

NOMINATION COMMITTEE'S REPORT, PROPOSALS AND REASONED OPINION IN PREPARATION FOR CATENA AB's (PUBL) 2023 ANNUAL GENERAL MEETING

Background

Catena's Annual General Meeting on the 28 April 2022 decided to appoint a nomination committee consisting of representatives of the four largest shareholders and the Chairman of the Board. In accordance with the resolution, the names of the members of the nomination committee shall be announced upon the members' appointment. The composition of the nomination committee was announced on 21 October 2022.

The nomination committee consists of: Lennart Mauritzson, Chairman of the Board and appointed by Backahill Inter AB, Anders Nelson appointed by WDP NV/SA, Johannes Wingborg appointed by Länsförsäkringar Fondförvaltning AB and Benjamin Woesthoff appointed by PGGM Investments. The Chairman of the nomination committee is Anders Nelson; however, the Chairman of the Board, Lennart Mauritzson convenes the committee for meetings.

The four shareholder representatives collectively represented approximately 43.5 percent of the votes in Catena as of 1 October 2022.

The nomination committee has been tasked with presenting proposals to Catena's 2023 Annual General Meeting concerning:

- Election of a person to chair the annual general meeting of shareholders
- Electing the number of members of the Board of Directors
- Election of members of the Board of Directors
- Election of the Chairman of the Board
- Election of the auditor
- Directors' fees
- Remuneration to members of the remuneration committee and audit committee
- Auditor's fees
- Resolution on the principles for the appointment of members of the nomination committee

The objective of the work of the nomination committee has primarily been to achieve an appropriate composition of members for the Board of Directors, whereby the combined skills, expertise and experience of the members establishes a broad base that is appropriately suited to Catena's business operations, stage of development and other circumstances in general. The intention is that the Board of Directors will be characterised by diversity and breadth in terms of the members' expertise, experience and background. In addition, a gender balance shall be sought.

The work of the nomination committee and its proposals

The nomination committee has met and also had regular contacts in the period leading up to the publication of the notification of the Annual General Meeting. As a basis for its work, the nomination committee has familiarised itself with the evaluation of the Board of Directors that has been made and analysed the need for expertise and experience in relation to the Company's business operations. The nomination committee has discussed the size and composition of the Board of Directors and has considered both the gender perspective as well as the areas of expertise and characteristics that the Board members should have. As a basis for its work, the nomination committee has among other things obtained the views of members of the Board concerning the Company's strategy, risk management and control functions.

After discussing the size and composition of the Board of Directors, the nomination committee proposes that the Board of Directors shall consist of eight ordinary members without alternates.

The nomination Committee proposes;

- that Lennart Mauritzson be appointed Chairman of the annual general meeting of shareholders,
- that the Board of Directors shall consist of eight members,
- that Gustaf Hermelin, Katarina Wallin, H el ene Briggert, Magnus Sw ardh, Caesar  fors, Vesna Jovic, Lennart Mauritzson and Joost Uwents be re-elected as ordinary members of the Board, and
- that Lennart Mauritzson be re-elected as Chairman of the Board

The nomination committee has also discussed the independence of the Board members. The proposal for the Board of Directors of Catena meets the current requirements regarding the independence of the members in relation to the Company, its management and the Company's major shareholders.

	Independence from the Company	Independence from major shareholders
Caesar �fors	Yes	Yes
Vesna Jovic	Yes	Yes
Magnus Sw�ardh	Yes	No
Gustaf Hermelin	Yes	No
Lennart Mauritzson	Yes	No
Katarina Wallin	Yes	Yes
H�el�ene Briggert	Yes	Yes
Joost Uwents	Yes	No

The proposal regarding the Board of Directors of Catena thus meets both the NASDAQ Stockholm and the Code's requirements regarding the independence of the members. More detailed information about the members of the Board of Directors and the auditor can be found on Catena's website and in the annual report.

With regard to directors' fees, the nomination committee proposes that the total remuneration to the members of the Board of Directors shall amount to SEK 2,065,000 (SEK 1,980,000), distributed as follows:

SEK 410,000 (SEK 400,000) to the Chairman of the Board, and SEK 205,000 (SEK 200,000) to each of the other Members of the Board not employed by the Company.

SEK 80,000 (SEK 80,000) in remuneration to the remuneration committee, to be distributed as follows: SEK 40,000 (SEK 40,000) to the chair of the committee and SEK 20,000 (SEK 20,000) to each of the other two members.

SEK 140,000 (SEK 100,000) in remuneration to the audit committee, to be distributed as follows: SEK 70,000 (SEK 50,000) to the chair of the committee and SEK 35,000 (SEK 25,000) to each of the other two members.

The nomination committee proposes that the remuneration can be paid divided on a monthly basis over the AGM year.

The audit committee recommends the nomination committee to propose re-election of the auditing firm KPMG AB as auditor, with the authorised public accountant Camilla Alm-Andersson as the principal auditor. The audit committee has stated that it has not been subject to any third party influence and has not been compelled by any conditions, or any provision in the Articles of Association, which have the purpose that the Annual General

Meeting of shareholders should elect a particular auditor or an auditor included in a particular list or similar.

In accordance with the recommendation of the audit committee, the nomination committee proposes the election of the audit firm KPMG AB as auditor, with the authorised public accountant Camilla Alm-Andersson as the principal auditor. Furthermore, the nomination committee proposes that the meeting resolves that remuneration to the auditors shall, as previously, be paid according to approved invoices.

The nomination committee proposes unchanged principles for the appointment of the nomination committee in preparation for the 2023 AGM, i.e. that the nomination committee shall primarily consist of one (1) representative of each of the four largest shareholders and the Chairman of the Board and that the composition of the nomination Committee shall be announced no later than six months before the AGM.

Summary of the nomination committee's proposal

The nomination committee proposes that Catena's 2023 Annual General Meeting resolve:

- to appoint Lennart Mauritzson as the chairman for the annual general meeting of shareholders
- to elect eight persons to be ordinary members of the Board of Directors (without alternates)
- that Gustaf Hermelin, Katarina Wallin, H el ene Briggert, Magnus Sw ardh, Caesar  fors, Vesna Jovic, Lennart Mauritzson and Joost Uwents be re-elected as ordinary members of the Board of Directors.
- that Lennart Mauritzson is re-elected as the Chairman of the Board
- that the accounting firm KPMG AB, which carries out auditing assignments, be re-elected as the auditor, with the authorised public accountant Camilla Alm-Andersson as the principal auditor.
- That the total amount of Directors' fees be paid in the amount of SEK 2,065,000 (SEK 1,980,000)
- of which Directors' fees be paid in the amount of SEK 1,845,000 (SEK 1,800,000), to be distributed as follows: SEK 410,000 (SEK 400,000) to the Chairman of the Board and SEK 205,000 (SEK 200,000) to each member of the Board of Directors not employed by the Company
- that remuneration be paid to the remuneration committee totalling SEK 80,000 (SEK 80,000), to be distributed in the amount of SEK 40,000 (SEK 40,000) to the chairman of the committee and SEK 20,000 (SEK 20,000) to each of the other two members
- that remuneration be paid to the audit committee totalling SEK 140,000 (SEK 100,000), to be distributed in the amount of SEK 70,000 (SEK 50,000) to the chairman of the committee and SEK 35,000 (SEK 25,000) to each of the other two members
- that the remuneration can be paid divided on a monthly basis over the AGM year
- that audit fees be paid in accordance with an approved invoice
- that the principles for the appointment of the nomination committee remain unchanged.

The nomination committee's complete proposal is presented in the notification of the Annual General Meeting.

Reasoned opinion regarding the committee's proposal for the election of members of the Board of Directors

The nomination committee of Catena AB (publ) explains its proposal for the election individuals to be members of the Board of Directors as follows: The nomination committee takes the view that the work of the Board of Directors has functioned very well. The nomination committee has focused on maintaining skills in logistics and maintaining a network among central government and municipal authorities. With

Catena's predominant focus on logistics properties, the nomination committee is of the view that the expertise and composition of the Board of Directors is more than adequate. To the extent that the nomination committee can make an assessment, the Board of Directors will have the composition and the expertise that corresponds well with the requirements that can be imposed.

The nomination committee explains its proposal for Chairman of the Board as follows. Lennart Mauritzson has worked well as the Chairman of the Board under 2022 and board member since 2021. Lennart Mauritzson has announced that he is available for reelection as Chairman. In his capacities as Chairman of the Board and Board member, Lennart Mauritzson possesses specific expertise that would be difficult to replace. With him continuing as Chairman of the Board, it will continue to be possible to benefit from this expertise.

The Nomination Committee takes the view that the Board of Directors, is appropriately composed, with regard to the Company's operations, financial position and other conditions, to meet the requirements imposed by the Company's operations. In this connection, the Nomination Committee has taken into account, in particular, the Company's strategic development, governance and control, as well as the requirements that these factors impose on the expertise and composition of the Board of Directors.

The Nomination Committee has also generally taken into account the need for versatility and breadth in members' expertise, experience and background, while also pursuing a balance in terms of gender. In its work, the Nomination Committee has discussed the recommendations in the Swedish Code of Corporate Governance regarding diversity and gender equality on the Board of Directors. The proposed Board of Directors consists of three women and five men, corresponding to a share of about 37,5 percent women and 62,5 percent men.

Against the above background, the Nomination Committee has proposed the re-election of Board members – Gustaf Hermelin, Katarina Wallin, H el ene Briggert, Magnus Sw ardh, Caesar  fors, Vesna Jovic, Lennart Mauritzson and Joost Uwents. It is proposed that Lennart Mauritzson be re-elected as the Chairman of the Board.

Helsingborg, March 2023
Catena AB (publ)
The nomination committee