

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

Welcome to Catena's Extraordinary General Meeting, Friday January 28, 2011, 2:00 p.m. at the Radisson BLU Scandinavia Hotel, Södra Hamngatan 59-65 in Gothenburg, Sweden.

Registration for the Extraordinary General Meeting will commence at 1:30 p.m.

## Participation

Shareholders who wish to participate in the Meeting must be recorded in the share register maintained by Euroclear Sweden AB ("Euroclear") latest Friday, January 21, 2011, and notify Catena AB according to the instructions below. Only owner-registered holdings are listed in the names of the shareholders in the share register. To be entitled to participate in the Extraordinary General Meeting, owners of shares registered in the name of a trustee must have the shares registered in their own names. Shareholders who have trustee-registered shares should request the bank or broker holding the shares to request temporary owner-registration, so-called voting-right registration, several banking days prior to January 21, 2011. Trustees normally charge a fee for this.

## Registration

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

- via a form on Catena's website [www.catenafastigheter.se](http://www.catenafastigheter.se)
- by telephone to +46 (0) 31-760 09 34
- in writing to: Catena AB, Box 262, SE-401 24 Gothenburg, Sweden
- by e-mail to: [info@catena.eu](mailto:info@catena.eu)

Registration should include name, personal registration number (corporate registration number), address and telephone number. Shareholders who wish to participate in the Meeting must submit notice prior to expiration of the notice period, not later than January 21, 2011.

A shareholder who is not personally present at the Extraordinary General Meeting may exercise his/her voting rights through a representative, who shall have the shareholder's signed and dated proxy. The proxy must not be more than one year old unless the proxy stipulates a longer period of validity, however no more than 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 January 26, 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 Extraordinary 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 at the time of this notice 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 minutes-checkers to check the minutes with the Chairman
5. Approval of the agenda
6. Determination whether the Meeting has been duly convened

7. Resolution regarding the proposal of the Board of the transfer of Catena Invest 1 AB and the limited partnership shares in Catena Urnes 1 KB and Almedals Fastighetsförvaltning KB to Balder 14 AB
8. Close of Extraordinary General Meeting

## **Decision proposals**

### **Item 7:**

The Board proposes that the extra general meeting shall resolve to approve the completion of the transfer of Catena Invest 1 AB (including subsidiaries, second tier subsidiaries and third tier subsidiaries) and the limited partnership shares in Catena Urnes 1 KB and Almedals Fastighetsförvaltning KB (the "Companies"), together with all 25 real properties owned by the Companies, to Balder Fjorton AB. A list of the Companies and the real properties included in the transfer is set out in [Appendix 1](#).

In view of the Companies being transferred to a subsidiary of Fastighets AB Balder, the principal owner of which is Erik Selin, who is also on the Board of Catena, this transfer is to a related party in accordance with the Swedish Companies Act, Chapter 16 Section 5, and therefore must be approved by the general meeting.

Catella Corporate Finance has been engaged in the sales process whereby bids have been invited from actors on the real property market. After evaluation of submitted bids, Balder's bid was found to be the most advantageous for Catena and its shareholders.

The purchase price for the Companies is based on a value of the real property portfolio of approximately SEK 1.6 billion, from which shall be deducted the real properties' book values and certain part of the deferred tax and finally with the Companies' equity added. The final purchase price is depending on the annual accounts as per 31 December 2010.

An agreement regarding the transfer will be signed after an extra general meeting of Balder on 27 January 2011 has approved Balder's acquisition of the Companies, and when the extra general meeting of Catena in accordance with this notice has approved the transfer, whereafter closing of the transfer will take place end of January/beginning of February 2011, but not later than February 15, 2011. The transfer is not conditional in any other way.

The Board has, in order to supply the shareholders with additional information for their decision, engaged Forum Fastighetsekonomi AB, as an impartial and independent expert, to submit a fairness opinion in relation to Balder's bid, inter alia in relation to the other bids submitted and the value of the real property portfolio.

The resolution to be passed in accordance with Chapter 16 of the Swedish Companies Act is only valid if supported by shareholders holding not less than nine-tenths of both the shares voted and of the shares represented at the general meeting.

## **Other**

The Board's complete proposal for resolution in accordance with item 7 as well as Forum Fastighetsekonomi AB's fairness opinion will no later than on 14 January 2011 be available at Catena and be published at Catena's web site [www.catenafastigheter.se](http://www.catenafastigheter.se).

The shareholders are informed of their right to request information at the general meeting regarding circumstances that may affect the evaluation of a matter on the agenda as well as regarding circumstances that may affect the evaluation of Catena's financial situation.

Gothenburg, January 2011  
Catena AB (publ)  
Board of Directors



