

## **Proposal for principles and instructions for the nomination committee, in preparation for the 2024 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has been appointed, he/she will become a member of the nomination committee, replacing the former member who no longer represents one of the four largest shareholders.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.