

## Agenda for the annual general meeting of shareholders of Castellum AB (publ) on Thursday, March 20, 2014

Opening of the meeting (Mrs. Charlotte Strömberg, chairman of the board of directors)

1. Election of chairman of the meeting.

*Proposal: The election committee proposes Mr. Klaes Edhall (lawyer at Mannheimer Swartling Advokatbyrå AB).*

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 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 balance sheet for the parent company and the consolidated statement of comprehensive income and 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 profit, a resolution regarding the record day for distribution.

*Proposal: The board of directors proposes a dividend of SEK 4.25 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 work and the election committee's motivated statement concerning its proposals regarding the board of directors, see [Appendix 3](#).
11. Resolution regarding the number of members of the board of directors and auditors.

*Proposal: The election committee proposes that the board of directors should consist of seven members and that the auditors should be two with one deputy auditor.*

12. Resolution regarding remuneration to the members of the board of directors and the auditors.

*Proposal: The election committee proposes that remuneration to the members of the board of directors should be the following (2013 resolution within brackets). The board of directors has, following discussion with the election committee, decided to establish a separate audit and finance committee.*

- *The chairman of the board of directors: SEK 585,000 (SEK 525,000).*
- *Other members of the board of directors: SEK 275,000 (SEK 250,000).*
- *Member of the board of directors' remuneration committee, including the chairman: SEK 30,000 (SEK 30,000).*
- *Chairman of the board of directors' audit and finance committee: SEK 50,000 (the committee is new).*
- *Other members of the board of directors' audit and finance committee: SEK 35,000 (the committee is new).*

*The proposed total remuneration to the members of the board of directors, including remuneration for committee work, accordingly amounts to SEK 2,445,000 (SEK 2,115,000).*

*The election committee proposes that remuneration to the auditors during their term of office shall be based on approved accounts.*

13. Election of members of the board of directors and chairman of the board of directors.

*Proposal: The election committee proposes re-election of the existing board members Mrs. Charlotte Strömberg, Mr. Per Berggren, Mrs. Marianne Dicander Alexandersson, Mr. Christer Jacobson, Mr. Jan Åke Jonsson and Mr. Johan Skoglund. Mrs. Ulla-Britt Fräjdin-Hellqvist, board member since 2003, has declined re-election. Furthermore, the election committee proposes election of Mrs. Nina Linander as new member of the board of directors and proposes re-election of Mrs. Charlotte Strömberg as chairman of the board of directors.*

14. Election of auditors.

*Proposal: The election committee proposes re-election of the authorised public accountant Mr. Magnus Fredmer (EY) and election of the authorised public accountant Mr. Hans Warén (Deloitte) as new auditor. Furthermore, the election*

*committee proposes election of the authorised public accountant Mr. Fredrik Walméus (Deloitte) as new deputy auditor.*

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 4.*

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 5.*

17. 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 6. The board of directors' motivated statement in respect of its proposed authorisation is set out in Appendix 6(a).*

Closing of the meeting.