

## DOCUMENTATION TO THE ANNUAL GENERAL MEETING IN CATELLA AB ON WEDNESDAY 22 MAY 2024

The nomination committee's work and motivated statement regarding the proposals to the annual general meeting in Catella AB on Wednesday 22 May 2024.....	1
Information on the proposed members of the board of directors .....	3
The board of directors' motivated statement in accordance with Chapter 18, Section 4 and Chapter 19, Section 22 of the Swedish Companies Act.....	5
The auditor's statement in accordance with Chapter 8, Section 54 of the Swedish Companies Act on whether the guidelines for remuneration to senior executives has been followed .....	7
Proposed wording of the articles of association .....	8

## The nomination committee's work and motivated statement regarding the proposals to the annual general meeting in Catella AB on Wednesday 22 May 2024

In accordance with rule 2.6 of the Swedish Corporate Governance Code (Sw. *Svensk kod för bolagsstyrning*) the nomination committee presents the following statements regarding its proposals to the annual general meeting, including an account of how the nomination committee has conducted its work and a description of its diversity policy. The nomination committee was convened during the fall of 2023 in accordance with the current instruction for the nomination committee. The nomination committee ahead of the annual general meeting 2024 has comprised Eje Wictorson (chairman of the nomination committee), appointed by Claesson & Anderzén, Erik Eikeland, appointed by Alcur Fonder, and Henrik Abrahamsson, appointed by Symmetry Invest. All resolutions by the nomination committee have been unanimous.

The nomination committee has performed the tasks that rests on the nomination committee pursuant to the Swedish Corporate Governance Code and the instruction for the nomination committee adopted by the general meeting. The nomination committee has held six (6) meetings during which minutes have been kept as well as contacts over phone and e-mail in between. The nomination committee has worked purposefully with the intention of providing Catella with the most suitable board of directors in accordance with the guidelines established for the nomination process. The nomination committee has assessed the suitability of the size of the board of directors and of each of the board members' ability to set aside sufficient time and commitment for the board assignment. The composition of the board of directors shall, with regard to Catella's operations, development stage and other conditions, have an appropriate composition, characterized by diversity and breadth of qualifications, experience and background. The nomination committee has particularly emphasized the importance of creating good conditions for the board of directors to be able to operate in an efficient and stable manner with continuity. An important parameter in the work of the nomination committee has been that the board composition shall mirror the company's business and have room for the various competences required to implement the company's strategy.

As basis for the work of the nomination committee, the nomination committee has, *inter alia*, received the results from the conducted board evaluation as well as the chairman's and the CEO's account for the company's business, objectives and strategies. Furthermore, the nomination committee has held separate dialogues with each board member, the CEO and other members of the executive management. In brief, the review of the nomination committee has found that the work of the board of directors has worked well, with high attendance and great commitment. All board members have been available for re-election. The nomination committee has been able to conclude that the changes to the board's composition at the annual general meeting 2023 has contributed to the board's work to generate long-term value creation as well as value for customers, shareholders and the community.

In particular, the nomination committee has evaluated the long-term composition of the board of directors to ensure continuity and an orderly and appropriate succession. The chairman of the board of directors Johan Claesson has, in consultation with the nomination committee, opened the possibility of a generational change by making his seat on the board of directors available. After careful consideration of the composition of the board of directors and the appropriate time for succession, the nomination committee has determined that current board member Sofia Watt is well suited to manage Catella's legacy and to contribute to further growth in the role as chairman of the board of directors. Pernilla Claesson is considered well suited as a new member of the board of directors of the company, particularly in view of her experience in the property industry, and to manage the Claesson family's long-term commitment to the company.

In light of the above, the nomination committee proposes that the board continues to comprise six board members and the re-election of board members Tobias Alsborger, Johan Damne, Anneli Jansson, Samir Kamal and Sofia Watt, as well as the election of Pernilla Claesson as new board member. The nomination committee further proposes the election of Sofia Watt as chairman of the board of directors.

Pernilla Claesson has several years of experience from the property industry, with particular expertise in property investment and development. Pernilla Claesson is a board member of *inter alia* Claesson & Anderzén Aktiebolag, Fastighetsaktiebolaget Bremia and Apodemus Aktiebolag and CEO of Classic Living CL AB. Since 2021, Pernilla Claesson

is Investment Manager for CA Fastigheter AB's operations in Spain. Previous positions include Regional Manager Stockholm for CA Fastigheter AB and other positions within the Claesson & Anderzén group. Pernilla Claesson was born in 1981 and has studied Administration and Political Science at the University of Gothenburg and Sociology at Stockholm University. Pernilla Claesson is considered not independent to Catella's major shareholders. Pernilla Claesson has an assignment in an affiliated company of Catella that is jointly owned with Claesson & Anderzén group (Catella Project Capital GmbH). After an overall assessment of the circumstances in the individual case, Pernilla is deemed to be independent in relation to the company and its management, partially since the assignment as board member in Catella AB has no connection with her assignment in Catella Project Capital GmbH. Pernilla Claesson owns 102,415 class A shares and 540,299 class B shares in Catella.<sup>1</sup>

In its work with preparing its proposal for the board of directors, the nomination committee has applied rule 4.1 in the Swedish Corporate Governance Code as its diversity policy. The nomination committee has thus given particular consideration to the need for diversity within the board of directors with regard to qualifications, experience and background and has strived for a gender balance. Half of the proposed board members, three out of six, are women. If the annual general meeting approves the nomination committee's proposal, the nomination committee's stated aim of achieving a more balanced gender distribution on the company's board of directors will be achieved. The proposed board of directors fulfil the requirements of the Swedish Corporate Governance Code in relation to independence. Information about the proposed board members of Catella, including the nomination committee's assessment of the respective board members' independence, is available in on the company's website, [www.catella.com/en/corporate-governance/general-meetings](http://www.catella.com/en/corporate-governance/general-meetings).

The nomination committee has discussed the level and structure of the remuneration to the board of directors. The premise is that the remuneration levels shall be competitive in order to attract and retain individuals with the best possible qualifications and experience. The nomination committee has reviewed board remuneration in companies of similar size and focus, in particular on Nasdaq Stockholm, to ensure that the proposed remuneration is in line with market standards. The nomination committee proposes that the annual general meeting 2024 resolves on an increase of the remuneration for the board of directors and the committees, especially the remuneration committee, in order to maintain a board remuneration in line with market standards and to reflect the commitment required within the framework of the board's work at Catella.

The nomination committee has received the results of the company's evaluation of the auditor's work and the audit committee's recommendation regarding election of auditor. In accordance with the recommendation of the audit committee, the nomination committee proposes re-election of the registered audit company KPMG AB as the company's auditor for the period until the end of the annual general meeting 2025 and that remuneration to the auditor shall be paid in accordance with approved invoices. KPMG has informed the company that the authorized accountant Johanna Hagström will continue as auditor-in-charge if KPMG is re-elected as auditor.

Further, the nomination committee has evaluated the current instruction for the nomination committee adopted by the annual general meeting 2022 and has resolved to propose minor editorial amendments to the instruction.

The complete proposals of the nomination committee is presented in the notice convening the annual general meeting that is available at the company's website, [www.catella.com/en/corporate-governance/general-meetings](http://www.catella.com/en/corporate-governance/general-meetings).

Stockholm in April 2024

**Catella AB**  
*The Nomination Committee*

---

<sup>1</sup> Holding relates to own and related party holdings as of 31 March 2024.

## Information on the proposed members of the board of directors



### Sofia Watt

Proposed new chairman of the board

Born 1975

Board member since 2023

**Other current assignments:**

Board member of Fabege AB.

**Background:**

Previously Head of Asset Management Real Estate, Managing Director, at Deutsche Finance International and EQT. Prior to that held positions as Executive Director at Pramerica Real Estate Investors Ltd (PGIM), Senior Asset Manager at Cambridge Place Investment Management as well as positions at Niam and Tufvesson & Partners.

**Education:**

Executive MBA, Uppsala University, M.Sc. Royal Institute of Technology (KTH), B.Sc. Real Estate Surveying, Mitthögskolan.

**Holding in the company<sup>1</sup>:**

-

**Independent in relation to the company and the management:** Yes

**Independent in relation to major shareholders in the company:** Yes



### Tobias Alsborger

Board member

Born 1976

Board member since 2020

**Other current assignments:**

Chairman of the board of Suburban Industrial Properties AB and board member of Ferla Energy, Pulsen Fastigheter AB, Enstar AB, Gale Holding AB and Terrace Road Holding AB

**Background:**

Independent investor and entrepreneur. Partner and member of the management of NREP. Various positions at DTZ (Cushman & Wakefield).

**Education:**

M.Sc. in Real Estate and Finance, Royal Institute of Technology (KTH)

**Holding in the company<sup>1</sup>:** 60,000 Class B shares, indirectly

**Independent in relation to the company and the management:** Yes

**Independent in relation to major shareholders in the company:** Yes



### Johan Damne

Board member

Born 1963

Board member since 2014

**Other current assignments:**

Chairman of the board of CA Fastigheter Aktiebolag (publ), CEO of Claesson & Anderzén Aktiebolag, as well as board assignments and CEO assignments in other companies in the Claesson & Anderzén Group. Board member of Arise AB (publ).

**Background:**

CEO of CA Fastigheter Aktiebolag (publ)

**Education:**

MBA, Växjö university

**Holding in the company<sup>1</sup>:** 150,000 Class B shares, directly

**Independent in relation to the company and the management:** No

**Independent in relation to major shareholders in the company:** No

<sup>1</sup> Holding relates to own and related party holdings as of 31 March 2024.



**Anneli Jansson**  
Board member  
Born 1974  
Board member since 2021

**Other current assignments:** CEO of Humlegården Fastigheter AB, board member of Platzer Fastigheter AB, board member of Centrum för AMP as well as elected member of the SNS Board of Trustees. Proposed new board member of Wihlborgs Fastigheter AB.

**Background:** CEO of Humlegården Fastigheter AB since 2016. Previously responsible for the Nordic operations at Grosvenor Fund Management. Previous positions at KF Fastigheter, Vision & Resurs Fastighetsutveckling, Ernst & Young and AGL.

**Education:** M.Sc., Royal Institute of Technology (KTH)

**Holding in the company<sup>1</sup>:** 10,000 Class B shares, directly

**Independent in relation to the company and the management:** Yes

**Independent in relation to major shareholders in the company:** Yes



**Samir Kamal**  
Board member  
Born 1965  
  
Board member since 2023

**Other current assignments:** Senior Advisor at Trill Impact. Board assignments in portfolio companies of Trill Impact. Board member of Lyra Financial Wealth.

**Background:** Previously Senior Director (Principal Investments) at Novo Holdings A/S, Partner at EQT Partners, Senior Advisor at Bure Equity, Partner at IK Investment Partners and Project Manager at Carnegie Investment Bank. Former board member of Bonava AB (publ) and ScandiStandard AB (publ).

**Education:** Master's Degree, Stockholm School of Economics and Bachelor's Degree in Electrical and Electronics Engineering, Imperial College London.

**Holding in the company<sup>1</sup>:** -

**Independent in relation to the company and the management:** Yes

**Independent in relation to major shareholders in the company:** Yes



**Pernilla Claesson**  
Proposed new board member  
Born 1981

**Other current assignments:** Board member of Claesson & Anderzén Aktiebolag, Fastighetsaktiebolaget Bremia and Apodemus Aktiebolag, as well as Managing Director of Classic Living CL AB and Investment Manager for CA Fastigheter's operations in Spain.

**Background:** Regional Manager Stockholm for CA Fastigheter Aktiebolag (publ) and other assignments within the Claesson & Anderzén Group.

**Education:** Administration and political science at the University of Gothenburg and sociology at Stockholm University.

**Holding in the company<sup>1</sup>:** 102,415 Class A shares and 540,299 Class B shares, directly.

**Independent in relation to the company and the management:** Yes

**Independent in relation to major shareholders in the company:** No

<sup>1</sup>Holding relates to own and related party holdings as of 31 March 2024.



## The board of directors' motivated statement in accordance with Chapter 18, Section 4 and Chapter 19, Section 22 of the Swedish Companies Act

The board of directors of Catella AB, reg. no. 556079-1419, ("**Catella**" or the "**Parent Company**") hereby presents the following statement in accordance with Chapter 18, Section 4 and Chapter 19, Section 22 of the Swedish Companies Act (Sw. *aktiebolagslagen (2005:551)*) due to the board of directors' proposals regarding distribution of dividend and authorization for the board of directors to resolve on repurchase of own shares under agenda items 10 and 19 to the annual general meeting 2024. The board of directors' reasons as to that the proposed distribution of dividend and authorization for the board of directors to resolve on repurchase of own shares is compliant with Chapter 17, Section 3 second and third paragraphs of the Swedish Companies Act are as follows.

The board of directors proposes that the unrestricted equity of SEK 218,649,323 available to the annual general meeting are allocated so that SEK 79,513,714.80 is distributed to the shareholders as dividend and that the remainder of SEK 139,135,608 is carried forward. The board of directors' proposal entails a dividend distribution of SEK 0.90 per share. The proposal is in line with the dividend policy of the board of directors, which in brief stipulates that Catella's objective is to transfer to its shareholders the portion of the consolidated profit after tax which is not deemed necessary to develop the group's operations, with consideration to Catella's strategy and financial position. Further, the terms of the Parent Company's bond issued in 2021 (CAT 2021-2025) have been considered, which in brief entails that Catella can distribute a maximum amount corresponding to the higher of 60 percent of the net profits attributable to the Parent Company's shareholders and SEK 80,000,000. Friday 24 May 2024 is proposed as record day for the dividend. If the annual general meeting resolves in accordance with the board of directors' proposal, the dividend is expected to be paid out to the shareholders on Wednesday 29 May 2024.

The Parent Company and the group's financial position as per 31 December 2023, as well as the nature and scope of its business and the risks associated therewith are apparent in the annual report for the financial year 2023 and the articles of association of the Parent Company. The business operated by the Parent Company and the group does not entail any risks beyond those that occur, or can be expected to occur, in the industry or the risks generally associated with conducting a business. The annual report for the financial year 2023 also sets forth the principles applied with respect of the valuation of assets and liabilities. Out of the Parent Company's restricted equity, zero percent is dependent on fair value, in accordance with Chapter 4, Section 14 a of the Swedish Annual Accounts Act (Sw. *årsredovisningslagen (1995:1554)*), being applied on the valuation.

The net profits attributable to the Parent Company's shareholders for the financial year 2023 amounts to approximately SEK - 20.8 million. Given the group's and the Parent Company's balance sheet and liquidity position, the board of directors' assessment is that the proposals regarding distribution of dividend and authorization for the board of directors to resolve on repurchase of own shares are justified. The board of directors also deem that, as per the date of this statement and taking the proposed dividend into consideration, there is full coverage for the Parent Company's restricted equity. The proposed dividend amounts to 20 percent of the Parent Company's equity and 4 percent of the group's equity attributable to the Parent Company's shareholders. After the dividend distribution, the solidity of the Parent Company and the group will amount to 19.9 percent and 36.5 percent, respectively. The board of directors will not utilize the proposed authorization regarding repurchase of own shares unless there is full coverage for the Parent Company's restricted equity after such utilization.

Overall, the board of directors considers the proposals regarding distribution of dividend and authorization for the board of directors to resolve on repurchase of own shares to be justifiable considering the requirements that the nature, scope and risks of the business place on the size of the restricted equity and on the Parent Company's consolidation needs, liquidity and position in general. In its assessment, the board of directors has also considered the requirements that the nature, scope and risks of the group's business place on the size of the restricted equity of the group and on the group's consolidation needs, liquidity and position in general. The proposals regarding distribution of dividend and authorization for the board of directors to resolve on repurchase of own shares does not jeopardize completion of planned investments. The financial position of the Parent Company and the group is such that the Parent Company and the group can continue its business and is expected to fulfil its short- and long-term commitments.

ANNUAL GENERAL MEETING IN CATELLA AB  
WEDNESDAY 22 MAY 2024



With reference to the above and otherwise to the best knowledge of the board of directors, the board of directors considers the proposals regarding distribution of dividend and authorization for the board of directors to resolve on repurchase of own shares to be justifiable with reference to the precautionary rule in Chapter 17 Section 3 second and third paragraphs in the Swedish Companies Act.

Stockholm in April 2024

**Catella AB**

*The Board of Directors*

## The auditor's statement in accordance with Chapter 8, Section 54 of the Swedish Companies Act on whether the guidelines for remuneration to senior executives has been followed



Translation from the Swedish original

### **Auditor's opinion under Chapter 8 Section 54 of the Swedish Companies Act (2005:551) as to whether the guidelines of the annual general meeting on the remuneration of senior executives have been followed**

To the annual general meeting of Catella AB (publ.), Corporate identity No 556079-1419

#### **Introduction**

We have audited whether the Board of Directors and the Chief Executive Officer of Catella AB (publ.) during the year 2023 have followed the guidelines on remuneration of senior executives adopted at the annual general meeting on 24 May 2022.

#### **Responsibility of the Board of Directors and the Chief Executive Officer**

The Board of Directors and the Chief Executive Officer are responsible for the guidelines being followed and for the internal control that the Board of Directors and the Chief Executive Officer deem necessary to ensure that the guidelines are followed.

#### **Responsibility of the auditor**

Our responsibility is to issue an opinion, based on our audit, to the annual general meeting as to whether the guidelines have been followed. We have conducted the audit in accordance with FAR recommendation RevR 8 *Audit of remuneration of senior executives in some public limited companies*. This recommendation requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance that the guidelines adopted by the annual general meeting are followed in all material aspects. The firm applies International Standard on Quality Management 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We are independent of Catella AB accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

The audit has covered the company's organization for and documentation of remuneration issues for senior executives, the new decisions on remuneration that have been taken and a selection of the payments made during the financial year to the senior executives. The auditor chooses what procedures are to be performed, in part by assessing the risk of the guidelines not being followed in all material aspects. In making those risk assessments, the auditor considers internal control relevant to compliance with the guidelines in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

We believe that our audit provides a reasonable basis for our opinion set out below.

#### **Opinion**

We consider that the Board of Directors and Chief Executive Officer of Catella AB (publ.) during 2023 have followed the guidelines on remuneration of senior executives adopted at the annual general meeting on 24 May 2022.

Stockholm 10 april 2024

KPMG AB

Johanna Hagström Jerkeyrd  
Authorized Public Accountant





## Proposed wording of the articles of association

### ARTICLES OF ASSOCIATION OF CATELLA AB, REG. NO. 556079-1419 adopted at the annual general meeting 22 May 2024

#### 1 § NAME

The company's business name is Catella AB. The company is a public company (publ).

#### 2 § REGISTERED OFFICE

The registered office is located in Stockholm municipality, Stockholm County.

#### 3 § OBJECTS

The company shall own and manage shares and participations in companies engaged in business administration, real estate or financial consultancy, securities operations, or fund operations, directly or indirectly acquire, manage, develop and sell real property, and to engage in activities compatible with the foregoing. The company shall further manage securities, handle group-wide tasks and carry out the above-mentioned compatible activities.

#### 4 § SHARE CAPITAL AND SHARES

The share capital shall be not less than eighty million kronor (SEK 80,000,000) and not more than three hundred and twenty million kronor (SEK 320,000,000). There shall be no fewer than forty million (40,000,000) shares and no more than one hundred and sixty million (160,000,000) shares.

Shares may be issued in two classes: not more than one hundred and sixty million (160,000,000) class A shares, carrying five (5) votes per share, and not more than one hundred and sixty million (160,000,000) class B shares, carrying one (1) vote per share.

In the event the company decides to issue new shares of two classes (class A and class B) through a cash issue or a set-off issue, holders of class A and class B shares shall have pre-emption rights to subscribe for new shares of the same class pro rata to the number of shares owned by the holder prior thereto (primary pre-emption rights). Shares which are not subscribed for pursuant to primary pre-emption rights shall be offered for subscription to all shareholders (secondary pre-emption rights). In the event such offered shares are insufficient to satisfy subscription pursuant to secondary pre-emption rights, the shares shall be allotted among the subscribers pro rata to the number of shares held prior thereto and, to the extent such cannot take place, through the drawing of lots.

In the event of the company decides to issue only class A shares or class B shares through a cash issue or a set-off issue, all shareholders shall have pre-emption rights to subscribe for new shares pro rata to the number of shares held prior thereto, irrespective of whether they hold class A or class B shares.

In the event the company decides to issue subscription warrants or convertible debentures through a cash issue or a set-off issue, the shareholders shall have pre-emption rights to subscribe for subscription warrants as if the issue related to the new shares which may be subscribed for by virtue of the warrant and pre-emption rights to subscribe for convertible debentures as if the issue related to the shares for which the debentures may be exchanged.

The foregoing does not entail any restriction on the possibility to decide on a cash issue or set-off issue in derogation of the shareholders' pre-emption rights.

Upon an increase in the share capital through a bonus issue, new shares shall be issued of each class pro rata to the number of shares of the same class issued prior thereto. Old shares of a particular class shall carry an entitlement to new shares of the same class. The foregoing shall not entail any restriction on the possibility, following a requisite alteration of the articles of association, to issue shares of a new class by means of a bonus issue.

Class A shares may be subject to reclassification into class B shares. Owners of class A shares shall be entitled, during February and August each year (the "Reclassification Periods"), to request that all or part of their class A shares are reclassified to class B shares. Requests for reclassification, which must be made in writing and specify the number of shares to be reclassified, are to be submitted to the Company no later than last day during the relevant Reclassification Period. The Company shall without delay after the end of the relevant Reclassification Period provide notification of the reclassification to the Companies Registration Office for registration. Reclassifications become effective when the shares have been registered and a note of this has been entered in the CSD register.

#### 5 § DEMATERIALIZED SHARES

The company's shares shall be registered in a digital (dematerialised) share register as required under the Swedish Central Securities Depositories and Financial Instruments Accounts Act (*Sw. lag (1998:1479) om värdepapperscentraler och kontoföring av finansiella instrument*).

#### 6 § FINANCIAL YEAR

The company's financial year shall be 1 January – 31 December.

#### 7 § BOARD OF DIRECTORS

The board of directors shall comprise no fewer than four and no more than ten directors, with no deputy directors.

#### 8 § AUDITORS

The company shall have at least one and no more than two auditors, with no more than two alternate auditors. An authorised public accountant or a registered firm of accountants shall be appointed as auditor and, where appropriate, alternate auditor. The auditor shall be appointed for a period until the end of the annual general meeting held during the first, second, third or fourth financial year following the election of the auditor.

For the period until not longer than the close of the next annual general meeting, the board of directors shall be entitled to appoint one or more special examiners to review i) the board of directors' report in connection with new issues for non-cash consideration or subscription for shares pursuant to a right of set-off or otherwise subject to conditions, and ii) any merger plan. An authorised public accountant or a registered firm of accountants shall be appointed as such special examiner.

#### 9 § NOTICE TO ATTEND GENERAL MEETINGS

Notice to attend general meetings shall be given through an announcement in the Swedish Official Gazette (*Sw. Post- och Inrikes Tidningar*) and through the notice being made available on the company's website. The fact that notice has been given shall be published in Svenska Dagbladet.

Notice to attend an annual general meeting and notice to attend an extraordinary general meeting at which the matter of alteration of the articles of association is to be addressed shall be issued not earlier than six weeks and

not later than four weeks prior to the meeting. Notice to attend any other extraordinary general meeting shall be issued not earlier than six weeks and not later than three weeks prior to the meeting.

#### 10 § SHAREHOLDER ENTITLEMENT TO PARTICIPATE AT GENERAL MEETINGS

Shareholders who wish to participate in the proceedings at a general meeting shall notify the company of their participation by the date stated in the notice to attend the meeting. The last-mentioned day may not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve, and may not occur earlier than five weekdays prior to the meeting.

Shareholders or proxies may be accompanied at a general meeting by no more than two assistants, provided the shareholder has notified the company of the number of assistants in the manner stated in the preceding paragraph.

#### 11 § PROXY SOLICITATION AND POSTAL VOTING

The board of directors may solicit proxies in accordance with the procedure set forth in Chapter 7, Section 4, second paragraph of the Swedish Companies Act (*Sw. aktiebolagslagen (2005:551)*).

The board of directors may decide before a general meeting that shareholders will be permitted to exercise their voting rights by post ahead of the general meeting.

#### 12 § GENERAL MEETINGS

General meetings shall be held in Stockholm.

The following business shall be addressed at an annual general meeting:

1. Election of a chairman of the meeting;
2. Preparation and approval of the voting list;
3. Approval of the agenda;
4. Election of one or two persons to check and verify the minutes;
5. Determination of whether the general meeting has been duly convened;
6. Presentation of the annual report and auditor's report, as well as the consolidated financial statements and the auditor's report for the group;
7. Resolution regarding adoption of the income statement and the balance sheet as well as the consolidated income statement and consolidated balance sheet;
8. Resolution regarding dispositions of the company's profit or loss in accordance with the adopted balance sheet;
9. Resolution regarding discharge from liability for the directors and the CEO;
10. Presentation of the remuneration report for approval;
11. Determination of the number of directors and, where appropriate, auditors and alternate auditors;
12. Determination of remuneration to the board of directors and auditors;
13. Election of directors and, where appropriate, auditors and alternate auditors;
14. Resolution regarding guidelines for remuneration to the senior executives, if such a proposal has been presented;
15. Resolution regarding instructions for the nomination committee, if such a proposal has been presented; and
16. Any other business incumbent on the general meeting pursuant to the Swedish Companies Act or the articles of association.