

# Notice to attend the Annual General Meeting of Catena AB (publ)

Welcome to Catena's Annual General Meeting, Thursday April 14, 2011, 2:00 p.m. at the Radisson Blu Scandinavia Hotel, Södra Hamngatan 59-65 in Gothenburg, Sweden.

Registration for the Annual General Meeting will commence at 13:00 p.m., when coffee will be served.

## Participation

Shareholders who wish to participate at the shareholders' meeting shall be registered in the shareholders' register, which is maintained by Euroclear Sweden AB ("Euroclear") on Friday April 8, 2011 and shall register with the company in accordance with the instruction below. Only owner-registered holdings are listed under the respective shareholders' own name in the share register. To be entitled to participate at the Annual General Meeting, owners of shares registered in the name of a trustee must have the shares registered in their own name. Shareholders who have trustee-registered shares shall request temporary owner-registration, so-called voting-right registration, with their bank or broker holding the shares. Such a request shall be made in due time before April 8, 2011. Trustees may charge a fee for this registration.

## Registration

Registration for participation at the Annual General Meeting shall be made:

- at Catena's website [www.catenafastigheter.se](http://www.catenafastigheter.se)
- by telephone to +46 (0) 31-760 09 31
- in writing to: Catena AB, Box 262, SE-401 24 Gothenburg, Sweden, or
- by e-mail to: [arsstamma@catena.eu](mailto:arsstamma@catena.eu)

Registration should include name, personal identification number (corporate registration number), telephone number. Shareholders who wish to participate at the Meeting must submit notice no later than April 8, 2011.

A shareholder who is not personally present at the Annual General Meeting may exercise his/her voting rights through a representative, who shall have the shareholders' signed and dated proxy. The proxy must not be older than one year unless the proxy is explicitly set for a longer term, which shall however not exceed five years. Legitimacy papers (registration certificate or corresponding) must be enclosed for proxies issued by a legal entity. These documents should be submitted to Catena not later than April 8, 2011. Proxy forms are available at [www.catenafastigheter.se](http://www.catenafastigheter.se). A shareholder or representative may only have at the most two assistants at the Annual General Meeting. If the shareholder wishes to be accompanied by assistants, notification to this effect must be provided as specified above.

## Information regarding number of shares and votes

The total number of shares and votes in the company amounts to 11,564,500.

## Agenda proposal

1. Opening of the Meeting
2. Election of Chairman of the Meeting

3. Verification and approval of the voting list
4. Election of two minute-checkers to check the minutes together with the Chairman
5. Approval of the agenda
6. Determination whether the Meeting has been duly convened
7. President's account of operations
8. Presentation of Annual Report and Consolidated Accounts and Auditor's Report pertaining to the Parent Company and the Group
9. Adoption of the Income Statement and the Balance Sheet and the Consolidated Income Statement and Consolidated Balance Sheet
10. Decision and disposition of the Company's profit in accordance with the adopted Balance Sheet and establishment of a record date
11. Decision on discharge from liability of the Board of Directors and of the President pertaining to their administration of the Company during the fiscal year 2010
12. Amendment of Articles of Association
13. Determination of the numbers of members of the Board of Directors to be elected by the Meeting
14. Election of the Board of Directors and Chairman of the Board
15. Determination of fees to be paid to the Board of Directors
16. Decision on principles for the appointment of members of the Nomination Committee
17. Determination of the Board of Director's proposal for guidelines for the determination of salaries and other remuneration to the President and other senior executives
18. Decision on authorization for the Board of Directors to decide upon acquisition and transfer of own shares
19. Other matters
20. Close of Annual General Meeting

## **Decision approvals**

**Point 2:** The Nomination Committee proposes Henry Klotz as Chairman of the Meeting.

**Point 10:** The Board of Directors proposes to the Annual General Meeting that an ordinary dividend of SEK 6.00 per share as well as an extra ordinary dividend of SEK 53.00 per share be paid to the shareholders. April 19, 2011 is proposed as record date with payment on April 26, 2011.

**Point 12:** The Board of Directors proposes that the Articles of Association shall be amended as follows:

- The seat of the Board of Directors shall be Solna, Stockholm county
- In section 10 "at the latest 12 o'clock" is deleted

**Point 13:** The Nomination Committee proposes to the Annual General Meeting that the number of members of the Board of Directors shall be seven. The reason for the Nomination Committee's proposal to increase the number of the members of the Board of Directors from seven to five is that the company has divested the main part of its real estates to Fastighets AB Balder and therefore the continued business will only require a limited Board of Directors.

**Point 14:** The Nomination Committee proposes all Board members, that is, Tomas Andersson, Jan Johansson, Henry Klotz, Christer Sandberg, Erik Selin, Lennart Schönning and Svante Wadman are re-elected. The Nomination Committee further proposes re-election of Henry Klotz as Chairman of the Board.

The proposed composition of the of Board of Directors will not fulfil the Swedish Corporate Governance Code's requirement on board member independence. The deviation from the Code is explained with that the company's business after divesting its main part of its real estates will be limited to one real estate development project in Solna. Hence it has been considered that the requirement for board members independence will be of less importance.

**Point 15:** The Nomination Committee proposes that the Board fees shall be unchanged which means:

- a) SEK 210,000 to the Chairman of the Board of Directors and
- b) SEK 105,000 to other Board members elected at a General Meeting who are not employed by the company.

The Nomination Committee further proposes that the fee to auditors shall be in accordance with the proved invoices for work carried out.

**Point 17:** The Board of Directors proposes that the Annual General Meeting decides to establish the following guidelines for remuneration to senior executives. The proposal is entirely new in comparison to the guidelines established by the Company during 2010. The Board of Directors shall have the right to deviate from the guidelines to the extent special reasons call therefore.

Remuneration to the President shall be decided by the Board of Directors. Remuneration to other senior executives shall be decided by the President according to the principles established by the Board of Directors. Member of the Board of Directors who are included in company management will not participate in preparation of such matters. Remuneration to the Chairman and other members of the Board of Directors will be paid according to the decision by the Annual General Meeting.

The President will be paid a fixed monthly salary which includes compensation for overtime as well as a pension payment amounting to a maximum of 20 percent of the monthly salary. The retirement age of the President is 65 years with a mutual notice period for termination of three months.

For other senior executives the termination period amounts to three months for both parties. Retirement age is 65 years. Pension payment amounting to a maximum of 20 percent of the monthly salary.

**Point 18:** The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to, if the Board of Directors deems appropriate, take decisions pertaining to acquisitions and transfers of own shares. The authorization is aimed at providing the Board of Directors with additional freedom of action in its work with the Company's capital structure and if appropriate, to facilitate the acquisition of operations through payment using company shares. Acquisition of own shares may amount to maximum corresponding to one tenth of the number of shares issued in the company. Remuneration for shares shall be market-based. Transfer of own shares may amount to maximum the number of shares, which at the time of such transfer, was acquired according to the above, and may be done with deviation from the shareholders' preferential rights in connection with acquisition of operations, whereby payment can be made in another form than monetary. The Board of Directors shall, on one or more occasions, be able to make such decisions prior to the 2012 Annual General Meeting.

**Documents etc.**

The complete proposal by the Board of Directors in relation to points 10, 12, 16 and 18, the Annual Report and the Audit Report as well as the statement by the Auditor according to Chapter 8 Section 54 of the Companies Act will be made available at Catena no later than March 24, 2011 and will be announced at Catena's website [www.catenafastigheter.se](http://www.catenafastigheter.se). The printed version of the Annual Report will be available with the company from March 31, 2011.

The shareholders are informed of their right to request information at the Annual General Meeting regarding partly conditions that may impair the assessment of a matter on the agenda and conditions that may impair the assessment of Catena's financial position.

Gothenburg, March 2011  
Catena AB (publ)  
The Board of Directors