

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

Welcome to Catena's Annual General Meeting, Wednesday April 29, 2009, 4:30 p.m. at the Radisson SAS Scandinavia Hotel, Södra Hamngatan 59-65 in Gothenburg, Sweden.

Registration for the Annual General Meeting will commence at 3:30 p.m., when coffee will be served.

## **Participation**

Catena's shareholders' register is maintained by Euroclear Sweden AB (former VPC AB). Only owner-registered holdings are listed in the names of the shareholders in the share register. To be entitled to participate in the Annual 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 April 23, 2009. Trustees normally charge a fee for this.

## **Registration**

Registration for participation in the Annual 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 39
- in writing to: Catena AB, Box 262, SE-401 24 Gothenburg, Sweden
- by e-mail to: [arsstamma@catena.eu](mailto:arsstamma@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 April 23, 2009, 4:00 p.m.

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 shareholder's signed proxy. The proxy must not be more than one year old. 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 April 23, 2009. 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 as specified above.

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

The total number of shares and votes in the company 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. President's account of operations
8. Presentation of Annual Report and Consolidated Accounts and Auditor's Report pertaining to the Parent Company and the Group
9. Adoption of the Income Statement and Balance Sheet and the Consolidated Income Statement and Consolidated Balance Sheet
10. The disposition to be made of the Company's profits in accordance with the adopted Balance Sheet and establishment of the record date
11. The discharge of the members of the Board and of the President from liability pertaining to administration of the Company in fiscal year 2008
12. Determination of the number of members of the Board of Directors to be elected by the Meeting
13. Election of the Board of Directors and Chairman of the Board
14. Decision on new instructions for Nomination Committee
15. Decision on change in Articles of Association
16. Determination of fees to be paid to the Board of Directors
17. The Board of Directors proposal for guidelines for the determination of salaries and other remuneration to the President and other senior executives
18. Authorization for the Board of Directors to propose acquisition and transfer of own shares
19. Other matters
20. Close of Annual General Meeting

## **Decision proposals**

**Point 2:** The Nomination Committee proposes Henry Klotz as Chairman of the Meeting.

**Point 10:** The Board of Directors proposes to the Annual General Meeting that an ordinary dividend of SEK 5.25 per share be paid for the 2008 fiscal year. May 5, 2009, is proposed as the record date, with payment on May 8, 2009.

**Point 12:** The Nomination Committee proposes to the Annual General Meeting that the number of Board members elected by the Meeting shall be six.

**Point 13:** Ingrid Berggren and Per Sjöberg have decline reelection. Taking into consideration that the Board evaluation unanimously presents the view that the number of Board members is excessive, the Nomination Committee proposes that no new members be selected to replace those who have now stated that they wish to resign from the Board. In addition, the Nomination Committee proposes that all the remaining Board members, that is, Henry Klotz, Peter Hallgren, Christer Sandberg, Erik Selin, Lennart Schönning and Svante Wadman, be reelected.

**Point 14:** The Nomination Committee proposes the following instructions for the Nomination Committee:

The Nomination Committee shall be formed through the four largest shareholders, who wish to participate, at least six months prior to the Annual General Meeting each appointing a representative, with the company's Chairman included and as convening authority. If the Board Chairman represents an owner, this owner shall not concurrently appoint another member. In the event that one or more shareholders waive such right, the next shareholders based on size shall be offered the corresponding possibility.

The names of the four representatives shall be disclosed publicly as soon as appointed. The majority of the Nomination Committee's members shall not be Board members and the President or any other person in company management shall not be a member of the Nomination Committee. The Chairman of the Nomination Committee shall, if the members do not agree otherwise, be the member who represents the largest shareholder based on voting rights. However, the Board Chairman or other Board member shall not be the Chairman of the Nomination Committee. The mandate of the Nomination Committee is until the next Nomination Committee is appointed.

Members shall resign from the Nomination Committee if the shareholder they represent is no longer one of the four largest shareholders. In the event that more than one member leaves the Nomination Committee for the aforementioned reason, the four largest shareholders at that time shall appoint four representatives to the Nomination Committee. However, unless there is a specific reason, no changes shall be made in the composition of the Nomination Committee, if only marginal changes in the number of votes occurred or the change occurs later than two months prior to the Annual General Meeting. Shareholders who appoint a representative to the Nomination Committee are entitled to dismiss such a member and appoint a new representative as member of the Nomination Committee. Changes in the composition of the Nomination Committee shall be disclosed publicly as soon as they occur. The Nomination Committee shall prepare a proposal for Chairman of the Meeting, Board of Directors, Board Chairman, Board fees, principles for appointing the Nomination Committee and in appropriate cases auditors and fees to be paid the auditors to be presented to the Annual General Meeting (and in appropriate cases Extraordinary General Meeting) for decision.

At the request of the Nomination Committee, the company shall provide personnel resources such as secretary function in the Nomination Committee to facilitate its work. As needed, the Company shall also assume reasonable costs for external consultants that the Nomination Committees deems necessary for it being able to fulfill its assignment.

**Point 15:** To facilitate implementation as soon as practically possible of the more cost-efficient rules for notices to convene General Meetings, which is expected to become effective prior to the notice for the 2010 Annual General Meeting, the Board proposes that the manner for convening in accordance with Article 10 of the Articles of Association contain the following, revised wording:

“Notices to convene General Meetings of shareholders shall be provided through an announcement in Post- och Inrikes Tidningar and on the company's website. At the time for the notice, information that the notice to convene was made shall be announced in Svenska Dagbladet.”

Moreover, the Board propose that the Meeting's decision regarding changing the Articles of Association in accordance with above shall be conditional on a change in the manner for convening General Meetings of shareholders in the Swedish Companies Act (SFS 2005:551) becoming effective and that the aforementioned wording of the Articles of Association is in agreement with the new wording in the Companies Act.

It is proposed that the Board, or someone the Board appoints, be entitled to make the small changes in the above decision that could be a consequence of registration of this revision at the Swedish Companies Registration Office.

**Point 16:** The Nomination Committee proposes that Board fees shall be unchanged, which means

a) SEK 210,000 to the Board Chairman and

b) SEK 105,000 to other 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 approved invoices for work carried out.

**Point 17:** The Board proposes that the Meeting decide to establish the following guidelines for senior executives. The proposal primarily agrees with guidelines applied by the Company during 2008. The Board shall be entitled to deviate from the guidelines if there are special reasons in individual cases.

Remuneration to the President is decided by the Board. Remuneration to other senior executives is decided by the President in accordance with principles established by the Board. Board members who are also included in company management, for example, the President, will not participate in work pertaining to such matters. Remuneration will be paid to the Chairman of the Board and members according to the decision of the Annual General Meeting.

Remuneration to the President

The President will be paid, in addition to fixed monthly salary, a bonus, which will amount to a maximum of SEK 350,000 per year. Notice period for termination of employment by Catena is 12 months and by the President six months. If termination is initiated by the Company, which is not based on serious breach of contract on the part of the President, the President is entitled to severance pay, in addition to his ordinary monthly salary, corresponding to 12 months salary with deduction for remunerations received for other services during the period. Severance pay will also be paid if the prerequisites for the position have changed by one owner or a group of owners acquiring more than 50 percent of the total voting rights for all shares in the Company. The retirement age for the President is 60 years. Between 60 and 65 years, pension will be paid in the amount of 70 percent of the pensionable final salary on a yearly basis and the average of the President's bonus during the final three years of employment. After the age of 65, the President will receive pension corresponding to the ITP plan. In addition, the President is entitled to pension insurance in a base amount that Catena previously signed with the President as beneficiary. The President is entitled to a company car, free telephone and free daily newspapers.

Remuneration to other senior executives

For other senior executives, notice of termination initiated by Catena is 12 months and by the employee between three and six months. Retirement age for other senior executives is 65 years. There is a pension agreement corresponding to the ITP plan. The Chief Financial Officer can receive bonus, which may amount to a maximum of SEK 80,000 annually, which is based on personal targets. All other senior executives are entitled to company cars.

**Point 18:** The Board of Directors proposes that the Meeting authorize the Board, if the Board deems appropriate, to make decisions pertaining to acquisition and transfer of own shares. The authorization is aimed at providing the Board with additional freedom of action in its work with the Company's capital structure and if appropriate, to facilitate the acquisition of operations through payment using company shares. Acquisition of own shares may amount to a maximum corresponding to one tenth of the number of shares issued in the company.

Remuneration for shares shall be market-based. Transfer of own shares may amount to a maximum of the number, which at the time of transfer, was acquired according to the above and may occur through deviation from shareholders' preferential rights in connection with acquisition of operations, when payment could be made in another form than monetary. The Board shall, on one or more occasions, be able to make such decisions prior to the 2010 Annual General Meeting.

## **Other**

The Board of Director's complete decision proposals as above will be available at the company and be published on the company's website at [www.catenafastigheter.se](http://www.catenafastigheter.se) as of Thursday, March 26, 2009. The Annual Report and the Audit Report have been available at the specified website from March 19, 2009, and the printed version will be available at the company as of March 31, 2009.

Gothenburg, March 2009

Catena AB (publ)

Board of Directors