



The Board of Directors' proposal for a resolution on (A) the implementation of a long-term performance share program (Performance Share Program 2024/2027) and (B) authorisation for the Board of Directors to resolve on the acquisition and transfer of shares to the participants in the Performance Share Program 2024/2027

The Board of Directors of Castellum proposes that the Annual General Meeting 2024 resolves on (A) the implementation of a long-term performance share program (the "**Performance Share Program 2024/2027**") and (B) the acquisition and transfer of shares to the participants in the Performance Share Program 2024/2027. If the Annual General Meeting does not support the proposal in item (B), the Board of Directors proposes that (C) delivery of shares under the Performance Share Program 2024/2027 shall be conducted through entering into swap agreements with a third party.

Background and rationale

The Board of Directors considers it to be in the interest of the company and the shareholders that the interests of the executive management are aligned with those of the company and the shareholders through the company's executive management being offered participation in a performance share program, through which the executive management's holding of shares in Castellum will increase.

In light of the terms, the size of the allotment and other circumstances, the Board of Directors considers that the Performance Share Program 2024/2027, as set out below, is fair and beneficial to the company and its shareholders.

It is the Board of Directors' intention that the structure of the Performance Share Program 2024/2027 shall be on a long-term basis and the Board of Directors therefore intends to, following evaluation of the implementation of the Performance Share Program 2024/2027, present corresponding proposals regarding the implementation of performance share programs also to the upcoming Annual General Meetings of the company.

The Board of Directors' proposal includes (A) the implementation of the Performance Share Program 2024/2027, (B) the authorisation for the Board of Directors to resolve on the acquisition and transfer of shares to the participants in the Performance Share Program 2024/2027 and, in case the Annual General Meeting does not support item (B), (C) the transfer of shares under the Performance Share Program 2024/2027 through the company entering into a share swap agreement with a third party.

A. The Board of Directors' proposal for a resolution on implementation of the Performance Share Program 2024/2027

Participants in the Performance Share Program 2024/2027

The Performance Share Program 2024/2027 is proposed to be directed to a total of not more than twelve (12) individuals divided into two categories: one category consisting of the CEO (one (1) individual) and one category consisting of other members of the executive management team (eleven (11) individuals).

Investment requirement

Participation in the Performance Share Program 2024/2027 is conditional upon that the participant makes an own investment in the Castellum share and/or that the participant already holds shares in Castellum ("**Investment Shares**"), and that the participant allocates the Investment Shares to the Performance Share Program 2024/2027. The CEO is required to allocate Investment Shares to the Performance Share Program 2024/2027 corresponding to two (2) monthly gross salaries and the other members of the executive management team are required to allocate Investment Shares to the Performance Program 2024/2027 corresponding to one (1) monthly gross salary. The allocation of the Investment Shares must be made no later than 10 June 2024. The Board of Directors shall be entitled to postpone the deadline for the allocation.

Performance share rights

Each participant in the Performance Share Program 2024/2027 will be granted a certain number of performance share rights ("**Performance Share Rights**"), free of charge. Each Performance Share Right gives the participants the right to, free of charge, receive one (1) share in Castellum ("**Performance Share**") from Castellum or a designated third party, subject to fulfilment of the conditions for receiving Performance Shares. Allotment of Performance Shares is also subject to potential re-calculations, as set out below. The Performance Share Rights do not constitute securities and are not transferable.

Granting of Performance Share Rights to the participants will take place on or around 13 June 2024. The Board of Directors shall be entitled to postpone the granting of Performance Share Rights.

A participant will only be eligible to receive Performance Shares if:

- the Investment Shares are retained by the participant during the period starting on 14 June 2024 and ending immediately following the day of announcement of the interim financial report for the first quarter of 2027 (the "**Vesting Period**"),
- the participant has remained in its employment with the company during the Vesting Period; and
- the minimum performance target levels, as described below, are reached.

Allotment of Performance Shares will, if the conditions are fulfilled, take place as soon as practicably possible following the expiration of the Vesting Period.

The CEO shall be granted a number of Performance Share Rights which, at the time of receipt of the conditional right, shall have an underlying share value corresponding to seven and a half

(7.5) monthly gross salaries. Other members of the executive management shall be granted a number of Performance Share Rights which, at the time of receipt of the conditional right, shall have an underlying share value corresponding to six (6) monthly gross salaries. The share price to be used as basis for the calculation shall be the volume-weighted average share price of the Castellum share on Nasdaq Stockholm during the 20 trading days following the Annual General Meeting 2024.

The CEO may, based on the volume-weighted average share price paid for the Castellum share between 26 February 2024 and 22 March 2024 of SEK 130.34, be granted a maximum of 11,796 Performance Share Rights of series A and 11,796 Performance Share Rights of series B. Other members of the executive management may in total be granted a maximum of 38,944 Performance Share Rights of series A and 38,944 Performance Share Rights of series B.

The extent (if any) to which the participants' Performance Share Rights will entitle to allotment of Performance Shares after the end of the Vesting Period will be determined on the basis of the degree of fulfillment of the performance conditions that are described below.

Performance Share Rights of series A - total return on the Castellum share in absolute terms

Allotment is conditional upon that the total return of the Castellum share in absolute terms during the period 1 January 2024 – 30 April 2027 (the "**Measurement Period**") amounts to, or exceeds, ten (10) percent. If the total return during the Measurement Period amounts to ten (10) percent, 25 percent of the maximum number of Performance Shares that may be allotted on the basis of Performance Share Rights of series A will be allotted. Maximum allotment is conditional upon that the total return during the Measurement Period amounts to, or exceeds, 50 percent. If the total return during the Measurement Period amounts to between 10 and 50 percent, allotment is calculated linearly between 25 percent and 100 percent.

The total return on the Castellum share in absolute terms shall be calculated as follows:

The entry price shall correspond to the average price of the Castellum share during January - April 2024. The comparison price shall correspond to the average price of the Castellum share during January - April 2027. When calculating the entry price and the comparison price, the average share price shall be deemed to correspond to the average of the highest and lowest bid prices calculated for each trading day according to Nasdaq Stockholm's official list prices. In the absence of a quoted price paid, the bid price quoted as the closing price shall instead be included in the calculation. A day without listings of either the price paid or the bid price shall not be included in the calculation. When calculating the total return for the Castellum share, dividends received by shareholders during the Measurement Period shall be considered. If dividends are paid during the period for calculating the average entry price or comparison price, the share price for the days the share is traded, including dividends, shall be reduced by

the dividend amount. The total return of Castellum shares during the Measurement Period is re-calculated as a percentage.

Performance Share Rights of series B – total return on the Castellum share in comparison with CRERX (Carnegie Real Estate Return Index)

Allotment is conditional upon that the total return on the Castellum share exceeds the performance of CRERX during the Measurement Period. Maximum allotment is conditional upon that the total return compared to CRERX during the Measurement Period exceeds five (5) percentage points. Allotment is calculated linearly between zero (0) percentage points and five (5) percentage points.

The calculation of the total return of the Castellum share in comparison with CRERX shall be made as follows:

The total return of the Castellum share shall be calculated in accordance with what is stated above regarding Performance Share Rights of series A. The entry index shall correspond to the average index for CRERX during January - April 2024. The comparison index shall correspond to the average index for CRERX during January - April 2027. The comparison between the total return of the Castellum share and the development of CRERX is made on a percentage basis.

Recalculation

In order to align the participants' and shareholders' interests, Castellum will compensate for dividends and other value transfers to shareholders during the Vesting Period by increasing the number of shares that each Performance Share Right entitles the participant to receive. The number of Performance Shares that each Performance Share Right may entitle to shall also be re-calculated in the event of a bonus issue, share split, reverse share split, and, if deemed reasonable and practical by the Board of Directors, similar events impacting the number of shares in Castellum.

Hedging arrangements

In order to implement the Performance Share Program 2024/2027 in a cost-efficient manner, the Board of Directors has considered different methods for securing the delivery of shares to the participants and the company's exposure towards costs and social security contributions that may arise as a consequence of the Performance Share Program 2024/2027. The Board of Directors has thereupon found that the most cost-efficient alternative would be, and thus proposes that the Annual General Meeting resolves upon an authorisation for the Board of Directors to resolve on the acquisition and transfer of own shares, free of charge, to participants in the Performance Share Program 2024/2027, and on the transfer of own shares to a third party. More detailed terms and conditions for the Board of Directors' main alternative are set out in item (B) below.

Should the majority required for the resolution to transfer the company's own shares not be reached, the Board of Directors proposes that Castellum shall instead be able to enter into a share swap agreement with a third party, in accordance with item (C) below.

Dilution

Neither of the hedging alternatives proposed by the Board of Directors (in accordance with what is set out under "Hedging arrangements" above as well as under items (B) and (C) below) will give rise to any increases in the number of shares in the company and, accordingly, no dilutive effect will occur for existing shareholders by reason of the Performance Share Program 2024/2027.

Other

A decision on participation in, or implementation of, the Performance Share Program 2024/2027 requires that the participation is legally possible and that the Board of Directors deems that the participation or implementation is possible with reasonable administrative costs and financial efforts.

The Board of Directors shall be responsible for the details and management of the Performance Share Program 2024/2027 within the framework of the main terms set out above, including to resolve on the final timeline for the Performance Share Program 2024/2027, and the Board of Directors shall be authorised to make the minor adjustments to these conditions as required by law or for administrative reasons. The Board of Directors shall also be authorised to adjust or deviate from the terms as required by local laws and regulations and existing market practices.

B. The Board of Directors' proposal for acquisition and transfer of Castellum's shares to the participants in the Performance Share Program 2024/2027

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to, during the period until the next Annual General Meeting, resolve on the acquisition of up to 172,000 of Castellum's shares through trading on Nasdaq Stockholm.

The purpose of the proposed authorisation of the Board of Directors to repurchase shares in Castellum is to secure the delivery of Performance Shares to the participants under the Performance Share Program 2024/2027 and hedge the company's exposure towards social security contributions that may arise as a consequence of Performance Share Program 2024/2027.

In addition, the Board of Directors proposes that the Annual General Meeting resolves that transfer of a maximum of 172,000 shares in Castellum may be carried out in accordance with the conditions set out below. The number of shares is calculated on the basis of maximum participation in the Performance Share Program 2024/2027, with a buffer for a potential decrease in the share price and potential dividend compensation, and corresponds to approximately 0.04 percent of the total number of registered shares in Castellum as of the date of this proposal.

Acquisitions of the shares shall be made on Nasdaq Stockholm at a price per share within the prevailing price interval in accordance with applicable rules.

132,270 shares in Castellum may be transferred to participants in the Performance Share Program 2024/2027. Transfer of shares to the participants in the Performance Share Program

2024/2027 shall be made without consideration and shall be carried out at the time and subject to the conditions under which participants in the Performance Share Program 2024/2027 have the right to receive Performance Shares.

39,730 shares in Castellum may be transferred to a third party for the purpose of bringing in capital to cover the exposure towards social security contributions that may arise based on the allotment of Performance Shares. Transfer of shares to a third party shall be made at market price.

The number of shares in Castellum that may be transferred under the Performance Share Program 2024/2027 may be subject to re-calculation in the event of a bonus issue, share split, reverse share split, preferential rights issue and similar events impacting the number of shares in Castellum.

The Board of Directors' statement in accordance with Chapter 19, Section 22 of the Swedish Companies Act is appended to this proposal.

C. The Board of Directors' proposal for a share swap agreement with a third party

The Board of Directors proposes that the Annual General Meeting 2024, in the event that necessary majority is not obtained for item (B) above, resolves to secure delivery of shares under the Performance Share Program 2024/2027 by the company entering into a share swap agreement with a third party, whereby the third party in its own name shall acquire and transfer the company's shares to the participants in the Performance Share Program 2024/2027. The relevant number of shares in this context shall correspond to the number of shares proposed to be acquired and transferred under item (B) above.

Costs for the Performance Share Program 2024/2027

The Board of Directors considers that the Performance Share Program 2024/2027 will result in costs mainly related to administration, accounting payroll costs and social security costs.

The total administration costs are expected to be marginal compared to the other costs of the Performance Share Program 2024.

The Performance Share Rights will be expensed as personnel costs over the Vesting Period, without impacting the company's cash flow. If Performance Shares are allotted, the Performance Share Program 2024/2027 will incur additional costs in the form of social security costs. The total social security costs depend on the participant's employment status, the number of Performance Shares vested, and the value of the benefit received by the participant, i.e., the value of the Performance Shares upon allotment in 2027. Social security costs will be expensed in the income statement during the Vesting Period based on the value of the Performance Share Rights.

Based on the assumptions that the share price at the time of allotment of Performance Share Rights is SEK 130.34, which means that 101,479 Performance Share Rights will be allotted, that all Performance Share Rights allotted in the Performance Share Program 2024/2027 vest, an assumed share price of SEK 196 upon the allotment of the Performance Shares and an

assumed average percentage for social security costs of approximately 31.42 percent, the total costs for the program, including social security costs, are estimated to amount to SEK 15.4 million during the period 2024 – 2027, corresponding to an average of SEK 5.1 million per year, corresponding to approximately 0.9 percent of the company's total annual employee expenses (including social security costs) calculated on personnel expenses for the fiscal year 2023.

Based on the same assumptions as set out above, however with the difference that all 132,270 Performance Shares under the Performance Share Program 2024/2027 are allotted and vested, the total costs for the program, including social security costs, are estimated to amount to SEK 17.3 million during the period 2024 – 2027, corresponding to an average of SEK 5.8 million per year, corresponding to approximately 1.0 percent of the company's total annual employee expenses (including social security costs) calculated on personnel expenses for the fiscal year 2023.

All calculations above are preliminary and are only intended to provide an illustration of the costs that the Performance Share Program 2024/2027 may entail. Actual costs may thus deviate from what is stated above.

The costs estimated to result from the Performance Share Program 2024/2027 are in line with the costs resulting from the company's existing long-term share price related incentive programs. In addition, the Board of Directors considers the positive effects expected to result from the Performance Share Program 2024/2027 to outweigh the costs attributable to the Performance Share Program 2024/2027.

Effects on key figures and dilution

Castellum's operating profit for the financial year 2023 amounted to SEK 1,030 million. The estimated annual costs for the Performance Share Program 2024/2027 of SEK 5.1 million in accordance with the above correspond to approximately 0.5 percent of the operating result for the financial year 2023.

Full allotment of Performance Shares, including the buffer for a potential dividend compensation, entails, based on the example share price set out above, that the total number of shares under the Performance Share Program 2024/2027 will amount to no more than 132,270 shares, which corresponds to 0.03 percent of the number of outstanding shares in the company as of the date of this proposal.

If the 39,730 shares that may be transferred to a third party for the purpose of bringing in capital to cover the exposure towards social security contributions is taken into account, the total number of shares under the Performance Share Program 2024/2027 will amount to no more than 172,000 shares, which corresponds to 0.04 percent of the number of outstanding shares in the company as of the date of this proposal.

Other share-based incentive programs

The company currently has ongoing share price-based incentive programs, but no other ongoing share-based incentive programs.

Preparation of the proposal

The proposal has been prepared by the People Committee and the Board of Directors together with external advisors.

Majority rules

The Annual General Meeting's resolution on the implementation of the Performance Share Program 2024/2027 in accordance with item (A) above is conditional upon that the Annual General Meeting resolves in accordance with the Board of Directors' proposal in item (B) above or, alternatively, if item (B) is not supported by the Annual General Meeting, in accordance with the Board of Directors' proposal in item (C) above.

The resolution in accordance with item (A) above requires a majority of more than half of the votes cast. In order for a resolution under item (B) to be valid, shareholders holding no less than nine tenths (9/10) of both the votes cast and the shares represented at the meeting must vote in favour of the proposal. A resolution in accordance with item (C) requires a majority of more than half of the votes cast.

Gothenburg in April 2024
CASTELLUM AKTIEBOLAG
The Board of Directors