

Complete proposal for decision on Point 16 of agenda

Annual General Meeting's authorization of the Board to decided on the acquisition of own shares

The Board of Directors of Catena propose that the Annual General Meeting on April 28, 2010 authorize the Board, if the Board so deems appropriate, to decide on the acquisition and transfer of own shares in accordance with the following.

Acquisition of own shares

Terms: The Board shall, on one or more occasions prior to Catena's Annual General Meeting 2011, be entitled to decided on the acquisition of own shares up to a number of 1,156,450 shares, corresponding to not more that a total of 10% of all shares in the company.

Such repurchases may be implemented through:

- cash purchases on the Stockholm Exchange at the registered price interval on any given occasion and otherwise in accordance with applicable trading rules; and/or
- a purchase offer made to all shareholders for cash payment in which the price shall correspond to the lowest price quoted on the stock exchange at the time of the offer, with a maximum deviation of 30% upward.

Reason: the Board considers that the acquisition of own shares is a suitable measure to achieve continued desirable alignment of Catena's and the Group's capital structure. Capital requirements, taking into account the Catena Group's growth based on its current operations and through company acquisitions, were considered in this assessment.

Transfer of own shares

Terms: The Board shall, on one or more occasions prior to Catena's Annual General Meeting 2011, be entitled to decide on the transfer of own shares, which Catena holds after acquisitions in accordance with the above.

Such transfers of shares may occur:

- on the Stockholm Exchange at a price within the registered price interval at any given time.
- also off the Stockholm Exchange, with or without waiver of the preferential rights of the shareholders and with or without provision about contribution in kind or offset rights. Such transfers shall be at a price in money or value of property received corresponding to the price quoted on the stock exchange at the time of the transfer of the Catena shares being conveyed with the deviation that the Board deems appropriate.

Reason: The Board considers that from the shareholders' viewpoint own shares can be suitable payment (wholly or partly) in conjunction with company acquisitions in which the shareholders' preferential rights for obvious reasons must be waived.

Gothenburg, February 2010
Catena AB (publ)
Board of Directors

Statement by the Board of Catena AB in accordance with Chapter 19, Section 22 of the Swedish Companies Act

The Board proposes that the Annual General Meeting on April 28, 2010 authorize the Board to decide on the purchase of own shares. Accordingly, the Board is required to issue a separate statement regarding whether the proposal is justifiable taking into account shareholders' equity in relation to the type, scope and risks of the operations in the Group and the Group's consolidation level, liquidity and position in general.

Catena's and the Catena Group's financial position

Catena's and the Catena Group's financial position as of December 31, 2009 is presented in the annual report for fiscal year 2009. The annual report also presents the principles that shall be applied in valuation of assets, provisions and liabilities.

The proposal for repurchase of own shares means that the Board is authorized to acquire not more than so many shares that the Company's holdings of own shares amount to a maximum of one tenth of all shares in the Company.

Justification of the repurchase authorization

Taking into account the above and what otherwise has become known to the Board of Directors it is the Board's opinion that the proposed repurchase authorization is justifiable taking into account the type, scope and risks of the operations places on the size of the Company's and the Group's shareholders' equity as well as the in the Company's and the Group's consolidation level, liquidity and position in general. In this regard, the proposed cash dividend of SEK 5.75 per share was taken into account,

Gothenburg, February 2010
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