



## **NOTICE TO ATTEND THE EXTRAORDINARY GENERAL MEETING OF CATENA**

Shareholders of Catena AB (publ) ("Catena") are hereby convened to an Extraordinary General Meeting Monday September 23, 2013 at 4:00 p.m. at the Wenstrom Room, IVA Conference Center, Grev Turegatan 16, Stockholm. Registration for the Meeting will commence at 3:00 p.m.

### **Participation**

Shareholders who wish to participate in the Extraordinary General Meeting must be registered in the shareholders' register, maintained by Euroclear Sweden AB ("Euroclear") on Tuesday September 17, 2013, and must register with Catena according to the instructions below.

Only owner-registered shareholdings are listed under the respective shareholders' name in the share register.

To be entitled to participate at the Extraordinary 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 and wish to participate at the Meeting must request temporary owner-registration with the bank or broker holding the shares. Such a request must be made in ample time before September 17, 2013. Trustees may charge a fee for this registration.

### **Registration**

Registration for participation at the Extraordinary General Meeting may be made:

- via a link at Catena's website [www.catenafastigheter.se](http://www.catenafastigheter.se)
- by telephone to +46 (0)771-24 64 00
- or in writing to Catena AB, c/o Computershare AB, Box 610, SE-182 16, Danderyd, Stockholm

Registration should include name, personal identification number (corporate registration number) and telephone number. Shareholders who wish to participate at the Meeting must submit notice not later than Tuesday September 17, 2013.

A shareholder who does not personally attend the Meeting may exercise his/her voting rights through a proxy, who must have a signed and dated power of attorney from the shareholder. The power of attorney must not be older than one year unless it was explicitly set for a longer term, in which case, however, it must not exceed five years. Official authorization documents

(registration certificate or similar) must be enclosed together with the power of attorney issued by a legal entity. These documents must be submitted to Catena in ample time prior to the Meeting.

Power-of-attorney forms are available at [www.catenafastigheter.se](http://www.catenafastigheter.se). A shareholder or representative may have only a maximum of two advisors at the Meeting. If a shareholder wishes to be accompanied by advisors, notification to this effect must be provided Catena as specified above.

### **Information regarding the number of shares and votes**

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

### **Agenda proposal**

1. Verification and approval of voting list.
2. Election of Chairman of the Meeting.
3. Approval of the Board's agenda proposal.
4. Election of one or two minute-checkers.
5. Determination of whether the Meeting has been duly convened.
6. The Board's proposal for resolution concerning a new share issue.
7. Election of Chairman of the Board, Board members and any deputy Board members.
8. Close of the Meeting.

### ***The Board's proposal for resolution concerning Item 6, new share issue***

Catena has signed a conditional agreement with Brinova Fastigheter AB to acquire all shares in Brinova Fastigheter AB's wholly owned subsidiary Brinova Logistik AB.

The net value of the acquisition, less existing liabilities, amounts to SEK 1,144,999,968. The net value is based on the underlying property valuations of the Brinova Logistik AB group's property holdings, as conducted by Newsec Advice AB. Catena will pay cash for the acquisition by issuing a letter of credit for SEK 1,144,999,968 to Brinova Fastigheter AB. The transaction is conditional upon a resolution by a General Meeting of Catena Shareholders concerning the new issue of shares at a subscription price of SEK 84.00 per share and carrying the entitlement for Brinova Fastigheter AB to subscribe for shares with payment through the offsetting of claims according to the letter of credit.

For this reason, the Board proposes that the Meeting resolve upon a new issue of 13,630,952 shares, each with a quotient value of SEK 4.40 each, whereby Catena's share capital will increase from the current SEK 50,883,800 by SEK 59,976,188.80 to SEK 110,859,988.80.

It is proposed that the new shares be issued on the following terms:

1. The right to subscribe for the new shares shall, without preemptive rights for the current shareholders, be directed to Brinova Fastigheter AB (556594-9566). The directed issue is motivated by the fact that payment for the new shares is to be made by way of the offsetting of the claims that Brinova Fastigheter AB holds against the Company in accordance with a SEK 1,144,999,968 transfer of its subsidiary Brinova Logistik AB.
2. Oversubscription will not be permissible.
3. The new shares will be issued at a premium of SEK 79.60 per share above the quotient value, at a total of SEK 84.00 per share.
4. As payment for the new shares, claims will be set off. The offsetting will be regarded as completed when subscription for shares has been made.
5. Premium above the quotient value will be added to the share premium reserve.
6. The subscription price is regarded to correspond to market value based on circumstances prior to the announcement of the Brinova Logistik AB acquisition. The subscription price is based on the average price quoted for the Catena share fifteen (15) trading days up to August 20, 2013, when the conditions for the Brinova Logistik AB transaction were announced.
7. The new shares will carry the right to receive dividends as from and including any dividend that may be declared after the day of the registration of the share issue.
8. The Board of Directors, or its nominee, shall be authorized to make such minor adjustments to the resolutions of the Meeting that may be required for the registration at the Swedish Companies Registration Office.

As of Monday, the following documents will be available for Catena shareholders and will be sent by mail to those shareholders who request them and provide their postal addresses. The documents are also available on Catena's website, [www.catenafastigheter.se](http://www.catenafastigheter.se).

- the Board's proposal concerning the issue resolution
- copy of the 2012 annual report, with comments concerning the Meeting's resolution about the company's profit or loss,
- copy of the auditors' report for 2012,
- report, signed by the Board, for events of material significance to the company's financial position that occurred after the 2012 annual report was submitted,
- statement concerning the Board's report, signed by the company's auditors, and
- report on events that may be of material significance in the assessment of right of offset and the auditor's statement about this.

Shareholders representing 72% of all shares and votes in Catena have confirmed that they support Catena's acquisition of Brinova Logistik AB and that the Catena proposal for the new share issue will be passed.

***Proposal for resolution concerning Item 7, election of Chairman of the Board, Members of the Board and any Deputy Members of the Board***

Prior to the Extraordinary General Meeting, Catena's Nomination Committee will submit proposals for a new Board of Directors based on the changes in Catena due to the acquisition of Brinova Logistik AB and the proposed new share issue.

Stockholm, August 30, 2013

Board of Directors