

NOMINATION COMMITTEE'S REPORT, PROPOSALS AND REASONED OPINION IN PREPARATION FOR CATENA AB's (PUBL) 2022 ANNUAL GENERAL MEETING

Background

Catena's Annual General Meeting on the 29 of April 2021 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 27 October 2021.

The nomination committee consists of: Anders Nelson appointed by Backahill Inter AB, Benjamin Woesthoff appointed by PGGM Investments, Johannes Wingborg appointed by Länsförsäkringar Fondförvaltning AB and Gustaf Hermelin, Chairman of the Board and appointed by SFU Sverige AB. The Chair of the nomination committee is Anders Nelson; however, the Chairman of the Board, Gustaf Hermelin, convenes the committee for meetings.

The four shareholder representatives collectively represented approximately 45.6 percent of the votes in Catena as at 1 October 2021.

The nomination committee has been tasked with presenting proposals to Catena's 2022 Annual General Meeting concerning:

- Election of a person to chair the meeting of shareholders
- Election of persons to be 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 Gustaf Hermelin be appointed chair of the meeting,
- 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 and Lennart Mauritzson be re-elected and new election of Joost Uwent as ordinary members of the Board, and
- that Lennart Mauritzson be 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	No	No
Lennart Mauritzson	Yes	No
Katarina Wallin	Yes	Yes
H�el�ene Briggert	Yes	Yes
Joost Uwent	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 1,980,000 (SEK 1,705,000), distributed as follows:

SEK 400,000 (SEK 385,000) to the Chairman of the Board, and
SEK 200,000 (SEK 190,000) 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 100,000 (SEK 100,000) in remuneration to the audit committee, to be distributed as follows: SEK 50,000 (SEK 50,000) to the chair of the committee and SEK 25,000 (SEK 25,000) to each of the other two members.

In preparation for the election of an auditor, the audit committee, after having conducted a procurement and selection procedure, has made a reasoned recommendation for the election of the auditor with several alternative possibilities and, based on the procedure as its recommendation, has recommended the 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. The change of auditor is prompted by the fact that, pursuant to Article 17 of Regulation (EU) No 537/2014, the Company's auditor may not hold office (including re-appointment) for more than ten years. The selection procedure has been conducted in accordance with the specific procurement procedure described in Article 16(3) of Regulation (EU) No 537/2014.

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 2022 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 2022 Annual General Meeting resolve:

- to appoint Gustaf Hermelin as the chair for the meeting
- 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 and Lennart Mauritzson be re-elected and new election of Joost Uwents as ordinary members of the Board of Directors.
- that Lennart Mauritzson is elected as the Chairman of the Board
- that the accounting firm KPMG AB, which carries out auditing assignments, be newly elected as the auditor, with the authorised public accountant Camilla Alm Andersson as the principal auditor
- that the total amount of Directors' fees to the members of the Board of Directors amount to SEK 1,980,000 (SEK 1,705,000)
- of which Directors' fees be paid in the amount of SEK 1,800,000 (SEK 1,525,000), to be distributed as follows: SEK 400,000 (SEK 385,000) to the Chairman of the Board and SEK 200,000 (SEK 190,000) 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 100,000 (SEK 100,000), to be distributed in the amount of SEK 50,000 (SEK 50,000) to the chairman of the committee and SEK 25,000 (SEK 25,000) to each of the other two members
- 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 nomination committee's proposal for the election members of 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: Since Gustaf Hermelin has declined re-election as Chairman of the Board, the nomination committee proposes to elect Lennart Mauritzson as Chairman of the Board of Catena AB. Lennart Mauritzson has been a member of Catena's Board of Directors from his election at the Annual General Meeting on the 29 of April 2021. He has extensive experience in company management and serves on the Board of Directors of several stock exchange listed companies. During the past year, Lennart Mauritzson has acquired an excellent knowledge of Catena's business operations and the nomination committee believes that he more than fulfils the criteria an insightful and committed Chairman should have, with a good capability to ensure that the Board of Directors' work is carried out effectively and efficiently and that the Board of Directors fulfils its obligations.

The nomination committee is of the opinion that the proposed Board of Directors, taking into account the Company's business operations, financial position and other circumstances, is appropriately composed to meet the requirements of the Company's business operations. In doing so, the nomination committee has taken into account in particular the Company's strategic development, governance and control and the requirements, as well as the requirement that these factors impose on the expertise and composition of the Board of Directors.

The nomination committee has also generally taken the need for diversity and breadth in terms of the expertise, experience, and background of the members into consideration, while also pursuing achieving a balance in terms of gender. In its work, the nomination committee has discussed the recommendations contained in the Swedish Code of Corporate Governance regarding the diversity and gender equality of boards. The proposed Board of Directors consists of three women and five men, corresponding to a composition of approx. 37.5 percent women and 62.5 percent men.

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

Helsingborg, March 2022

Catena AB (publ)
The nomination committee