

# CASTELLUM

## Agenda for the Annual General Meeting of shareholders of Castellum AB (publ) on Thursday, March 24, 2011

Opening of the meeting (chairman of the board of directors, Mr. Jan Kvarnström)

1. Election of chairman of the meeting.  
*Proposal: The election committee proposes the lawyer Mr. Ragnar Lindqvist.*
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 of whether or not the 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 profit and loss account and the balance sheet as well as the consolidated profit and loss account and the consolidated balance sheet.
8. Resolution regarding the allocation of the company's profit in accordance with the adopted balance sheet and, if the meeting resolves to distribute profit, a resolution regarding the record day for distribution.

*Proposal: The board of directors proposes a dividend of SEK 3.60 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. Resolution to amend the Articles of Association.  
*Proposal: The Articles of associations are proposed to be amended in accordance with Appendix 3.*
11. The election committee's report on its work, see Appendix 4, and the election committee's statement concerning its proposals regarding the board of directors, see Appendix 4(a).
12. Resolution regarding the number of members of the board of directors and regarding the number of auditors and deputy auditors.  
  
*Proposal: The election committee proposes that the board of directors should consist of six members and the auditors should be two and one deputy auditor.*
13. Resolution regarding remuneration to the members of the board of directors and auditors.  
  
*Proposal: The election committee proposes that the remuneration should be SEK 1,700,000, out of which SEK 500,000 should be allocated to the chairman of the board of directors and SEK 240,000 to each of the remaining members of the board of directors. The amounts include compensation for committee work. Compared with last year, the proposal entails an increase of the remuneration with SEK 25,000 to the chairman and with SEK 15,000 to each of the other members of the board of directors. However, the total remuneration is reduced with SEK 125,000 since last year, as since the board of directors is proposed to be reduced by one member. The election committee further proposes that remuneration to the auditors during their term of office shall be based on approved accounts.*
14. Election of members of the board of directors and chairman of the board of directors and election of auditors and deputy auditor.  
  
*Proposal: The election committee proposes re-election of the present board of directors Mr. Jan Kvarnström, Mr. Per Berggren, Mrs. Marianne Dicander Alexandersson, Mrs. Ulla-Britt Fräjdin-Hellqvist, Mr. Christer Jacobson and Mr. Johan Skoglund. Mr. Göran Lindén, who has been a member of the board since 1999, has declined re-election. Mr. Jan Kvarnström should be re-elected as chairman of the board of directors.*  
  
*The election committee proposes further re-election of authorized public accountant Mr. Carl Lindgren and new election of authorized public accountant Mr. Magnus Fredmer. The present auditor Mr. Ingemar Rindstig, who has been auditor of the company for two mandate periods, is prevented from being re-elected due to the regulations in force. The election committee proposes also re-election of authorized public accountant Mr. Conny Lysér as 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 set up in accordance with Appendix 4(b).*

16. Resolution regarding guidelines for remuneration to members of the executive management of the company.

*Proposal: The board of directors proposes that guidelines for remuneration to members of the executive management of the company 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' statement in relation to the proposed authorisation is set out in Appendix 6(a).*

Closing of the meeting.