

## Agenda for the Annual General Meeting of shareholders of Castellum AB (publ) on Thursday, March 21, 2019

Opening of the meeting (Charlotte Strömberg, Chairman of the Board of Directors)

1. Election of Chairman of the meeting.  
*Proposal: The Election Committee proposes the lawyer Sven Unger.*
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to verify the minutes.
5. Consideration if the Annual General Meeting has been duly convened.
6. Presentation of
  - (a) the annual accounts and the audit report as well as the consolidated annual accounts and the audit report for the group,
  - (b) the auditor's statement regarding the company's compliance with the guidelines for remuneration to members of the executive management in effect since the previous Annual General Meeting, see [Appendix 1](#).

In connection thereto, presentation by the Chairman of the Board of Directors and the Managing Director.

7. Resolution regarding the adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet.
8. Resolution regarding the allocation of the company's profit in accordance with the adopted balance sheet and, in the event that the meeting resolves to distribute dividend, a resolution regarding the record day for distribution of dividend.

*Proposal: The Board of Directors proposes a dividend of SEK 6.10 per share, distributed to the shareholders in two equal payments of SEK 3.05 per share, see [Appendix 2](#).*

9. Resolution regarding discharge from liability towards the company in respect of the members of the Board of Directors and the Managing Director.
10. The Election Committee's report on its proposals regarding resolutions at the Annual General Meeting and the Election Committee's motivated statement concerning its proposal regarding the Board of Directors, see [Appendix 3](#).
11. Resolution regarding the number of members of the Board of Directors and the number of auditors and deputy auditors.

*Proposal: The Election Committee proposes that the Board of Directors should consist of seven members and the number of auditors should be one with no deputy auditor.*

12. Resolution regarding remuneration to the members of the Board of Directors and the auditor.

*Proposal: The Election Committee proposes that remuneration to the members of the Board of Directors should be the following (2018 remuneration within brackets).*

- The Chairman of the Board of Directors: SEK 985,000 (SEK 850,000).*
- Each of the other members of the Board of Directors: SEK 410,000 (SEK 370,000).*
- Member of the Remuneration Committee, including the Chairman: SEK 50,000 (SEK 50,000).*
- Chairman of the Audit and Finance Committee: SEK 150,000 (SEK 150,000).*
- Each of the other members of the Audit and Finance Committee: SEK 75,000 (SEK 75,000).*

*The proposed total remuneration to the members of the Board of Directors, including remuneration for committee work, accordingly amounts to SEK 3,895,000 (SEK 3,520,000) provided that the number of committee members remains unchanged.*

*It is proposed that the auditor's fee shall be paid as per approved accounts.*

13. Election of members of the Board of Directors and Chairman of the Board of Directors.

- (a) Charlotte Strömberg
- (b) Per Berggren
- (c) Anna-Karin Hatt
- (d) Christer Jacobson
- (e) Christina Karlsson Kazeem
- (f) Nina Linander
- (g) Johan Skoglund

*Proposal: All the existing Board members are proposed to be re-elected as Board members. Charlotte Strömberg is proposed to be re-elected as Chairman of the Board of Directors.*

14. Election of auditor.

*Proposal: Deloitte is proposed for re-election as auditor in Castellum until the end of the Annual General Meeting 2020. If the Annual General Meeting resolves to elect Deloitte as auditor, Deloitte has announced that Hans Warén will continue as the main responsible auditor at Deloitte.*

15. Resolution regarding the establishment of an Election Committee for the next Annual General Meeting.

*Proposal: The Election Committee proposes that a new Election Committee should be established in accordance with Appendix 3.*

16. Resolution regarding guidelines for remuneration to members of the executive management.

*Proposal: The Board of Directors proposes that guidelines for remuneration to members of the executive management should be adopted in accordance with Appendix 4.*

17. Resolution regarding renewal of the incentive program for members of the executive management.

*Proposal: The Board of Directors proposes that a renewal of the incentive program for members of the executive management should be resolved in accordance with Appendix 5.*

18. Resolution regarding authorisation for the Board of Directors to resolve on new share issues.

*Proposal: The Board of Directors proposes that the Board of Directors should be authorised to resolve on new share issues in accordance with Appendix 6.*

19. Resolution regarding authorisation for the Board of Directors to resolve to acquire and transfer the company's own shares.

*Proposal: The Board of Directors proposes that the Board of Directors should be authorised to resolve to acquire and transfer the company's own shares in accordance with Appendix 7. The Board of Directors' motivated statement in respect of its proposed authorisation is set out in Appendix 7a.*

Closing of the meeting.