

Proposal on principles and instructions for the Nomination Committee, prior to Catena AB's 2018 Annual General Meeting

The Nomination Committee proposes that the AGM resolve to adopt principles for the appointment and instructions for the Nomination Committee entailing the following.

It is proposed that the Nomination Committee consist representatives for 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. In case 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 any of the four largest shareholders, the Nomination Committee shall consist of five members.

The composition of the Nomination Committee shall comply with the Swedish Corporate Governance Code (the Code) unless deviations are justified and reported in the Corporate Governance Report.

The members of the Nomination Committee are to be announced at least six months before the AGM. New shareholder representatives are to be appointed when ownership changes. The Chairman of the Board shall then contact the one of four largest shareholders that does not have a shareholder representative and encourage them to appoint one. When such a shareholder representative has been appointed, he or she shall be a member of the Nomination Committee and replace the earlier member of the Nomination Committee who no longer represented the four largest shareholders.

The largest shareholders refers to the shareholders who are registered with Euroclear Sweden AB (formerly VPC) and owner grouped as of 1 October and who well in advance thereof reported to the company the size of their holdings and interest in participating in the Nomination Committee.

If any of the four largest shareholders refrains from appointing a shareholder representative, or such a shareholder representative withdraws or falls away before the assignment is complete, or if the Chairman - unless a deviation can be motivated - deems that this is required to fulfil the Code's requirements on independence from major shareholders, the Chairman shall encourage the next shareholder in order of size (i.e. first the fifth largest shareholder) to appoint a shareholder representative. The procedure shall continue until the Nomination Committee comprises five ordinary members including the Chairman of the Board. The instructions shall also mean that the Nomination Committee shall from among its members – based on experience of similar assignments and other merits – appoint the chairperson of the Nomination Committee and that such a chairperson shall not be the Chairman of the Board.