

Minutes from the annual general meeting in
Catella AB, reg. no. 556079-1419,
("Catella" or the "Company"), Tuesday
24 May 2022

§ 1 Election of chairman of the general meeting (agenda item 1)

The general meeting resolved, in accordance with the nomination committee's proposal, to elect Johan Claesson as chairman of the annual general meeting.

It was noted that the legal counsel Emma Hammarlund had been asked to keep the minutes of the annual general meeting.

It was further noted that the annual general meeting was held in accordance with Section 20 and 22 of the Temporary Exemptions Act (*Sw. lag (2022:121) om tillfälliga undantag för att underlätta genomförandet av bolags- och föreningsstämmor*), meaning that the shareholders had been able to exercise their voting rights at the annual general meeting only by voting in advance (so-called postal voting).

The notice convening the annual general meeting was attached to the minutes as Appendix 1.

The form used for postal voting was attached to the minutes as Appendix 2.

A compilation of the overall result of the postal voting, for each item on the agenda covered by the postal voting, was attached to the minutes as Appendix 3, which includes the information prescribed in Section 26 of the abovementioned Act (2022:121).

It was noted that no questions from shareholders had been received by the Company within the time prescribed in the notice and that no request had been submitted in accordance with Section 25 of the abovementioned Act (2022:121).

§ 2 Preparation and approval of the voting list (agenda item 2)

The general meeting resolved to approve the voting list which had been prepared by Euroclear Sweden AB on behalf of the Company, Appendix 4, as voting list for the annual general meeting.

§ 3 Approval of the agenda (agenda item 3)

The general meeting resolved to approve the agenda proposed by the board, which had been included in the notice convening the annual general meeting.

§ 4 Election of two persons to check and verify the minutes jointly with the chairman (agenda item 4)

The general meeting appointed, in accordance with the board's proposal, Thomas Andersson Borstam, in his own name, and Petter Mattsson, representing Alcur Fonder, to check and verify the minutes jointly with the chairman.

§ 5 Determination of whether the general meeting had been duly convened (agenda item 5)

It was noted that the notice convening the annual general meeting had been given within the period prescribed in the Swedish Companies Act (Sw. *aktiebolagslagen (2005:551)*).

The general meeting resolved to approve the notice procedures and declared the annual general meeting duly convened.

It was noted that the complete proposals of the board and the nomination committee, as well as the statements and reports from the board, the auditor and the nomination committee in accordance with the Swedish Companies Act and the Swedish Corporate Governance Code, as well as the remuneration report had been presented by the documents being kept available at the Company and on the Company's website since more than three weeks prior to the annual general meeting.

§ 6 Presentation of the annual accounts and the auditor's report as well as the consolidated annual accounts and the auditor's report for the Group (agenda item 6)

It was noted that the annual report together with the auditor's report, including the consolidated accounts and auditor's report for the group, for the financial year 2021, as well as the auditor's statement in accordance with Chapter 8, Section 54 of the Swedish Companies Act, had been presented by the documents being kept available at the Company and on the Company's website.

§ 7 Resolution regarding adoption of the income statement and the balance sheet, as well as the consolidated income statement and the consolidated balance sheet (agenda item 7)

The general meeting resolved to adopt the income statement and the balance sheet for the parent company and the income statement and balance sheet for the group for the financial year 2021, as included in the annual report.

§ 8 Resolution regarding dispositions of the company's profit or loss in accordance with the adopted balance sheet (agenda item 8)

It was noted that the board's proposal regarding dividend and determination of record day, as well as the required documentation in accordance with Chapter 18, Section 4 of the Swedish Companies Act, [Appendix 5](#), had been kept available at the Company and on the Company's website since more than three weeks prior to the annual general meeting.

The general meeting resolved, in accordance with the board's proposal, to distribute dividend of SEK 1.00 per share and that the remaining profit be carried forward.

The general meeting further resolved that the record date for the dividend should be 27 May 2022.

§ 9 Resolution regarding discharge from liability of the board members and the CEO (agenda item 9)

The general meeting resolved to discharge the board members and the CEO from liability for the management of the Company's business during the preceding financial year (1 January – 31 December 2021).

It was noted that neither the board members nor the CEO participated in the decision in relation to themselves.

§ 10 Presentation of the remuneration report 2021 for approval (agenda item 10)

The general meeting resolved to approve the presented remuneration report regarding 2021.

§ 11 Determination of the number of board members, auditors and any deputy auditors (agenda item 11)

The general meeting resolved, in accordance with the nomination committee's proposal, that the number of board members elected by the general meeting shall be six (6), with no deputies, and that the Company shall have one (1) auditor, with no deputy auditors.

§ 12 Determination of the remuneration to the board members and the auditor (agenda item 12)

The general meeting resolved, in accordance with the nomination committee's proposal, that remuneration for work in the board for the period until the end of the next annual general meeting, shall be paid in accordance with the following:

- SEK 600,000 to the chairman of the board;
- SEK 370,000 to each of the other board members; and
- for work in the committees, SEK 135,000 to the chairman of the board's audit committee and SEK 105,000 to each of the other two members, as well as SEK 42,000 to the chairman of the board's remuneration committee and SEK 32,000 to the other member.

It was noted that the total remuneration to the board thus amounts to SEK 2,869,000.

The general meeting resolved, in accordance with the nomination committee's proposal, that remuneration to the auditor shall be paid in accordance with approved invoices.

§ 13 Election of board members, chairman of the board, auditors and any deputy auditors (agenda item 13)

The general meeting resolved, in accordance with the nomination committee's proposal, to re-elect all board members, i.e. Johan Claesson, Johan Damne, Joachim Gahm, Jan Roxendal, Tobias Alsborger and Anneli Jansson, for the period until the end of the next annual general meeting.

The general meeting further resolved, in accordance with the nomination committee's proposal, to re-elect Johan Claesson as chairman of the board.

The general meeting resolved, in accordance with the nomination committee's proposal and the audit committee's recommendation, to re-elect the registered accounting firm PricewaterhouseCoopers AB (PwC) as auditor for the period until the end of the next annual general meeting. It was noted that the authorized public accountant Patrik Adolfsen had been appointed as the new auditor-in-charge.

§ 14 Resolution regarding instruction for the nomination committee (agenda item 14)

It was noted that the instruction for the nomination committee proposed by the nomination committee, which had been updated since the preceding year, had been presented in the notice convening the annual general meeting.

The general meeting resolved to adopt the instruction for the nomination committee in accordance with the nomination committee's proposal.

§ 15 Resolution regarding guidelines for remuneration to senior executives (agenda item 15)

It was noted that the guidelines for remuneration to senior executives proposed by the board, which had been updated since the preceding year, had been presented in the notice convening the annual general meeting.

The general meeting resolved to adopt guidelines for remuneration to senior executives in accordance with the board's proposal.

§ 16 Resolution regarding amendments to the articles of association (agenda item 16)

The general meeting resolved to amend the articles of association in accordance with the board's proposal. The new articles of association are apparent in [Appendix 6](#).

It was noted that the resolution under this item 16 was supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the annual general meeting.

§ 17 Resolution regarding authorization for the board of directors to resolve on issue of shares (agenda item 17)

It was noted that the complete proposal of the board regarding authorization for the board to resolve on issue of shares had been presented in the notice convening the annual general meeting.

The general meeting resolved in accordance with the board's proposal, [Appendix 7](#), to authorize the board to resolve on issue of shares.

It was noted that the board, the CEO or the person appointed by either of them shall have the right to make the minor adjustments to the above resolution that may prove necessary in connection with registration with the Swedish Companies Registration Office and/or Euroclear Sweden AB.

It was noted that the resolution under this item 17 was supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the annual general meeting.

§ 18 Resolution regarding authorization for the board to resolve on repurchase and transfer of own shares (agenda item 18)

It was noted that the complete proposal of the board regarding authorization for the board to resolve on repurchase and transfer of own shares had been presented in the notice convening the annual general meeting.

The general meeting resolved, in accordance with the board's proposal, [Appendix 8](#), to authorize the board to resolve on repurchase and transfer of the Company's own shares of Class A and/or Class B.

It was noted that the board, the CEO or the person appointed by either of them shall have the right to make the minor adjustments to the above resolution that may prove necessary in connection with registration with the Swedish Companies Registration Office and/or Euroclear Sweden AB.

It was noted that the resolution under this item 18 was supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the annual general meeting.

At the minutes

Approved by

Emma Hammarlund

Johan Claesson

Thomas Andersson Borstam

Petter Mattsson