

## Resolution by the Board of Directors of Castellum AB (publ) on a new issue of shares (rights issue) subject to the General Meeting's subsequent approval

The Board of Directors of Castellum AB (publ) hereby resolves on a new issue of shares subject to the General Meeting's subsequent approval on the following terms and conditions.

### **Authorisation for the Board of Directors to resolve on the final terms and conditions of the issue**

The Board of Directors, or anyone appointed within the Board of Directors, is authorised to no later than on May 18, 2016 resolve on the highest amount by which the company's share capital shall be increased with, the highest number of shares which shall be issued and the amount to be paid for each new share.

### **Right to subscribe for new shares**

The company's shareholders shall hold preferential rights to subscribe for the new shares pro rata to the number of shares they hold.

If not all of the shares are subscribed for with subscription rights, the Board of Directors shall decide on the allotment of shares subscribed for without subscription rights in accordance with the following:

- Firstly, the shares shall be allotted to those that have applied for subscription and subscribed for shares by exercising subscription rights, regardless of the subscriber being a shareholder or not on the record date, and, in case of oversubscription, in proportion to the number of subscription rights used for subscription of shares, and where this is not possible, by drawing of lots.
- Secondly, the shares shall be allotted to others that have applied for subscription without subscription rights and, in case of oversubscription, in proportion to the number of shares that each has applied to subscribe for, and where this is not possible, by drawing of lots.
- Thirdly, any remaining shares shall be allotted to those who have guaranteed the new issue of shares pursuant to a specific agreement with the company, with distribution in relation to the size of their respective guarantee.

### **Record day**

The record day for the new issue and the obtaining of subscription rights shall be May 24, 2016.

### **Subscription period and payment**

Subscription of new shares with subscription rights, shall be made by payment in cash during the period from and including May 26, 2016 up to and including June 9, 2016.

Application for subscription of shares without subscription rights shall take place during the same period. Subscription shall in such case be made on a separate subscription list. Payment for shares subscribed for without subscription rights shall be made in cash pursuant to instructions on a contract note, however not later than three banking days from the issue of such contract note.

Subscription of new shares without subscription rights by those who have guaranteed the new issue of shares pursuant to a specific agreement with the company, shall be made on a separate subscription list no later than June 20, 2016. Payment for shares subscribed for without subscription rights by those who have guaranteed the new issue of shares pursuant to a specific agreement with the company, shall be made in cash pursuant to the instructions of such agreement, however, not later than June 20, 2016.

The Board of Directors shall have the right to extend the subscription period and the date for payment.

### **Right to dividend**

The new shares shall entitle to dividends for the first time on the record day for dividends which occurs immediately following the date when the shares were registered with the Swedish Companies Registration Office.

### **Specific conditions for the new issue**

The company has entered into an agreement regarding the acquisition of all of the shares in Norrporten AB (publ). Pursuant to the agreement, the acquisition is, amongst other things, subject to the receipt of clearances from the Swedish Competition Authority either by way of a decision to leave the acquisition without further action (with or without conditions) or by the expiry of applicable time limits and without any decision on proceedings having been issued. Since the new issue of shares is carried out in conjunction with the abovementioned acquisition, the new issue of shares shall also be subject to the receipt of clearances from the Swedish Competition Authority either by way of a decision to leave the acquisition without further action (with or without conditions) or by the expiry of applicable time limits and without any decision on proceedings having been issued. If the condition is not fulfilled and the new issue of shares is cancelled, the company will refund paid subscription amount in accordance with the following. If paid subscribed shares have been received or purchased, the subscription amount (i e the subscription price for the shares) will be refunded to the holder of the paid subscribed shares. If subscription and payment has taken place, but the paid subscribed shares have not yet been received, the subscription amount (i e the subscription price for the shares) will be refunded to the concerned subscriber.

### **Documents pursuant to Chapter 13, Section 6 of the Swedish Companies Act**

Documents pursuant to Chapter 13, Section 6 of the Swedish Companies Act (2005:551) are attached to this resolution and will be available at the Extraordinary General Meeting.

**Authorisations**

The Managing Director, or anyone appointed by the Managing Director, is authorised to make such minor adjustments to the resolution as may be required in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

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Stockholm, April 13, 2016  
CASTELLUM AB (publ)  
The Board of Directors