

Notification of Annual General Meeting

Shareholders of Catena AB (publ) are hereby invited to attend the Annual General Meeting on Wednesday 29 April 2020, at 4.00 p.m. at the World Trade Center, Klarabergsviadukten 70, Stockholm, Sweden.

Due to continued spread of the Coronavirus, we ask shareholders who display the slightest symptoms of illness, who have relatives who are sick, who have been abroad during the last two weeks before the AGM or are at higher risk of serious illness to vote via proxy and not participate in the meeting. This also applies to any legal/financial assistants. Our ambition is to keep the meeting as short and efficient as possible. For updated information about the AGM, please visit www.catenafastigheter.com/about-us/corporate-governance/general-meetings/.

Shareholders wishing to attend the Meeting must be recorded in the share register maintained by Euroclear Sweden AB with regard to conditions on Thursday, 23 April 2020, and shall have e-mailed notification of their intention to participate and any assistants to bolagsstamma@catenafastigheter.se by Thursday, 23 April 2020, at 2.00 p.m. at the latest. Notification can also be provided by telephone on +70 (0)730 70 22 22 or by letter to Catena AB (publ), Extraordinary General Meeting, Box 5003, SE-250 05 Helsingborg, Sweden.

The notification should include the shareholder's name, address, telephone number, personal or corporate identity number and registered shareholding. Notification and details of any representatives and assistants shall be registered with Catena to create a basis for the voting list. Any proxies should be submitted in writing no later than at the AGM. Proxy forms are available at www.catenafastigheter.se, at the head office at Landskronavägen 23, Helsingborg, Sweden or will be sent to shareholders on request. For authorisations issued by a legal entity, registration documents shall also be appended (registration certificates or the equivalent).

Shareholders whose shares are nominee-registered through a bank or private broker must temporarily register the shares in their own name in order to attend the Meeting. Such temporary registration must have been implemented by Thursday, 23 April 2020. This means that shareholders must notify their nominee or bank sufficiently well in advance of their request for temporary shareholder registration (voting-rights registration).

Accounting information and complete proposals

Accounting information, audit report, complete proposals for decisions, the Board's considered statements and accounts, and auditors' opinions, in accordance with the points below, and proxy forms are available at www.catenafastigheter.se and at the Company's head office in Helsingborg from Friday, 3 April 2020 at the latest. Copies will be sent to shareholders who so request and state their address.

Disclosures at the AGM

Shareholders 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.

Proposed agenda

1. Opening of the Meeting
2. Election of 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, including the Nomination Committee
8. Presentation by the Chief Executive Officer
9. Presentation of the annual report and audit report for 2019, the consolidated accounts, and the audit report for the consolidated accounts for 2019
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. Authorisation for buyback of Catena shares
20. Authorisation for disposal of Catena shares
21. Authorisation to issue new shares
22. Other matters
23. Closing of the Meeting

Proposal for decision

Item 2

The Nomination Committee proposes that Chairman of the Board Gustaf Hermelin be elected Chairman of the Meeting.

Item 11

The Board proposes that a dividend of SEK 6.50 per share be paid for 2019 (previously SEK 5.75 per share). The proposed record date for the dividend is Monday, 4 May 2020. If the AGM decides in accordance with the proposal, it is estimated that payment will be distributed by Euroclear Sweden AB on Friday, 7 May 2020.

Item 13

The Nomination Committee proposes that the Company's Board of Directors shall consist of seven (7) 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 350,000 (previously SEK 330,000) to the Chairman and SEK 175,000 (previously SEK 165,000) 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 40,000) is to be paid, to be distributed in the amount of SEK 40,000 (SEK 20,000) to the chairman of the Committee and SEK 20,000 (SEK 10,000) to each of the other two members; for the Audit Committee, remuneration of SEK 100,000 (SEK 100,000) is to be paid, to be distributed in the amount of SEK 50,000 (SEK 50,000) to the chairman of the Committee and SEK 25,000 (SEK 25,000) to each of the other two members. Accordingly, it is proposed that total remuneration to members amount to SEK 1,580,000 (previously SEK 1,460,000). It is proposed that fees to the auditors be paid according to customary standards and approved invoicing.

Item 15

The Nomination Committee proposes that Gustaf Hermelin, Katarina Wallin, H el ene Briggert, Tomas Andersson and Magnus Sw ardh be re-elected as ordinary Board Members, that Caesar  fors and Vesna Jovic be newly elected as ordinary Board Members, and that Gustaf Hermelin be re-elected as the Chairman of the Board. Henry Klotz and Ingela Bendrot have declined re-election. Details of the members are available at www.catenafastigheter.se.

Item 16

The Nomination Committee proposes that registered accounting firm PricewaterhouseCoopers AB be elected as auditor, with authorised public accountant Mats  kerlund as the principal auditor. Information about the proposed auditors and the principal auditor can be found at www.pwc.se and www.catenafastigheter.se.

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 plus 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 proposes updated guidelines for remunerations to senior executives. The guidelines have been updated and prepared in accordance with the new requirements applicable in advance of the 2020 AGM. In other regards, the same guidelines apply as previously and "Senior executives" refers to Board Members, the Chief Executive Officer and the Deputy Chief Executive Officer, as well as other members of the management team.

For the Company's business strategy to be implemented successfully and to safeguard the Company's long-term interests, including its sustainability, the Company must be able to recruit and retain qualified employees. Remunerations are to be market-based and competitive and shall be justifiable in relation to responsibilities and authorisations.

Salaries and bonuses are to be set for each financial year. Senior executives may, from time to time, be offered bonuses. Such bonuses may not exceed 50 percent of annual fixed salary for the CEO and 25 percent for other senior executives, and shall be set for the financial year in question. Bonuses should primarily be based on the operational targets set for each manager's area of operations and based on profit from property management and the development of the project portfolio in accordance with the adopted financial statements for the year concerned. Senior executives are entitled to additional health insurance and all other monetary and non-monetary benefits provided to other employees of the Group. The Company's commitments to senior executives who may be subject to bonus targets are not calculated to exceed SEK 3,500,000 for 2020.

The retirement age for senior executives is 65 years. For the CEO, pension payments are made corresponding to at most 35 percent of pensionable salary. For other senior executives, pensions are secured through the ITP plan and insurance plans, which are calculated based on the benefits applicable under the ITP plan (now, in all cases, ITP 2).

On termination by the senior executive, a period of notice of three to six months applies. On termination by the employer, a period of notice of five to twelve months applies. In addition to salary during the period of notice, severance pay is based on salary for zero to six months depending on the level of seniority of the position. Other principal terms for severance pay are stated in the Annual Report and it is proposed that these continue to be applied in 2020.

The Board of Directors has established a Remuneration Committee that prepares and submits recommendations to for Board's decisions on remunerations and bonus programmes for senior executives, as well as setting and evaluating bonus targets. The members of the Remuneration Committee are independent in relation to the Company and executive management. When the Board of Directors addresses matters involving remunerations and takes decisions on these, the Chief Executive Officer or other members of executive management are not to be in attendance to the extent they are affected by these matters.

The Board of Directors shall draw up proposals for new guidelines for senior executives at least every four years. The guidelines shall apply until new guidelines have been adopted by the AGM

Item 19

The Board proposes that the Meeting authorise the Board to decide, until the next AGM, 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 20

The Board proposes that the Meeting authorise the Board to decide, until the next AGM, 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 21

The Board proposes that the Meeting authorise the Board, on one or more occasions prior to the next AGM, to issue new shares, 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 in accordance with a decision by the Board of Directors, would, combined, correspond to at most 1/10 of all shares outstanding in the Company.

The purpose of the authorisation under items 19-21 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.

Position of the principal shareholders

Shareholders representing approximately 44 percent of the total votes in the Company have stated their intention to vote in favour of the proposals.

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 37,698,853. The Company holds no treasury shares.

Processing of personal data

In connection with the notification of the AGM, the Company will process shareholders' personal data as requested above. The personal data collected from the share register, notification of participation in the AGM and information on proxies and assistants will be used for registration, preparation of the voting list for the AGM and, where applicable, in the minutes of the meeting. These personal data will be used only for the AGM. For further information on the Company's processing of personal data in connection with the AGM, see Catena's Personal Data Policy in general at www.catenafastigheter.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 2020

Catena AB (publ)

Board of Directors