



# Notice of the annual general meeting of Catella AB (publ)

The annual general meeting of Catella AB (publ) (“the Company”) will be held 25 May 2021 at 14:00 CET.

By reason of the transmission of the coronavirus, the board of directors has decided that the annual general meeting (AGM) will be held without the physical presence of shareholders, proxies and outside parties and that shareholders will be able to exercise their voting rights only by post ahead of the meeting. Information concerning the decisions taken by the AGM will be published on 25 May 2021 after the final outcome of postal voting has been tabulated.

## Right to participate in the meeting

Shareholders who wish to participate in the meeting must:

- Be recorded in the share register maintained by Euroclear Sweden AB on the record date, Tuesday 17 May 2021, and
- Register to participate by casting their postal vote as instructed under the heading “Postal voting” below no later than Monday, 24 May 2021, so that the postal vote is received by Euroclear Sweden AB no later than Monday, 24 May 2021. Note that registration to participate in the AGM is only possible by means of postal voting.

## Postal voting

The board of directors has decided that shareholders will be able to exercise their voting rights only through postal voting pursuant to section 22 of the Swedish Act on Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations (2020:198). A special Postal Voting Form must be used. The Postal Voting Form is available on the Company’s website at [www.catella.se](http://www.catella.se). The completed and signed Postal Voting Form must be received by Euroclear Sweden AB (which is administering the forms on the Company’s behalf) no later than Monday, 24 May 2021. The completed and signed form may be posted to Catella AB (publ), c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden. The form may also be submitted digitally. Digital submission can be made either through signature using BankID as instructed on <https://anmalan.vpc.se/euroclearproxy> or by sending the completed form by email to [GeneralMeetingServices@euroclear.com](mailto:GeneralMeetingServices@euroclear.com). Shareholders cannot modify postal votes with special instructions or conditions. Any postal votes containing such modifications will be invalid. Further instructions and conditions are provided on the Postal Voting Form.

# PRESS RELEASE

*Stockholm, 20 April 2021*



## **Proxy**

If a shareholder exercises their voting rights by post, a written and dated proxy form signed by the shareholder must be appended to the Postal Voting Form. Proxy forms are available on the Company's website at [www.catella.se](http://www.catella.se). If the shareholder is a legal person, a copy of a registration certificate or comparable document granting authority must be appended to the form.



## Proposed agenda

1. Opening of the meeting.
2. Election of the chairman of the meeting
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of two persons to verify the minutes.
6. Determination of whether the meeting was duly convened.
7. Chief executive officer's statement.
8. Presentation of the annual accounts and audit report, and the consolidated accounts and consolidated audit report, and of the auditor's opinion on whether the guidelines for remuneration to senior executives in force since the previous AGM have been complied with.
9. Resolution on adopting the income statement and balance sheet, and the consolidated income statement and consolidated balance sheet.
10. Resolution on appropriation of the Company's profit or loss in accordance with the adopted balance sheet.
11. Resolution on discharging the directors and chief executive officer from liability.
12. Determination of the number of directors and deputy directors, and the number of auditors and deputy auditors.
13. Determination of the directors' and auditor's fees.
14. Election of the board of directors and board chairman.
15. Election of the auditor.
16. Resolution on the nomination committee for the 2022 AGM.
17. Resolution on guidelines for remuneration to senior executives.
18. Decision on approval of remuneration report 2020.
19. Closing of the meeting.

## Proposed resolutions

Proposals for resolution under Items 2 and 13-18 below have been presented by the nomination committee comprising Mia Arnhult, Eje Wictorson (chairman of the nomination committee), Jan Roxendal and Kenneth Andersen.

Item 2. Election of the chairman of the meeting

The nomination committee proposes the chairman of the board of directors, Johan Claesson, as chairman of the meeting.

Item 10. Resolution on appropriation of the Company's profit or loss in accordance with the adopted balance sheet.

The Board of Directors proposes a dividend of SEK 0.90 per share to the shareholders.



The board of directors proposes 27 May 2021 as the record date for dividends. If the AGM adopts the proposal, it is estimated that dividends will be distributed by Euroclear Sweden AB on Tuesday, 1 June 2021.

Item 12. Determination of the number of directors and deputy directors, and the number of auditors and deputy auditors.

The nomination committee proposes that the number of directors shall be six and that no deputy directors be elected, and that one auditor be elected.

Item 13. Determination of directors' and auditor's fees.

The nomination committee proposes the payment of directors' fees of SEK 570,000 (570,000) to the chairman of the board and SEK 350,000 (350,000) to each director. The nomination committee further proposes a fee to the chairman of the board audit committee of SEK 130,000 (130,000) and to the other two audit committee members of SEK 100,000 (100,000) each, as well as a fee to the chairman of the board remuneration committee of SEK 40,000 (40,000) and to the other remuneration committee member of SEK 30,000 (30,000). If the AGM adopts the nomination committee's proposed board composition and fees, including remuneration for committee service, total remuneration will amount to SEK 2,720,000 (2,720,000).

Note that scope to bill directors' fees with full effect under tax law is very limited, but if the tax-related prerequisites for billing exist and provided that such is tax-neutral for Catella, it is proposed that directors shall be allowed to bill their fees as business operators via companies. If a director bills for directors' fees via a company, the fee must be adjusted for social insurance contributions and VAT as required by law so that the transaction is cost-neutral for Catella.

The nomination committee further proposes that the auditor's fee shall be paid in accordance with approved invoice.

Item 14. Election of the board of directors and board chairman.

The nomination committee proposes the following board of directors: Re-election of current directors: Johan Claesson, Johan Damne, Joachim Gahm, Tobias Alsborger and Jan Roxendal, and first-time election of Anneli Jansson.

The election of Anneli Jansson requires the approval of the Supervisory Authority Commission de Surveillance du Secteur Financier in Luxembourg and Finansinspektionen, the Swedish Financial Supervisory Authority. The Commission's Surveillance du Secteur Financier's processing time is approximately 30 days and the Swedish Financial Supervisory Authority's processing time is approximately 60 days, provided that the application / notification is complete.

The nomination committee proposes the election of Johan Claesson as chairman of the board.

Item 15. Election of the auditor.

The nomination committee proposes, in accordance with the recommendation of the board audit committee, re-election of PricewaterhouseCoopers AB as auditor for the period from the end of the 2021 AGM until the end of the 2022 AGM. PricewaterhouseCoopers AB intends to appoint Daniel Algotsson as auditor in charge. Neither the nomination committee's proposal nor the audit committee's recommendation concerning the auditor has been subject to influence by a third party or compelled by contractual terms and conditions that would have restricted freedom of choice in the election of the auditor.



Item 16. Resolution on the nomination committee for the 2022 AGM.

The nomination committee proposes that the members of the nomination committee be appointed by the chairman of the board contacting the three largest shareholders in terms of voting rights or the ownership groups in Euroclear Sweden AB's printout of the shareholder register at 30 September 2021, which shall each appoint a representative who, alongside the chairman of the board, shall comprise the nomination committee for a term ending at the close of the next AGM or, where applicable, until a new nomination committee has been appointed. If the chairman of the board, directly or through a company, should be one of the three aforementioned largest shareholders, the nomination committee shall be composed of only two members and the chairman of the board.

If any of the three largest shareholders in terms of voting rights chooses not to exercise its right to appoint a representative, such right shall transfer to the shareholder that, after the aforementioned shareholders, has the largest shareholding, until the nomination committee is complete. If a member leaves the nomination committee before its work has been completed a replacement shall be appointed, if deemed necessary, by the shareholder that appointed the leaving member or, if such shareholder is no longer one of the three largest shareholders in terms of voting rights, by such new shareholder that is among this group.

The majority of the members of the nomination committee shall be independent in relation to the Company and the Company's management. At least one member of the nomination committee shall be independent in relation to the largest shareholder in the Company in terms of voting rights or group of shareholders that act in concert with regard to administration of the Company. The chief executive officer or another person from the Company's management shall not be a member of the nomination committee. Directors may be members of the nomination committee, but shall not constitute a majority of its members. If more than one director is included in the nomination committee, a maximum of one of these directors may be non-independent in relation to major shareholders in the Company. The nomination committee appoints its chairman from among its members. The chairman of the board or another director shall not be the chairman of the nomination committee.

The composition of the nomination committee must be publicly announced immediately upon appointment and no later than six months before the AGM. In the event of changes to the ownership structure after the nomination committee has been appointed, such that one or several of the shareholders that appointed members of the nomination committee are no longer among the three largest shareholders in terms of voting rights, the composition of the nomination committee may be changed using the above principles, if the nomination committee deems this necessary. Changes to the composition of the nomination committee shall be immediately announced.

The duties of the nomination committee shall be to prepare proposals prior to the AGM regarding the chairman of the AGM, the number of directors, directors' fees and auditor's fees, composition of the board, chairman of the board, principles for the structure of the nomination committee in preparation for the next AGM and election of the auditor.



Item 17. Resolution on guidelines for remuneration to senior executives.

The board of directors has prepared proposed guidelines for remuneration to senior executives, which are included in the annual report in their entirety. The main points of the proposal are: Remuneration to the chief executive officer and other members of group management shall comprise fixed salary, variable pay, pension and other benefits. Total compensation shall be market-based, competitive and proportionate to the employee's duties and powers. Variable compensation is based on financial or non-financial performance in relation to individually defined qualitative and quantitative targets that take into account the Company's business strategy, long-term objectives and sustainability targets. Variable compensation is capped at 100 percent of fixed annual cash salary for the chief executive officer and 100 percent of fixed annual cash salary for other senior management. On termination of employment by the Company, the total of pay during the period of notice and severance pay shall not exceed 100 percent of fixed annual cash salary. Pension benefits shall be defined-contribution. The board of directors is permitted to depart from these guidelines only if justified by special circumstances in individual cases and the departure is necessary to satisfy the long-term interests of the Company, including its sustainability, or to ensure the financial viability of the Company.

Item 18. Decision on approval of remuneration report 2020.

The Board proposes to the AGM approval of the remuneration report 2020.

#### Available documentation

Documentation for the AGM will be available no later than Tuesday 4 May 2021 at the Company's offices and on the Company's website at [www.catella.se](http://www.catella.se) and can be ordered in print form free of charge by shareholders, by telephone on +46 8 463 33 10 or by email to [bolagsstamma@catella.se](mailto:bolagsstamma@catella.se).

#### Right to request information

In accordance with Chapter 7, Sections 32 and 57 of the Swedish Companies Act (SFS 2005:551), shareholders have the right to request information from the board of directors and chief executive officer at the meeting regarding circumstances that may influence their evaluation of an item on the agenda and circumstances that may influence evaluation of the Company's or a subsidiary's financial situation and the Company's relationship with other group companies.

#### Number of shares and votes

As of the date of this notice, the total number of shares in the Company was 88 348 572 and the total number of votes was 98 470 792, of which 2 530 555 ordinary shares in Class A (carrying a total of 12 652 775 votes) and 85 818 017 ordinary shares in Class B (carrying a total of 85 818 017 votes).

#### Personal data processing

Information about how your personal data is processed is provided on Catella's website: [www.catella.com](http://www.catella.com)

Stockholm, April 2021

*THE BOARD OF DIRECTORS*

For further information, please contact:

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Catella is a leading specialist in property investments and fund management, with operations in 13 countries. The group has assets under management of approximately SEK 130 billion. Catella is listed on Nasdaq Stockholm in the Mid Cap segment. Read more online at [catella.com](http://catella.com).