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Stockholm March 20, 2012

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

Welcome to Catena's Annual General Meeting, Thursday April 26, 2012, 3:00 p.m. at "7A Odenplan", in the Freja room. The conference hall is located at Norrtullsgatan 6, 5<sup>th</sup> floor in Stockholm, Sweden. Registration for the Annual General Meeting will commence at 2:00 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 20, 2012 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 20, 2012. 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) 771-24 64 00
- in writing to: Catena AB, c/o Computershare AB, Box 610, 182 16 Danderyd, Sweden

Registration should include name, personal identification number (corporate registration number) and telephone number. Shareholders who wish to participate at the Meeting must submit notice no later than April 20, 2012.

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 in due time before the Annual General Meeting.

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 in due time as specified above.

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

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

## **Agenda proposal**

1. Opening of the Meeting and election of Chairman of the Meeting
2. Verification and approval of the voting list
3. Approval of the agenda
4. Election of one or two certifiers of the minutes
5. Determination whether the Meeting have been duly convened
6. President's account of operations
7. Presentation of Annual Report, Consolidated Accounts and Auditor's Report pertaining to the Parent Company and the Group
8. Decision on
  - a) the adoption of the Income Statement and Balance Sheet and the Consolidated Income Statement and Consolidated Balance Sheet
  - b) the disposition of the Company's profit in accordance with the adopted Balance Sheet
  - c) the discharge from liability of the Board of Directors and of the President pertaining to their administration of the Company during the fiscal year 2011
- 9) Determination of fees to be paid to the Board of Directors and Auditors
- 10) Determination on guidelines for the determination of salaries and other remuneration to the President and other senior executives
- 11) Election of the Board of Directors and Chairman of the Board as well as Auditor and Auditor alternate or registered Auditing company
- 12) Repurchase of shares
- 13) Other matters
- 14) Close of Annual General Meeting

## **The Board of Directors' proposals for decision**

### **Point 1**

The Nomination Committee proposes Henry Klotz as Chairman of the Meeting.

### **Point 8b**

The Board of Directors proposes to the Annual General Meeting that an ordinary dividend of SEK 2.00 per share be paid to the shareholders. May 2, 2012 is proposed as record date with payment on May 7, 2012.

#### **Point 9**

The Nomination Committee proposes a reduction of Board fees, which means

- SEK 200,000 kronor (SEK 210,000) to the Chairman of the Board of Directors and
- SEK 100,000 (SEK 105,000) to each of the 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 approved invoices for work carried out.

#### **Point 10**

The Board proposes that the Meeting adopt the following guidelines for remuneration to senior executives. The proposal substantially complies with the guidelines applied by the Company in 2011. The Board shall have the right to deviate from the guidelines in individual cases where there are special considerations.

Remuneration to the CEO is determined by the Board. Remuneration to other senior executives is determined by the CEO in accordance with principles established by the Board. Board members who are also members of management, such as the CEO, will not be involved in such matters. The Chairman and Board members are paid in accordance with the decision of the Annual General Meeting.

#### **Point 11**

The Nomination Committee proposes the re-election of Board members Jan Johansson, Henry Klotz, Christer Sandberg, Erik Selin and Lennart Schöning. In addition, the Nomination Committee proposes the re-election of Board Chairman Henry Klotz.

The proposed Board will result in a deviation from the Swedish Code of Corporate Governance requirements for members' independence. The reason for the discrepancy is due to the fact that the company's operations after the divestment of most of its property portfolio in January 2011 is limited to a property development project in Solna, Stockholm and the requirement of independence in the continuing work of the board is consequently of less importance.

Since the evaluation of various alternatives is not yet complete, proposals for the auditors and auditor alternates will be presented no later than by the time of the Annual General Meeting.

#### **Point 12**

The Board proposes that the Annual General Meeting authorizes the Board, if the Board finds it appropriate, to decide upon acquisition and transfer of own shares. The purpose of the authorization is to give the Board more flexibility in its work with the company's capital structure, and if appropriate facilitate acquisitions by paying with company shares.

The purchase of own shares shall not exceed the equivalent of 1/10 the number of issued shares in the company. Payment for shares shall be at market price. The transfer of own shares shall not

exceed the number that at the time of transfer were acquired as described above and can be realized by deviation from preferential rights in conjunction with acquisitions of operations, whereby payment may be made in other than cash. The Board shall, on one or more occasions, be able to make such decisions to be executed prior to the Annual General Meeting in 2013.

## **Documents**

The complete proposal by the Board of Directors in relation to points 10, 12, 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 April 4, 2012 and will be available 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 April 12, 2012. All documents will be sent free of charge to shareholders upon request.

## **Shareholders right to request information**

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

N.B. This is a translation from Swedish. The Swedish version shall always take precedence.

Stockholm, March 2012  
Catena AB (publ)  
The Board of Directors