

## **Item 19 – Decision on authorisation of the Board of Directors to decide on acquisition of treasury shares**

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board to decide on acquisitions of treasury shares (shares in Catena AB) under the following conditions:

1. Acquisitions must be made on NASDAQ Stockholm.
2. Acquisitions may be made on one or more occasions during the period extending until the next Annual General Meeting.
3. Following such acquisitions, the Group's total holding may not exceed 1/10 of all outstanding shares in the company.
4. Acquisitions are to be made at a price per share within the registered price range at any given time.
5. Any treasury shares acquired are to be paid for in cash.

The purpose of the authorisation is to be able to acquire shares to be able to continuously adjust the company's capital structure and to use them in financing acquisitions or other transactions.

### ***Board of Directors' statement pursuant to Chapter 19, Section 22 of the Companies Act (2005:551)***

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors, during the period until the next Annual General Meeting, to acquire shares totalling at most 1/10 of all shares outstanding in the company.

The company currently holds no treasury shares.

The Annual Report details the principles applied in the valuation of assets, provisions and liabilities. Derivative instruments have been valued at fair value in accordance with Chapter 4, Section 14a, of the Annual Accounts Act. The effect of this valuation, which had a negative impact on the Parent Company's equity of SEK 325.9 million (342.4), has been taken into account in the assessment of the company's consolidation needs, liquidity and position in other regards.

On the grounds given in the Board of Directors' statement pursuant to Chapter 18, Section 4 of the Companies Act, with regard to the proposed dividend, the Board of Directors finds the proposed authorisation justifiable with regard to what is stated in Chapter 17, Section 3, second and third paragraphs of the Companies Act (prudence rule).

The Board therefore considers the proposed authorisation to be justifiable in view of:

1. the requirements imposed on the scale of equity by the nature, scope and risks of the operations (of the company or the Group), and
2. the company's and the Group's consolidation needs, liquidity and other positions.

In addition, the Board of Directors respects that, in the event that it exercises this authorisation, it is required to prepare a reasoned opinion as to whether the relevant acquisition of treasury shares is justifiable under prevalent circumstances and the provisions stated in Chapter 17, Section 3, second and third paragraphs of the Swedish Companies Act.

For a resolution in accordance with the Board's proposal under this item, the decision of the Annual General Meeting must be supported by at least two-thirds of both the votes cast, and the shares represented, at the Annual General Meeting.

---

Helsingborg, March 2019  
Catena AB (publ)  
Board of Directors