

## **The Board of Directors' proposal for a resolution to grant the Board of Directors the authority to resolve on the acquisition and transfer of the Company's own shares**

### **Objective**

In order to allow the Company to adapt its capital structure to its capital needs from time to time and thereby contribute to an increased shareholder value, and/or to transfer own shares as payment in order to completely or partially finance any future real property investments and/or acquisitions of real property companies/businesses or by using own shares as payment in connection with agreements on acquisition of real property, alternatively to raise capital for such investments and/or acquisitions, the Board of Directors proposes that the shareholders at the Annual General Meeting to be held on 23 March 2023 resolves to authorise the Board of Directors, until the next Annual General Meeting, to resolve on the acquisition and transfer of the Company's own shares in accordance with what is stated below. It is noted that the objective of the authorisation does not allow the Company to trade with its own shares for short-term purpose of making a profit. At the time of this proposal, the Company holds 17,331,000 own shares.

### **Authorisation to resolve on the acquisition of own shares**

The Board of Directors is authorised, until the next Annual General Meeting, to resolve on the acquisition of the Company's own shares as follows:

1. Acquisitions of shares may be carried out only to the extent that the Company, after each acquisition, will hold a maximum of ten per cent (10%) of all shares issued by the Company.
2. Acquisitions may be carried out on the Nasdaq Stockholm stock exchange (the "**Stock Exchange**").
3. Acquisitions on the Stock Exchange may only be carried out at a price per share, which is within the registered price level at the time.
4. Payment of the shares shall be made in cash.
5. Acquisitions of shares may be carried out on one or several occasions.

### **Authorisation to resolve on the transfer of own shares**

The Board of Directors is authorised, until the next Annual General Meeting, to resolve on the transfer of the Company's own shares as follows:

1. All shares held by the Company may be transferred.
2. Transfer of shares may be carried out on the Stock Exchange or in any other way with deviation from the shareholders' preferential rights.



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3. Shares may only be transferred on the Stock Exchange at a price per share which is within the registered price level at the time.
4. Payment for the transferred shares shall be made out in cash, contribution in kind, through set off against a claim on the Company or shall otherwise be made according to set conditions.
5. Transfer of shares may be carried out on one or several occasions.

The reason for deviating from the shareholders' preferential rights and the rationale behind the selling rate is to obtain the best possible conditions for the Company.

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The statement by the Board of Directors in accordance with Chapter 19, Section 22 of the Swedish Companies Act is available on the Company's website, [www.castellum.com](http://www.castellum.com).

A resolution will only be validly adopted if shareholders holding no less than two thirds (2/3) of both the votes cast and the shares represented at the meeting vote in favour of the proposal.

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Gothenburg in February 2023  
CASTELLUM AKTIEBOLAG  
The Board of Directors