

## Statement by the Board of Directors in accordance with Chapter 19, Section 22 of the Swedish Companies Act

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 acquisition agreements, alternatively to raise capital for such investments and/or acquisitions, the Board of Directors of Castellum Aktiebolag has proposed that the Annual General Meeting to be held on 7 May 2025 resolves to authorise the Board of Directors to, up until the next Annual General Meeting, resolve on acquisitions of own shares in accordance with the Board of Directors' proposal to resolve on the authorisation of the Board of Directors to resolve on acquisitions and transfers of own shares. The aforementioned proposal states, *inter alia*;

- (i) that the company at the time of the proposal holds 155,403 own shares; and
- (ii) that the Board of Directors has proposed that the Annual General Meeting resolves to authorise the Board of Directors to resolve on acquisitions of the company's own shares to the extent that the company, after each acquisition, will hold no more than ten per cent (10%) of all the shares in the company.

The Board of Directors of Castellum Aktiebolag has further proposed that the Annual General Meeting on 7 May 2025 authorises the Board of Directors to, during the period until the next Annual General Meeting, resolve on purchases of up to 344,000 of Castellum's shares through trading on Nasdaq Stockholm in order to ensure delivery of Performance Shares to the participants under the Performance Share Program 2025/2028.

### **The financial position of Castellum Aktiebolag and the Castellum Group**

The financial position of Castellum Aktiebolag and the Castellum Group as of 31 December 2024 is presented in the annual report for the financial year 2024. Furthermore, the principles applied for valuation of assets, provisions and debt are presented in the annual report.

### **The defensibility of the authorisations**

According to the annual report for the financial year 2024, the unrestricted equity of the company as of the balance sheet date 31 December 2024 amounts to SEK 48,776 M. The restricted equity of the company as of the balance sheet date 31 December 2024 amounts to SEK 266 M. Derivative instruments and other financial instruments have been valued to the fair value in accordance with Chapter 4, Section 14 a of the Swedish Annual Accounts Act (Sw. *årsredovisningslagen*). The valuation has presented a surplus value of SEK 1,821 M after tax, which has affected the equity with the said amount.

Based on the reasons in the statement of the Board of Directors in respect of the proposed distribution of profit, the Board of Directors concludes – provided that the Annual General Meeting do not resolve to distribute dividend in excess of what has been proposed by the Board of Directors in the aforesaid proposal – that the proposed authorisations for acquisitions of own shares are justified considering the parameters in Chapter 17, Section 3 second and third paragraphs of the Swedish Companies Act (i.e. the requirements in respect of the company's and the Group's equity and the company's and the Group's consolidation needs, liquidity and financial position in general, which is determined by the nature, scope and risks of the business).

The Board of Directors further observes that – prior to the utilisation of any of the proposed authorisations by the Board of Directors – it is obliged, according to Chapter 19, Section 29 of the Swedish Companies Act, to prepare a new statement in relation to whether or not the planned acquisition of own shares may be justified considering the parameters in Chapter 17, Section 3 second and third paragraphs of the Swedish Companies Act, in light of the circumstances prevailing at the relevant time.

---

Gothenburg in April 2025  
CASTELLUM AKTIEBOLAG  
The Board of Directors