

The Nomination Committee's proposals for resolution and statement regarding the Extraordinary General Meeting in Castellum AB (publ) 2022-12-08

Since October 11, 2022, the Nomination Committee of Castellum AB (publ) (the "Company" or "Castellum") consists of the following members:

- Ralf Spann, appointed by Akelius Residential Property AB (publ)
- Patrik Tillman, appointed by Rutger Arnhult and associated companies
- Johannes Wingborg, appointed by Länsförsäkringar Fondförvaltning AB (publ)
- Helen Fasth Gillstedt, appointed by Handelsbanken Fonder
- Per Berggren, Chairman of the Board of Directors

Helen Fasth Gillstedt is the Chairman of the Nomination Committee. As of October 6, 2022, the shareholder representatives in the Nomination Committee represent approximately 23 percent of the share capital and the total number of votes in the Company.

The Nomination Committee's proposals

1. Election of Chairman of the meeting
The Nomination Committee proposes that the attorney Pontus Enquist is elected as Chairman of the Extraordinary General Meeting
2. Determination of the number of Board members of the Board of Directors
The Nomination Committee proposes that the Board of Directors shall consist of seven (six) Board members.
3. Election of a new Board member
The Nomination Committee proposes that Leiv Synnes is elected as a new Board member

Leiv Synnes has informed the Nomination Committee that he abstains remuneration for the time until the next Annual General Meeting

Leiv Synnes, born in 1970, is employed by Akelius Residential Property AB (publ) since 2004. Synnes is the CFO since 2014 and the Vice President since 2020. He was the Head of Business Development between 2010-2014 and Treasurer during 2004-2014. Synnes is a Swedish citizen, residing in Täby and has a Master in Economics from Umeå University. Leiv is a member of the Board in several of the companies in the Akelius group, including Akelius Fonder Ltd., Akelius Invest Ltd. and Akelius Språkkurs AB.

The Nomination Committee's statement

The Nomination Committee is of the opinion that Leiv Synnes will be a positive addition to the Board of Directors. Akelius Residential Property AB (publ) is Castellum's main shareholder, and it is positive that the main shareholder takes responsibility for the governance of the Company by nominating its CFO to the Board of Directors. Financing is always an important topic for a real estate company, especially in the current times. The addition of Synnes will strengthen the Board of Directors' competence regarding financing. Synnes has extensive experience not only regarding financing and capital structures for real estate companies but also regarding financial reporting and real estate transactions. As Akelius Residential Property AB (publ) operates in several European countries and in North America, Synnes will also contribute with an international outlook.

All members of the Board of Directors have announced that they are available for re-election and the Nomination Committee considers that continuity is important for the Board of Directors. Therefore, it is proposed that an additional Board member is elected to the Board of Directors and that no further changes to the Board of Directors are carried out at this point. The Nomination Committee believes that the Board of Directors has an appropriate composition and size and that it is characterized by versatility and breadth and that the proposed Board members has competence and experience in strategically important areas.

The Nomination Committee has applied rule 4.1 of the Swedish Corporate Governance Code (Sw. Koden) as a diversity policy when preparing the proposal regarding the election for the Board of Directors. The gender balance of the Board of Directors has been discussed in the Nomination Committee and the proposal means that the proportion of women will decrease. The question of the gender composition of the Board of Directors is an issue that the Nomination Committee needs to consider in the proposal for the Annual General Meeting in 2023 and going forward.

The Nomination Committee assesses that Leiv Synnes is independent in relation to the management and the Company but not in relation to the major shareholders. The proposed board composition meets the requirements of the Swedish Corporate Governance Code with regard to independent Board members.