

Agenda for the Annual General Meeting of shareholders of Castellum AB (publ) on Thursday, March 21, 2013

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 the lawyer Mr. Klaes Edhall.

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 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 3.95 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, see [Appendix 3](#), and the election committee's statement concerning its proposals regarding the board of directors, see [Appendix 3\(a\)](#).

11. Resolution regarding the number of members of the board of directors.

Proposal: The election committee proposes that the board of directors should consist of seven members.

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

Proposal: The remuneration to the members of the board of directors is proposed to be SEK 2,025,000, out of which SEK 525,000 shall be allocated to the chairman of the board of directors and SEK 250,000 to each of the other members of the board of directors (including remuneration for work in the audit committee). The board of directors has decided to establish a separate remuneration committee within the board of directors. The remuneration committee shall include three board members, including the chairman of the board of directors who also will be the chairman of the remuneration committee. The level of remuneration for work on the remuneration committee is proposed to be SEK 30,000 per person, in total SEK 90,000. Compared with last year, the proposal entails an increase of the total remuneration with SEK 135,000 and a total remuneration to the members of the board of directors, including remuneration for work in the remuneration and audit committees, of SEK 2,115,000.

Remuneration to a member of the board may, if certain conditions are fulfilled, be invoiced by the board member's company. In that case, the invoiced amount shall be increased by an amount corresponding to the social security charges, which then do not have to be paid by Castellum, together with thereupon accrued VAT. The adjustment shall be cost neutral for Castellum.

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

Proposal: Re-election of all the present board members; Mrs. Charlotte Strömberg, Mr. Per Berggren, Mrs. Marianne Dicander Alexandersson, Mrs. Ulla-Britt Fräjdin-Hellqvist, Mr. Christer Jacobson, Mr. Jan Åke Jonsson and Mr. Johan Skoglund. Mrs. Charlotte Strömberg is proposed to be re-elected as chairman of the board of directors.

14. 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 3\(b\)](#).

15. 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 4](#).

16. Resolution regarding renewal of the incentive program for members of the executive management.

Proposal: The board of directors proposes that a renewal of the incentive program for members of the executive management should be resolved 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 respect of its proposed authorisation is set out in Appendix 6(a).

Closing of the meeting.