

► Responsible and transparent corporate governance creates value

The year was characterised by a significant expansion. In addition to the acquisition of Tribona, we bought 12 other logistics properties. We were able to finance this using divestments of properties that we no longer deemed to be strategic and a new share issue at terms advantageous to both investors and Catena, which was oversubscribed four times. Consistent governance of the company contributed to these transactions being able to be successfully carried out.

I have had the benefit of leading the Board's work and following Catena's development for a decade. The work of recent years has been a journey, from a company with one project property, to the leading property company in logistics properties. A period that was characterised by a clear focus on value creation. Since 2013, we have streamlined and developed the company's mixed property portfolio, which at the time contained a stock of logistics properties. The company's expertise in the field was already extensive. Today, the company is not only leading, but also the largest in the field. This is a development fully in line with the Board's overall mission: to build a financially strong and profitable company that can generate a sound and stable return for the shareholders. The road there mainly goes through our ability to deliver attractive logistics facilities that generate value for both new and existing customers. It is in this context that the transactions should be viewed, to strengthen our offering, as we have done recently. The Board of Directors also has a responsibility for all of the stakeholders on which Catena is dependent. Such as employees, various partners and not least the public authorities we cooperate with to tie together Scandinavia's goods flows. A responsible, clear and particularly transparent corporate governance with well-balanced decisions that take into consideration the various, large and small, stakeholders' wishes creates the trust that is crucial to Catena's continued development.

The experiences and characteristics that the Board members possess are central to all of the considerations, supported by established processes and control systems, that must continuously be made in all Board work. This applies not only to meeting the expectations of all stakeholders. It is just as important to consider the short-term perspective compared to the long-term perspective and ultimately balance the risks to the business opportunities that are continuously provided. These considerations have been highly present when we significantly expanded operations during the year. An expansion that could naturally limit our business opportunities to some extent at any time. Divestments of properties that we no longer



deem to be strategic holdings and not least the new share issue we conducted at the end of the year have, however, continuously ensured our possibilities of continuing to develop the operations. Our consistent management of the operations, which also includes a present auditor who has continuously been informed by management and participated in four Board meetings, has contributed to these transactions being able to be successfully carried out. This is further evidence of the value that a responsible and transparent corporate governance can achieve.

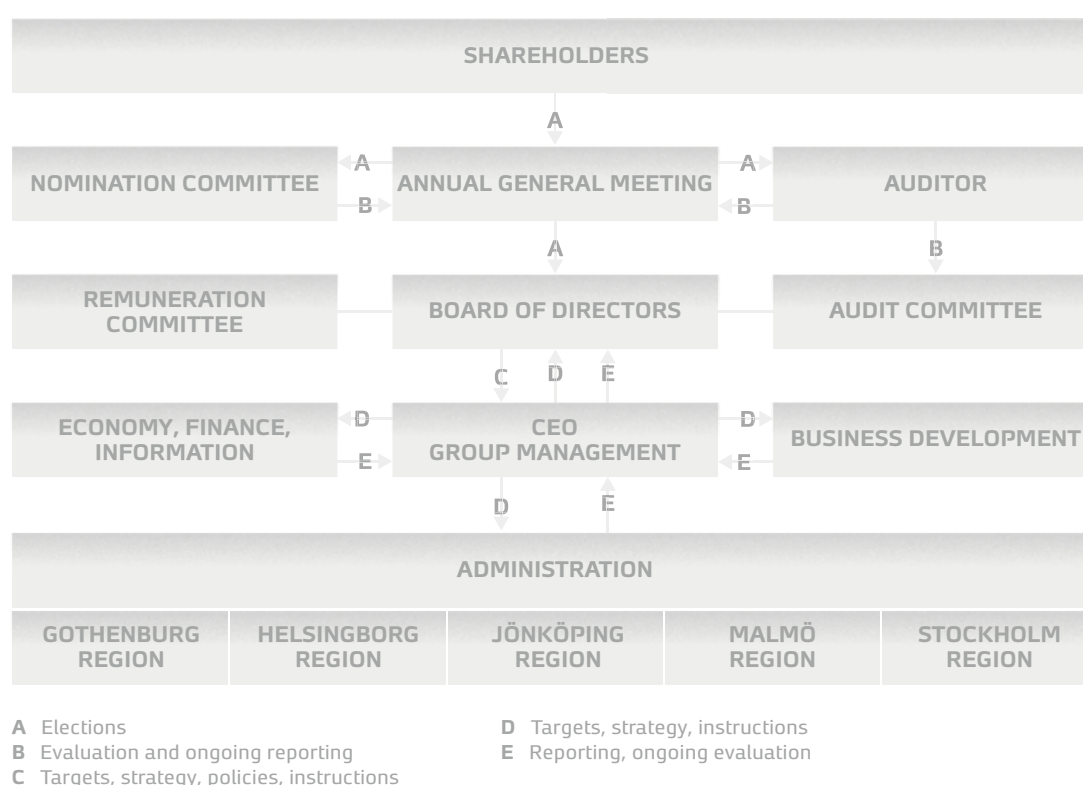
A well-conceived corporate governance with clear guidelines creates good conditions for the well-functioning cooperation that prevails between the Board of Directors and company management. This provides the management extensive opportunities to focus on the development of our business. Clear guidelines also make it easier for all of our employees to whom I would also like to express the Board's gratitude. It is our employees who run the daily operations when they meet our customers and improve our facilities.

Catena well prepared to continue developing the business.

Solna, March 2017
Henry Klotz, Chairman of the Board
hklotz@clsholdings.com

Corporate Governance Report

All business decisions at Catena must be justifiable from a financial and ethical perspective. Through active and responsible Board work, the Board balances the risks and opportunities associated with all commercial operations, and thereby generate value for shareholders and other stakeholders at the same time. Through transparency and availability, our shareholders and other stakeholders are provided insight into decision paths, responsibility, powers and control systems.



Regulations

External rules

Swedish Companies Act
Annual Accounts Act
Other applicable legislation
IFRS
Nasdaq's Rule Book for Issuers
Swedish Code of Corporate Governance

Internal rules

Articles of Association
The Board's formal work plan
Position instructions
Values
Code of Conduct
Financial policy
Personnel policy
Environmental policy
Information policy
Other policies and instructions

Corporate governance

Catena is a Swedish public limited liability company listed on NASDAQ Stockholm. The applicable regulations for governance and control of the Group are primarily the Articles of Association, the Swedish Companies Act, the Swedish Annual Accounts Act, Nasdaq Stockholm's Regulations for Issuers, the Swedish Code of Corporate Governance, internal guidelines and policies, as well as other applicable laws and regulations.

Catena's Board and executive management endeavour to ensure that Catena complies with the requirements imposed by the stock exchange, shareholders and other stakeholders. The Swedish Code of Corporate Governance (the "Code", available at www.bolagsstyrning.se) is aimed at ensuring favourable conditions for active and responsible ownership. It is based on the principle of comply or explain.

Deviations from the Code must be justified and explained. This Corporate Governance Report describes how Catena applied the Code during 2016.

Deviations from the Swedish Code of Corporate Governance

The company follows the Swedish Code of Corporate Governance with the following exceptions: The company has no separate internal audit function. The Board assesses the need for such a function annually and has determined that ongoing internal control efforts, which should preferably be performed by management, constitute a sufficient audit function in terms of the company's business and size.

Shareholders

At 28 February 2017, the share capital in Catena AB totalled SEK 157,236,226.40 distributed among 35,735,506 ordinary shares. On that date, the Catena AB had 15,149 shareholders (14,090). The largest shareholder is the Backahill Group with 31.4 percent (33.8) of the capital and EndicottSweden AB with 11.1 percent (11.2). No other shareholder held 10 percent or more of the shares outstanding. Each share confers one vote and each person entitled to vote at the General Meeting of shareholders may vote for the full number of shares held and represented. Read more about Catena's shares and shareholders on pages 62-65.

Ownership structure at 28 February 2017, 10 largest owners

	No. of shares, 000s	Votes, %
Backahill	11,221	31.4
Endicott Sweden AB (CLS Holding plc)	3,971	11.1
Länsförsäkringar fondförvaltning AB	3,539	9.9
SFU Sverige AB	1,847	5.2
Nordea Investment Funds	1,595	4.5
CGML PB Client Acct-Sweden Treaty (Carve Capital)	1,127	3.2
JP Morgan Bank Luxembourg SA	848	2.4
Danske Capital Sverige AB	806	2.3
CRHE Invest AB	770	2.2
Skagen Vekst Verdipapirfond	747	2.1
Other shareholders	9,265	25.7
Total	35,736	100.0

Annual General Meeting

The Annual General Meeting (AGM) is the company's highest decision-making body. At the AGM, all shareholders are provided with the opportunity, not subject to limitation, to exercise influence over the company corresponding to their respective share-holdings. The company applies no special arrangements concerning the function of the AGM – neither based on any provisions in

the Articles of Association or, insofar as the company is aware, any agreements between shareholders.

The AGM appoints the Board and auditors and adopts principles for the remuneration of the Board, auditors and Group management. When necessary, the AGM also makes decisions on items including the Articles of Association, dividends, and changes in share capital. At the AGM, which must be held within six months of the close of the financial year, resolutions must be passed on the adoption of the balance sheets and income statements, the appropriation of Catena's profit or loss and the discharge of responsibility of the Board and the CEO.

Annual General Meeting on 27 April 2016

After the Annual Report's balance sheet and income statement were adopted, the AGM resolved in accordance with the Board's proposal to approve a dividend of SEK 3.00 per share. The AGM resolved that the number of Board members elected by the AGM should be six ordinary members without deputies. The AGM approved the Nomination Committee's proposal on the re-election of Board members Bo Forsén, Gustaf Hermelin, Henry Klotz, Erik Paulsson, Katarina Wallin and Catharina Elmsäter-Svärd as ordinary Board members, with the re-election of Henry Klotz as the Chairman of the Board.

The registered accounting firm PricewaterhouseCoopers AB was elected as auditor, with authorised public accountant Lars Wennberg as the principal auditor.



► Catena continuously provides information through a number of activities to investors, lenders and shareholders. The photo shows Günther Mårder's interview at the capital market day in June that Catena traditionally participates in.

The AGM granted the Board members and the CEO discharged from liability for the 2016 financial year.

The Board also approved the Nomination Committee's proposal on instructions for the Nomination Committee.

The AGM also approved the Nomination Committee's proposal on fees of SEK 250,000, previously SEK 200,000, for the Chairman of the Board and SEK 125,000, previously SEK 100,000, for the other Board members who are not employed by the company.

Fees for the auditor are paid according to approved invoices on an on-going basis.

The Board's proposal on principles for the remuneration of senior executives was also approved; salary, other benefits and pension savings for the CEO and other senior executives are presented by the Group's Note 8. In 2016, variable remuneration paid to the CEO and management amounted to just under SEK 2.8 million.

The Annual General Meeting also resolved to authorise the Board to make decisions on new share issues, as well as on acquisitions and transfers of treasury shares. The purpose of the authorisation is to be able to continuously adapt the company's capital requirements and thereby contribute to increased shareholder value and to be able to transfer shares in connection with financing of possible property or company acquisitions, through payment with the company's own shares.

Up until the next AGM, the Board was authorised to decide on the acquisition and disposal of a maximum of 1/10 of all shares with funds available for profit distribution. Decisions may be made on one or several occasions. The authorisation includes the right to decide to deviate from shareholders' preferential rights. Disposals may be made in connection with possible acquisitions or other structural transactions or through sale on the open market. In connection with acquisitions or disposals via Nasdaq OMX Nordic Stockholm, the price shall be within the price interval registered at any given time. Shares may be acquired to adjust the capital structure, to be used in financing acquisitions or other transactions, or otherwise for disposal or redemption.

The Board was authorised, on one or more occasions prior to the next AGM, to issue new shares, with or without preferential rights for shareholders to participate in the issue and with or without provisions regarding payment in kind or set-off. The authorisation may cover the emission of at most a combined 1/10 of the total number of shares outstanding at the time of the Board's first decision to is-

sue shares. New share issues are to be implemented on the usual market terms.

The complete minutes are available at www.catena-fastigheter.se/om-oss/bolagsstyrning/arsstammor/

Nomination Committee

The Nomination Committee is tasked with preparing and submitting proposals for the Board, Chairman of the Board, directors' fees, policies for appointing the Nomination Committee, the Chairman at the AGM and, when applicable, auditors and auditors' fees. Catena's Annual General Meeting on 27 April 2016 decided to appoint a Nomination Committee consisting of representatives of the four largest shareholders and the Chairman.

In accordance with the decision, the following Nomination Committee was formed:

Name	Appointed by
Henry Klotz	Endicott Sweden AB (CLS Holdings plc)
Anders Nelson	Backahill Kil AB
Eva Gottfridsdotter-Nilsson	Länsförsäkringar Fondförvaltning AB
Klas Andersson	SFU Sverige AB

The Chairman of the Nomination Committee is Anders Nelson, while the Chairman of the Board Henry Klotz convenes the meetings. The four shareholder representatives together hold around 58 percent of the votes in Catena as of 28 February 2017.



Anders Nelson
Chairman of the Nomination Committee
nelson@backahill.se

In accordance with applicable decisions, new shareholder representatives are to be appointed when ownership changes.

Board of Directors

The Board's overriding task is to manage Catena's and the Group's activities on behalf of the owners in a way that best secures the owners' interest in a favourable long-term return on capital. The members are elected annually at the AGM for the period up to the end of the following AGM. The Board's work is carried out in compliance with law, regulations, the Articles of Association and the formal work plan.

The formal work plan is discussed at the statutory Board meeting and is set annually. The composition of the Board includes expertise and experience from the areas that are of major importance as part of efforts to support, monitor and control operations in a property company. Board members have expertise in properties, the real estate market, and financing and business development, for example. In accordance with the Articles of Association, Catena's Board is to comprise not fewer than five and not more than nine members with no deputies. Catena's Board comprises six members who were elected at the Annual General Meeting (AGM) on 27 April 2016. For further information about the Board members, refer to the presentation of the Board and company management on pages 126-127.

The work of the Board of Directors

The Chairman of the Board is responsible for leading the work of the Board in an efficient and appropriate manner. In addition to leading the Board's work, the Chairman continuously monitors the Group's development through contact with the CEO on strategic issues. During 2016, ten minuted Board meetings were held, one of which was statutory. The Board member's attendance is included in the Board presentation on page 126. During the year, the CFO acted as the secretary of the Board. In addition to the above items, Board meetings have addressed market issues, plans and strategies for the Group's development

and the on-going follow-up of results and position, valuations of the Group's properties, liquidity and financing as well as investment decisions. Catena's auditor in charge Lars Wennberg, PwC, was called in to the Board meetings in February, March, July and November.

Formal work plan

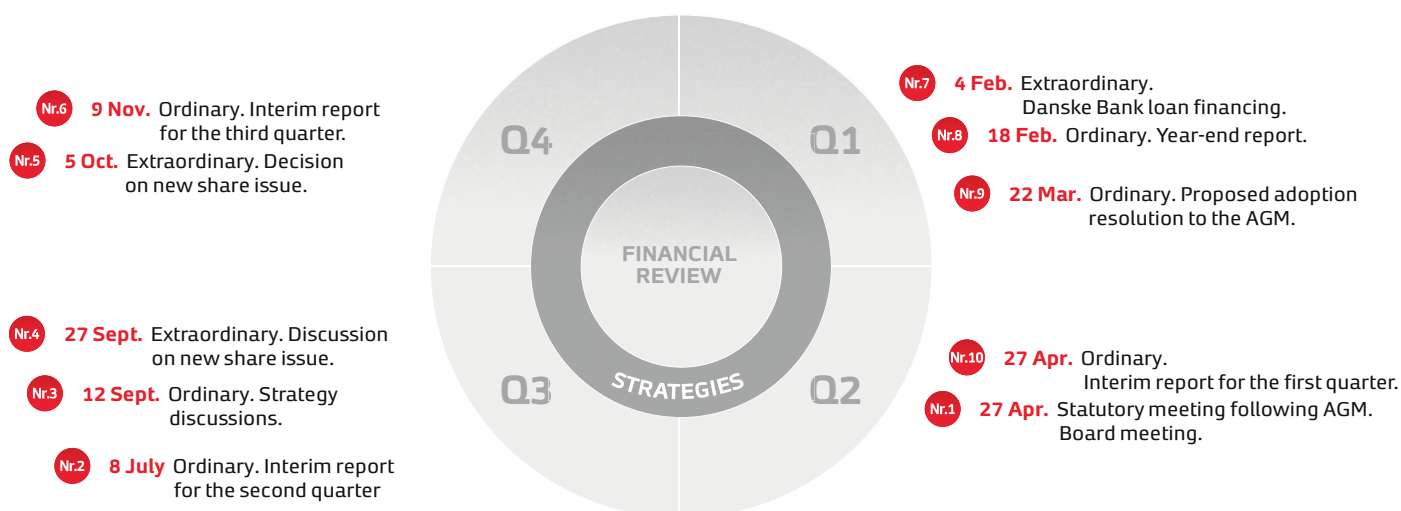
The Board of Catena works in accordance with a formal work plan consisting of instructions in respect of the division of duties and financial reporting. The formal work plan represents a complement to the provisions of the Swedish Companies Act and Catena's Articles of Association and is reviewed annually.

The Board appoints the CEO and assesses his/her work. The CEO does not attend this assessment.

The Board is responsible for continuously monitoring and controlling Catena's operations. Consequently, it is the duty of the Board to ensure there is a functioning reporting system. The systems were evaluated during the year and have proven appropriate and effective. Regular reports concerning Catena's and the Group's economic and financial position, current market issues, project reporting, and, in certain cases, underlying information for investment decisions and property sales, are presented at Board meetings.

In addition to being responsible for Catena's organisation and administration, the Board's key task is to make decisions on strategic issues. Each year, the Board sets

Principal content of the Board meetings in 2016



the overall goals for the Group's operations and decides on strategies to attain these goals. The CEO's instructions and internal policy documents are also reviewed annually.

Assessment of the work of the Board

Each year, the Chairman of the Board performs an evaluation of the Board's ability to perform its duties, its working methods and composition in relation to the direction and challenges facing the company. The individual Board members' competence, commitment and suitability (from a variety of perspectives) are tested by means of an extensive questionnaire that each member is required to respond to in isolation. The responses received are followed up in a private discussion based on the company's planning and its expectations of that member. The results are discussed in the Nomination Committee, which, based on the completed evaluation and other considerations, proposes a Board for the coming year of operations. Well-functioning Board work demonstrates that the process has been effective.

Board Committees

Remuneration Committee

The Board of Catena has established a Remuneration Committee. The task of the Remuneration Committee is to prepare matters concerning remuneration and other conditions of employment for the CEO. The CEO, on the basis of principles established by the Board, determines remuneration of senior executives. During 2016, the Remuneration Committee comprised Henry Klotz (Chairman), Bo Forsén and Katarina Wallin.

Audit Committee

Catena's Board has established an Audit Committee. The task of the Audit Committee is to maintain and add to efficiency in contacts with the Group's auditor and to supervise the procedures for auditing and financial reporting. The Committee also evaluates the work of the auditor and monitors how accounting policies and requirements are progressing. The Board has decided that all its members, with the exception of the CEO, are to be part of the Committee during the year.

Auditor

The auditor reports the results of his examination to the shareholders in the auditor's report. This is presented at the AGM. In addition, the auditor presents a detailed report to the Board twice annually. In conjunction with this report, a discussion is also held concerning the observations of the audit. In addition to auditing, PwC has also provided services in the areas of taxes and accounting.



Lars Wennberg, Auditor PwC
lars.wennberg@pwc.com

CEO

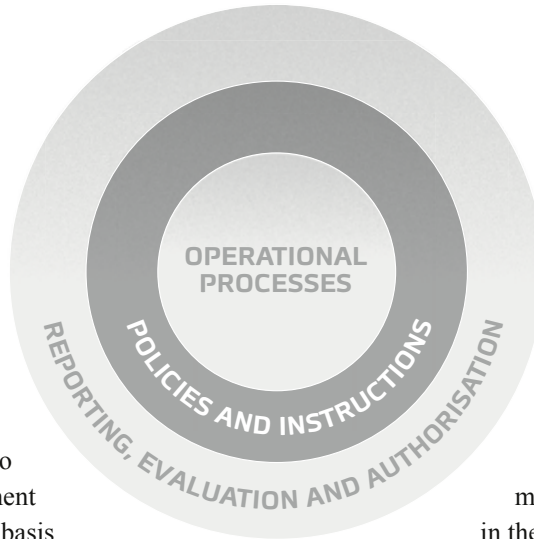
The CEO leads operations on the basis of the CEO's instructions drawn up by the Board. According to the instructions, the CEO is tasked with ensuring that the Board members receive regular information and reports on Catena's progress to enable them to make sound assessments and well-founded decisions. The CEO must also ensure that Catena observes the obligations regarding information and so forth that arise from the listing agreement with NASDAQ Stockholm. The CEO's duties also include supervising compliance with the goals, policies and strategic plans established by the Board and ensure that they are submitted to the Board for updating or review whenever necessary.

Stock market information

Catena submits prompt, simultaneous, correct and reliable information to existing and potential shareholders and other stakeholders. The company submits interim reports, a year-end report and an annual report for the entire financial year. Catena's website, www.catenafastigheter.se, presents current information on Catena, such as press releases and financial statements. Shareholders can download financial information from the company via the website. This information can also be ordered directly from Catena by telephone or by post.

Internal control

The Board is responsible for internal control pursuant to the Swedish Companies Act and the Swedish Code of Corporate Governance. This Corporate Governance Report is prepared in accordance with Chapter 6, Section 6 of the Swedish Annual Accounts Act and is thus limited to internal control and risk management related to financial reporting. The basis of internal control is the control environment in which the work of the Board and executive management is set. The Board has adopted a number of important policies and basic guidelines for internal control programs, such as a financial policy, an ethics and crisis management policy and information policies. The CEO presents regular reports to the Board on the basis of established routines and documents. Catena's internal control structure is based on a clear division of responsibility and work between the Board and CEO, as well as within operational activities. Operational activities include business control and business planning processes.



Examples of these include tools for monitoring operations, preparations ahead of the purchase and sale of properties/companies, and underlying data for property valuations.

Control activities are performed at the individual property level in the form of current results and investment monitoring and, at the overall level, in the form of results analysis at the area level, analysis of key data and reviews of the

Group's legal structure.

In order to prevent and detect errors and deviations, there are, for example, systems for attestation rights, reconciliations, approval and reporting of business transactions, reporting templates as well as accounting and valuation policies. These systems are continuously updated. Internal information and external communication are regulated at the overall level by means of the information policy. Internal information is disseminated through regular information meetings.



► Sunnanå 12:51, Malmö.
 Adjacent to the terminal, there is also a distribution centre that supplies goods to the local market.