



PROXY FORM

In accordance with the Articles of Association, the board of directors of Catella AB (publ) (company registration number 556079-1419) (the “**Company**”) is permitted to collect proxy forms according to the procedures specified in chapter 7, section 4, paragraph 2 of the Swedish Companies Act.

Shareholders who wish to appoint Niklas Bommelin to represent their shares at the general meeting shall complete, sign and submit the completed form, including **Appendix 1** and any appended authorisation documents to the Company. The documents must be received by the Company by **25 May 2020 at 17:00 CET**.

The shareholder listed below hereby appoints Niklas Bommelin of Catella AB (publ) to represent and vote for all shares in the company held by them at the annual general meeting of shareholders on 26 May 2020, in accordance with the selected response options, as shown in Appendix 2 below.

Shareholder's personal or company name:
Civic or company/organisation registration number:
Address:
Email address and telephone number:
Place and date:
Signature:
Name in block letters:

You MUST state your civic or company/organisation registration number to identify yourself as a shareholder.

If the shareholder is a legal person, the proxy form must be signed by one or more authorised signatories for the legal person and a registration certificate or equivalent authorisation document must be appended to the proxy form. Registration of shares in the shareholder's name (if the shares are nominee-registered) and notice of attendance at the annual general meeting must have been carried out by 19 May 2020, even if the shareholder chooses to vote by proxy. Instructions thereto are provided in the notice of the annual general meeting.

The proxy must be printed, signed and returned in the original by post to Catella AB (publ), "Årsstämma", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden or by email to GeneralMeetingService@euroclear.eu.

APPENDIX 1

The shareholder cannot give any instructions other than selecting one of the response options provided for each item in the form below. If the shareholder has modified the form with special instructions or conditions, or has altered or added to the pre-printed text, the vote shall be void.

If the shareholder wishes to abstain from voting on any particular matter of business, none of the response options pertaining to that matter shall be selected. Only one proxy form per shareholder will be considered. If more than one proxy form is submitted, only the most recently dated form will be considered. If the same date has been provided on two or more proxy forms, only the form most recently received by the Company will be considered. Incomplete or incorrectly completed proxy forms may be disregarded.

If the shareholder attends the general meeting in person, this proxy form will not be considered because it is presumed that the shareholder will exercise their rights through their attendance at the general meeting.

The completed proxy form, including Appendix 1 and any appended authorisation documents, must be received by the proxy by 25 May 2020 at 17:00 CET. Please note that the Company disclaims all liability for delay in the receipt of the material. Proxies may be revoked at any time before 25 May 2020 at 17:00 CET by notifying the Company thereto by email to GeneralMeetingService@euroclear.eu. After 25 May 2020 at 17:00 CET, a shareholder can revoke a proxy only by attending the general meeting in person.

Please refer to the notice of the annual general meeting and proposals published on www.catella.se for the full text of proposed resolutions.

Please refer to <https://www.catella.com/en/about-catella-group/privacy/privacy-notice-per-entity/catella-ab-publ> for information about how the Company processes your personal data.

The following response options refer to the proposals submitted by the board of directors and the nomination committee (which are detailed in the notice of the annual general meeting).

	YES	NO
2. Election of the chairman of the meeting.	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of the agenda.	<input type="checkbox"/>	<input type="checkbox"/>
6. Determination of whether the meeting was duly convened.	<input type="checkbox"/>	<input type="checkbox"/>
9. Resolution on adopting the income statement and balance sheet and the consolidated income statement and consolidated balance sheet.	<input type="checkbox"/>	<input type="checkbox"/>
10. Resolution on appropriation of the Company's profit or loss in accordance with the adopted balance sheet.	<input type="checkbox"/>	<input type="checkbox"/>
11. Resolution on discharging the directors and chief executive officer from liability:		
a) Johan Claesson	<input type="checkbox"/>	<input type="checkbox"/>
b) Johan Damne	<input type="checkbox"/>	<input type="checkbox"/>
c) Joachim Gahm	<input type="checkbox"/>	<input type="checkbox"/>
d) Anna Ramel	<input type="checkbox"/>	<input type="checkbox"/>
e) Jan Roxendal	<input type="checkbox"/>	<input type="checkbox"/>
f) Knut Pedersen (Chief Executive Officer)	<input type="checkbox"/>	<input type="checkbox"/>
12. Determination of the number of directors and deputy directors, and the number of auditors and deputy auditors:		
a) Number of directors and deputy directors	<input type="checkbox"/>	<input type="checkbox"/>
b) Number of auditors and deputy auditors	<input type="checkbox"/>	<input type="checkbox"/>
13. Determination of directors' and auditor's fees:		
a) Directors' fees	<input type="checkbox"/>	<input type="checkbox"/>
b) Auditors' fees	<input type="checkbox"/>	<input type="checkbox"/>
14. Election of the board of directors and board chairman:		
a) Johan Claesson (re-election)	<input type="checkbox"/>	<input type="checkbox"/>
b) Johan Damne (re-election)	<input type="checkbox"/>	<input type="checkbox"/>

c) Joachim Gahm (re-election)	<input type="checkbox"/>	<input type="checkbox"/>
d) Anna Ramel (re-election)	<input type="checkbox"/>	<input type="checkbox"/>
e) Jan Roxendal (re-election)	<input type="checkbox"/>	<input type="checkbox"/>
f) Tobias Alsborger (first-time election)	<input type="checkbox"/>	<input type="checkbox"/>
g) Board chairman	<input type="checkbox"/>	<input type="checkbox"/>
15. Election of the auditor	<input type="checkbox"/>	<input type="checkbox"/>
16. Resolution on the nomination committee for the 2021 AGM.	<input type="checkbox"/>	<input type="checkbox"/>
17. Resolution on guidelines for remuneration to senior executives.	<input type="checkbox"/>	<input type="checkbox"/>