



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

The annual general meeting of Catella AB (publ) (“the Company”) will be held on Monday, May 30, 2016 at 2.00 p.m. at Nio Rum, Hamngatan 2, in Stockholm, Sweden.

Right to participate in the meeting

Shareholders who wish to participate in the meeting should:

- be listed in the share register maintained by Euroclear Sweden AB on the record date of Tuesday, May 24, 2016; and
- have notified Catella AB (publ) of their participation by writing to FAO: Investor Relations, Catella AB, Box 5894, 102 40 Stockholm, Sweden, or by email to bolagsstamma@catella.se not later than 2.00 p.m. on Tuesday, May 24, 2016. Notifications must include the name of the shareholder, personal or corporate identity number, address, telephone number, shareholdings and, where applicable, information on assistants or agents (maximum two).

Agents

If participating through power of attorney, this should be appended to the notification to participate in the meeting. Representatives of legal persons should also bring a certified copy of a registration certificate or similar document granting authority. Copies of these documents should also be submitted to the Company along with the notice of participation. Power of attorney forms are available on the Company’s website at www.catella.se. Power of attorney forms can be requested from the postal address and email address above. The validity of the power of attorney may not be more than five years from issue.

Registration

For entitlement to vote at the AGM, a shareholder with nominee-registered shares with a securities institution or equivalent foreign institution must temporarily re-register their shares in their own name. Shareholders that intend to re-register in this way should instruct their nominee thereof in good time prior to Tuesday, May 24, 2016, when such registration shall have been effected.

Proposed agenda

1. Opening of the meeting
2. Election of a 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. Consideration of whether the meeting has been 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
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 2017 AGM
17. Resolution on guidelines for remuneration to senior executives
18. Any other business
19. Closing of the meeting

Item 2. Election of a chairman of the meeting

The nomination committee proposes 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 0.60 per share to the shareholders. The board of directors proposes Wednesday, June 1, 2016 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, June 7, 2016.

Items 12-16. Number of directors and deputy directors, directors' and auditor's fees, election of board of directors, board chairman and auditor, and resolution on nomination committee

Proposed resolutions for items 12-16 have been prepared by the nomination committee comprising Patrik Tigerschiöld, chairman of the nomination committee, Johan Claesson and Thomas Andersson Borstam.

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 five and that no deputy directors be elected, and that one auditor be elected.

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

The nomination committee proposes that remuneration to directors shall amount to SEK 550,000 (previous year SEK 500,000) for the chairman, and SEK 330,000 (SEK 300,000) for each director. If the AGM adopts the nomination committee's proposed board composition, the total remuneration will amount to SEK 1,870,000 (SEK 1,700,000). A director shall be entitled to invoice their fee from a company owned by that director provided this remains cost-neutral to the



Company and that there is a written agreement drawn up. The nomination committee proposes that 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 all current directors: Johan Claesson, Johan Damne, Joachim Gahm, Anna Ramel and Jan Roxendal. Johan Claesson is proposed for re-election as chairman of the board.

Item 15. Election of the auditor

The nomination committee proposes that PricewaterhouseCoopers AB be re-elected as auditor for the period from the end of the 2016 AGM until the end of the 2017 AGM. PricewaterhouseCoopers AB intends to appoint Patrik Adolfson as auditor in charge.

Item 16. Resolution on the nomination committee for the 2017 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 September 30, 2016, which shall each appoint a representative who, alongside the chairman of the board, shall comprise the nomination committee for the period until the next AGM has been held or, where applicable, until a new nomination committee has been appointed. 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 of the members 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 collaborates on the Company's administration. The chief executive officer or another person from the Company's management shall not be a member of the nomination committee. Directors may be included in 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 may be non-independent in relation to the Company's larger shareholders. The nomination committee appoints its chairman within this group. The chairman of the board or another director shall not be the chairman of the nomination committee.

The composition of the nomination committee shall be announced as soon as it has been appointed, and no later than six months prior to 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 task 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,

Stockholm, 26 April 2016



composition of the board, chairman of the board, principles for the structure of the nomination committee ahead of the 2017 AGM and election of the auditor.

Item 17. Resolution on guidelines for remuneration to senior executives

The board of directors proposes the following guidelines for remuneration to senior executives. Remuneration to the CEO and other members of the group management shall comprise fixed salary, variable pay and other benefits, and pension. The total remuneration shall be at market terms and competitive, and be related to responsibilities and authority. The variable pay shall be based on results in relation to individually defined qualitative and quantitative targets, and may not exceed the fixed salary. On termination of employment by the Company, the total of severance salary and payments shall not exceed 12 months' salary. Pension benefits shall be defined-contribution. The board of directors may depart from these guidelines only if there are special reasons in a particular case.

Available documentation

Documentation for the AGM will be available at the Company's offices and on the Company's website at www.catella.se no later than Monday, May 9, 2016, and can be ordered in print form free of charge by shareholders by phoning +46 8 463 34 26, or by email at 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 economic situation and the Company's relationship with other group companies.

Number of shares and votes

At the time of issuing the notice the Company has a total of 81,728,572 shares, of which 2,530,555 are class A shares (each conferring the right to five votes) and 79,198,017 class B shares (each conferring the right to one vote), corresponding to a total of 91,850,792 votes.

Stockholm, April 2016

THE BOARD OF DIRECTORS

For more information, please contact:

Johan Claesson
Chairman of the Board
+46 70 547 16 36

Press contact:

Ann Charlotte Svensson
Head of Group Communications
+46 8 463 32 55, +46 72 510 11 61
anncharlotte.svensson@catella.se

Catella is a financial advisor and asset manager with in-depth knowledge of property, fixed income and equities. Catella is a leader in the property sector, with a strong local presence in Europe, and employs some 500 professionals in 12 countries. Catella is listed on First North Premier on Nasdaq Stockholm. Read more at catella.com.