

Stockholm, August 20, 2013

CATENA ACQUIRES LOGISTICS PROPERTIES FOR SEK 3.8 BN; GUSTAF HERMELIN PROPOSED AS NEW CEO

Catena AB (publ) (“Catena”) has entered into a conditional agreement with Brinova Fastigheter AB (“Brinova”) for the acquisition of Brinova Logistik AB, which owns 43 logistics and warehouse properties comprising a lettable area of 655,000 square meters (“The Real Estate Portfolio”).

Summary of the transaction and preliminary financial effects

- Catena will gain a new business area through the acquisition of logistics and warehouse properties with a property value of SEK 3.8 BN. Rental income totals approximately SEK 346 M, with a remaining average lease term of approximately five years.
- The transaction will strengthen Catena’s opportunities to engage in proprietary development of the development property in Solna and will facilitate an attractive dividend policy.
- The net value of the acquisition, less existing liabilities, amounts to SEK 1,145 M. The acquisition will be financed through a directed share issue to Brinova of 13.6 million shares at a price of SEK 84 each, which is based on the average share price for the Catena share over a period of fifteen (15) trading days up to August 20, 2013. Following completion of the share issue, the number of Catena shares will total 25.2 million.
- The newly issued shares correspond to 54 percent of the number of shares in Catena following the completed share issue. Brinova has obtained exemption by the Swedish Securities Council from the obligation to make an offer for all of the Catena shares.
- As a result of the transaction, shareholders’ equity in Catena will increase from SEK 0.5 BN at June 30, 2013 to SEK 1.6 BN and Catena will gain access to a pretax earnings base of approximately SEK 150 M on an annual basis. Equity per share will rise from SEK 43 at June 30, 2013 to SEK 63.
- It is proposed that Brinova’s CEO, Gustaf Hermelin, will become the new CEO of Catena on completion of the transaction, with the intention that Gustaf Hermelin will exchange his current ownership in Brinova for direct ownership in Catena.
- Catena’s current CEO, Andreas Philipson, will switch to a new position focusing on Catena’s development projects in Solna.
- As a result of the transaction, Catena will gain a new organization with longstanding experience of the logistics sector and of operating and developing property companies.

- Shareholders of Catena corresponding to 72 percent of the share capital and voting rights have stated that they are positive to the transaction and that they will vote for implementation of the share issue.
- The agreement is subject to completion of due diligence, consent from external creditors and a resolution from an Extraordinary General Meeting in Catena approving a share issue to Brinova.

“In terms of size and complexity, Catena’s projects in Solna are such that Catena requires a larger capital and competency base to be able to fully capitalize on the project’s value potential. Through the transaction with Brinova, Catena will gain these resources, while an interesting segment of the real estate market will be added to the Company.”

Henry Klotz, Chairman of the Board, Catena.

“From Brinova’s standpoint, the transaction with Catena is a step in the streamlining process towards the ownership of shareholdings in publicly traded Swedish property companies. We will be a long-term owner of Catena, a company I view as having considerable potential.”

Erik Paulsson, principal owner of Brinova.

“Brinova has a strong property business, with a focus on competitive logistics properties in strategic locations. This position has been achieved thanks to an organization characterized by expertise and the ability to satisfy meticulous customer requirements. I intend to continue the development of the new Catena, growing through acquisitions and property development.”

Gustaf Hermelin, CEO of Brinova, proposed as the new CEO of Catena.

Background and rationale

Catena evolved from Volvo and Bilia and has undergone structural change on a number of occasions when deemed motivated by the best interests of creating shareholder value. The last occasion was during 2010-2011 when the bulk of the property portfolio was sold and an extraordinary dividend of SEK 53 per share paid. Subsequently, Catena's sole asset has comprised a major development property located in Solna.

The detailed development plan for Catena's development property in Solna is expected to become effective in the latter part of 2013, whereby Catena will hold development rights equivalent to about 70,000 square meters of commercial space and about 800 apartments. Full implementation of the project is estimated to cost slightly more than SEK 4 BN with an implementation period of about 10 years.

Catena is now faced with a decision regarding how to implement a granted detailed development plan. There are two main alternatives: to carry out proprietary development of the development property or to sell the project as a whole or in parts. Given the market conditions, Catena's assessment is that proprietary development will provide a better financial result.

In parallel, Catena's current capital base is insufficient for implementation of the project funded solely by its own balance sheet. Accordingly, Catena needs to strengthen its capital base with the aim of maximizing the financial gain from the detailed development plan. One method of accomplishing this is for Catena to make an issue-in-kind acquisition of a complementary and cash-flow generating real estate portfolio.

The transaction injects about SEK 1.1 BN in shareholder's equity to Catena and an annual pretax earnings base of approximately SEK 150 M, thereby improving Catena's earnings capacity and financial base. Equity per share will rise from SEK 43 at June 30, 2013 to SEK 63. A Catena with an increased earnings capacity facilitates an attractive dividend policy.

Catena will also obtain an experienced organization with favorable customer relations in the logistics sector and experience of development projects together with a wide contact network in the capital and real estate markets. It is proposed that Brinova's CEO, Gustaf Hermelin, will become the new CEO of Catena and step down from his current role at Brinova. Gustaf Hermelin has extensive experience of running listed property companies from his time as CEO of Klöver AB during 2002-2011 and from serving on the boards of several listed property companies.

The proposed transaction will strengthen Catena and create the necessary preconditions for Catena to shoulder a larger proprietary role in the continued development of Solna. Viewed together, this will all create shareholder value.

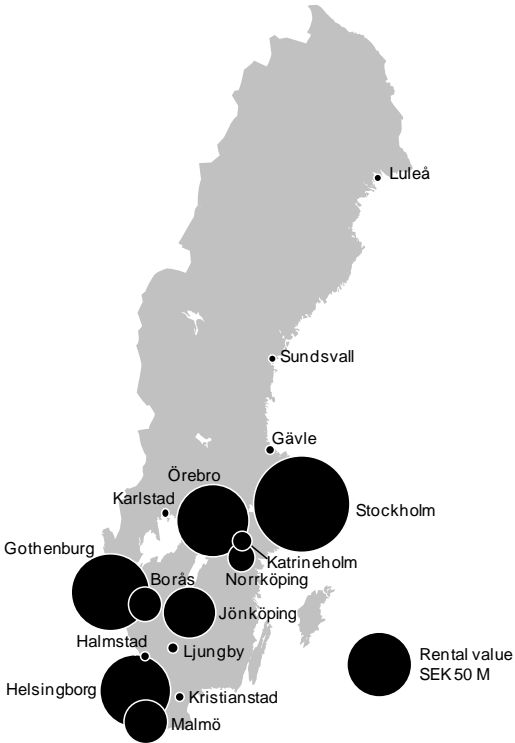
Presentation of the Real Estate Portfolio

The Real Estate Portfolio being acquired comprises 43 logistics and warehouse properties with a lettable area of 655,000 square meters. The rental value amounts to about SEK 393 M, corresponding to approximately SEK 600 per square meter.

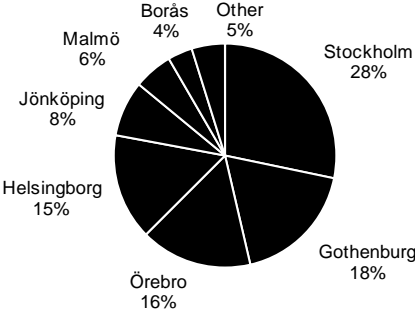
The Real Estate Portfolio is concentrated to attractive logistics locations. Properties in the Stockholm area, Gothenburg, Örebro, Helsingborg and Jönköping account for 86% of the rental value.

Rental income totals approximately SEK 346 M, with a remaining average lease term of approximately five years. Major tenants include DHL, the Axel Johnson Group and Green Cargo.

Map of portfolio



Allocation of rental value



Overview of the Real Estate Portfolio

No. of properties	43
Property value, SEK BN.	3.8
Lettable area, sqm.	655,000
Rental value, SEK M	393
Rental value, SEK/sqm.	600
Rental income, SEK M	346
Financial occupancy rate, %	88

Financial effects of the transaction

The following preliminary pro forma balance sheet as of June 30, 2013 includes figures for Catena should the transaction be completed. The transaction will be consolidated in the accounts as a reverse acquisition.

Balance sheet summary			Pro forma
SEK M	Dec 31, 2012	June 30, 2013	after transaction
Properties	850	885	4,713
Other assets	74	64	169
Total assets	924	949	4,882
Shareholders' equity	481	501	1,599
Deferred tax liabilities	107	114	231
Interest-bearing liabilities	306	306	2,963
Non-interest-bearing liabilities	30	28	88
Total equity and liabilities	924	949	4,882

Key data	Dec 31, 2012	June 30, 2013	Pro forma
			after transaction
Number of shares, millions	11.6	11.6	25.2
Equity per share, SEK	41.6	43.3	63.2
Equity/assets ratio, %	52.0	52.9	32.8

As a result of the transaction, Catena will gain access to a pretax earnings base of approximately SEK 150 M on an annual basis, notwithstanding changes in value. In the period January to June 2013, Catena reported pretax profit of SEK 39.6 M, of which unrealized changes in value accounted for SEK 34.3 M.

The pro forma financial statements and information pertaining to earnings have not been examined or reviewed in any way by either of the companies' auditors.

Ownership structure following the transaction

The following table shows the five major shareholders in Catena as of July 31, 2013 after adjustments for the proposed share issue.

Catena's shareholders after the share issue	Number of shares millions	Capital/votes %
Brinova Fastigheter AB	13.6	54.1
Endicott Sweden AB (CLS Holdings plc)	3.5	13.8
Fabege AB	3.5	13.8
Catella Fonder	1.4	5.6
Livförsäkrings AB Skandia (Publ)	0.3	1.1
Other shareholders	3.0	11.7
Total	25.2	100.0

After completion of the transaction, Brinova will account for 54% of the share capital and voting rights in Catena. Brinova has applied for, and obtained, exemption from the Swedish Securities Council from the obligation to make an offer for all of the Catena shares. A condition for the exemption is that the transaction is approved by shareholders representing two thirds of the shares represented and the votes cast at the Extraordinary General Meeting, at which shares represented by Brinova are not to be taken into account. The exemption will lapse if Brinova subsequently increases its share of the voting rights through additional acquisitions. (Refer to AMN 2013:33).

The intention is that in conjunction with Gustaf Hermelin becoming the new CEO of Catena, he will exchange his current ownership in the Brinova Group for direct ownership in Catena.

Key elements of the transaction

Acquisition and payment

On August 20, 2013, Catena signed an agreement with Brinova for the acquisition of all shares in Brinova Logistik AB. The purchase consideration payable for the shares amounts to SEK 1,145 M, corresponding to adjusted shareholders' equity, which will be paid in the form of a promissory note followed by an offset issue comprising 13,630,952 shares. The valuation of the shares in Brinova Logistik AB has been based on external property valuations.

Terms and conditions for the transaction

The transaction is subject to the completion of due diligence, the consent of external creditors and a resolution from an Extraordinary General Meeting in Catena approving an issue of shares offsetting debt whereby Brinova receives shares in Catena in exchange for the promissory note payment.

Shareholder support

CLS Holdings plc, Fabege AB (publ) and Catella Fonder, which jointly hold 72% of the capital and voting rights in Catena, have expressed their support for the transaction and will vote in favor of the offset share issue at the Extraordinary General Meeting.

Preliminary schedule

Indicative dates for the completion of the transaction:

September 2, 2013	Notice of the Extraordinary General Meeting in Catena
September 23, 2013	Extraordinary General Meeting in Catena
September 30, 2013	Transfer of ownership of the shares in Brinova Logistik AB

Further information regarding the transaction will be provided ahead of the Extraordinary General Meeting. In addition, an admission-to-trading prospectus will be published in October.

Advisors

Catella Corporate Finance is acting as financial advisor and Nord & Co Advokatbyrå as the legal advisor to Catena in conjunction with the transaction.

For further information, please contact:

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The information contained in this press release is such that Catena AB (publ) is legally obliged to publish under the Securities Market Act. The information was released for publication on August 20, 2013 at 7:30 pm (CET).

Translation Accuracy Disclaimer: *If any questions arise related to the accuracy of the information contained in this press release, please refer to the Swedish version of the document which is the official version of the document.*

Catena is to own, effectively manage and proactively develop properties in prime locations that offer the potential to generate a steadily growing cash flow and favorable value growth. Catena's overriding goal, based on its focused orientation, is to generate a favorable long-term total return for the shareholders.

For more information about Catena, visit www.catenafastigheter.se