisitions, other structural transactions or sales on the open market, thereby increasing shareholder value.

The Company does not currently hold any treasury shares.

For a resolution in accordance with the Board of Director's proposal under this item, the decision of the Annual General Meeting must be supported by at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

Helsingborg, March 2023
Catena AB (publ)
Board of Directors

Item 22 – Resolution on authorisation to the Board of Directors to decide to issue new shares or convertible bonds

The Board of Directors proposes that the Annual General Meeting resolve to authorise the Board as follows:

That the Board of Directors be authorised, during the period extending until the next Annual General Meeting, to decide, on one or more occasions, with or without deviating from the shareholders' preferential rights and with or without provisions regarding payment in kind or by set-off, to issue new shares or convertible bonds in the Company.

The authorisation may cover a total issue of new shares, including new shares which may be issued following from conversion of issued convertible bonds of 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 or convertible bonds.

Issuance of new shares or convertible bonds made pursuant to this authorisation are to be conducted on market terms and, if deviating from shareholders' preferential rights, to facilitate acquisitions of properties or of legal entities that own properties.

The Board of Directors, or whomever is appointed by the Board of Directors, shall be authorised to make the minor adjustments in the authorisation decision that may be required in connection with registration with the Swedish Companies Registration Office.

For a valid decision by the Annual General Meeting in accordance with the above proposal by the Board of Directors, the resolution must be supported by shareholders with at least two-thirds of both the votes cast and of the shares represented at the Annual General Meeting.

Helsingborg, March 2023
Catena AB (publ)
Board of Directors

Articles of Association

Adopted at the Annual General Meeting on 29 April 2023

§ 1 Business name

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

§ 2 Registered office

The Company has its registered office in Helsingborg, Skåne County.

§ 3 Object of the Company

The object of the Company is to, directly or through subsidiaries, manage, acquire and divest properties, carry out service, development work and administrative services, manage securities and conduct other activities consistent therewith.

§ 4 Share capital

The Company's share capital shall be at least one hundred ninety eight million Swedish kronor (SEK 198,000,000) and at most seven hundred and ninety two million Swedish kronor (SEK 792,000,000).

§ 5 Number of shares

The number of shares shall be a minimum of forty five million Swedish kronor (SEK 45,000,000) and a maximum of one hundred and eighty million Swedish kronor (SEK 180,000,000).

§ 6 Board members

The Board of Directors of the Company shall consist of a minimum of five and a maximum of nine members.

§ 7 Auditors

The Company shall have one to two auditors an equal number of deputies or one or two registered accounting firms.

§ 8 Location of the General Meeting

The General Meeting of shareholders shall be held in Helsingborg or Stockholm, Sweden.

§ 9 Convening notice to the General Meeting

A convening notice for a General Meeting shall take place by announcement in the Swedish Official Gazette (Post- och Inrikes Tidningar) and on the Company's website. At the time of the convening notice, information that the convening notice has been issued shall be announced in Svenska Dagbladet.

§ 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. 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.

§ 11 Assistants to shareholders

Assistants to shareholders may accompany them to the General Meeting if the shareholder has registered this in the manner stated in the previous paragraph.

§ 12 Annual General Meeting

At the AGM, the following matters shall be addressed:

- 1) Election of Chairman for the Meeting;
- 2) Preparation and approval of voting list;
- 3) Adoption of the agenda;
- 4) Election of one or two persons to verify the minutes;
- 5) Determination of whether the Meeting was duly convened;
- 6) Submission of the annual report and auditor report and, where appropriate, consolidated financial statements and audit report on the consolidated financial statements;
- 7) Resolutions regarding
 - a) Adoption of the income statement and balance sheet and, where appropriate, consolidated income statement and consolidated balance sheet,
 - b) The appropriation of the Company's profit or loss as per the adopted balance sheet,
 - c) Discharge from liability for the Board members and the CEO;
- 8) Determination of the number of Board members, and auditors and deputy auditors;
- 9) Determination of the remuneration of the Board and the auditors;
- 10) Election of the Board and auditors and deputy auditors or registered public accounting firm;
- 11) Other matters, which are incumbent on the General Meeting under the Swedish Companies Act or the Articles of Association.

§ 13 Financial year

The Company's financial year shall cover a calendar year.

§ 14 Record day provision

The shareholders or nominees that on the record date are entered in the share register and listed in a CSD register as per Ch. 4 of the Financial Instruments Accounts Act (1998:1479) or anyone registered for a CSD account as per Ch. 4 Sect. 18 Paragraph 1 Items 6-8 of the aforementioned act shall be assumed to be authorised to exercise rights pursuant to Ch. 4 Section 39 of the Swedish Companies Act (2005:551).

§ 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.

§ 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.