



## Summons to the Annual General Meeting of shareholders in Castellum AB (publ)

**The shareholders of Castellum AB (publ), Reg. No. 556475-5550, are hereby summoned to the Annual General Meeting to be held on Thursday, March 31, 2022 at 5 pm in RunAn, Chalmers Kårhus, Chalmersplatsen 1, Gothenburg. The entrance opens at 4.30 pm.**

In order to minimize the risk of spreading the coronavirus, the Board of Directors has decided that shareholders shall be able to exercise their voting rights at the Annual General Meeting also by postal voting in accordance with temporary legislation. As further precautionary measures, Castellum has decided that no beverages or food will be served and that certain restrictions will be made as to the attendance of non-shareholders. Castellum would like to encourage shareholders to consider whether to attend the meeting in person, but instead use the opportunity to vote by post or participate by proxy. Castellum is monitoring the development and will, if necessary, update the information.

### Notification etc.

#### Attend the meeting venue in person

A) A person who wishes to attend the meeting venue in person or by proxy must

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on Wednesday, March 23, 2022; and
- give notice of participation in the Annual General Meeting no later than Friday, March 25, 2022 (preferably before 4 pm). Notification of participation at the Annual General Meeting can be made by post to Castellum AB (publ), c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, by phone +46 8-401 43 76, or through the company's website [www.castellum.com](http://www.castellum.com). The notification must state name/business name, social security number/company registration number, address and telephone number.

For those who wish to be represented by a proxy, a written and dated power of attorney signed by the shareholder must be attached to the notification and presented at the meeting. Form of proxy is available on Castellum's website, [www.castellum.com](http://www.castellum.com). If the shareholder is a legal person, a registration certificate, or if such document does not exist, other corresponding authorization document must be attached.

#### Participation by postal voting

B) A person who wishes to participate in the Annual General Meeting by postal voting must

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on Wednesday, March 23, 2022; and



- give notice of participation in the Annual General Meeting no later than Friday, March 25, 2022, by having submitted a postal voting form in accordance with the instructions below, so that the postal vote is received by Euroclear Sweden AB no later than that day.

A person who wishes to attend the meeting venue in person or by proxy, must give notice in accordance with the instructions stated under A) above. Hence, a notice of participation only through postal voting is not sufficient for a person who wishes to attend the meeting venue.

A special form shall be used for postal voting. The form is available on the company's website [www.castellum.com](http://www.castellum.com). The completed and signed form may be sent by post to Castellum AB (publ), "Annual General Meeting", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, or by email to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com) (state "Castellum AB – postal voting" in the subject line). The completed and signed form must be received by Euroclear Sweden AB no later than Friday, March 25, 2022. Shareholders may also submit the postal vote electronically by verifying with BankID via Euroclear Sweden AB's website <https://anmalan.vpc.se/EuroclearProxy/>.

Shareholders may not provide special instructions or conditions in the voting form. If so, the postal vote (in its entirety) is invalid. Further instructions and conditions are included in the form for postal voting.

If the shareholder postal votes by proxy, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form. Form of proxy is available on Castellum's website, [www.castellum.com](http://www.castellum.com). If the shareholder is a legal person, a registration certificate or other corresponding authorization document must be attached to the form.

### **Nominee-registered shares**

In order to be entitled to participate in the Annual General Meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of Wednesday, March 23, 2022. Such registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee, in accordance with the nominee's routines, at such a time as decided by the nominee. Voting rights registrations that have been made no later than Friday, March 25, 2022 will be taken into account in the presentation of the share register.

### **Documentation**

The annual accounts, the audit report, the Board's report on remuneration pursuant to Chapter 8, Section 53 a of the Swedish Companies Act will be available at the company's office at Östra Hamngatan 16, Gothenburg, and on the company's website, [www.castellum.com](http://www.castellum.com), in connection with the disclosure of the company's annual report on March 7, 2022. The auditor's statement according to item 6 b), the Board's proposal and motivated statement in accordance with item 8, as well as other proposals regarding item 10 and items 17-19 will be available at the company's office and on the company's website no later than March 10, 2022. As to other proposals, complete proposals can be found under each item in this notice.



The Election Committee's complete proposal for resolutions, information regarding the proposed Board members, motivated statement concerning the Election Committee's proposal regarding the Board and report on the Election Committee's work can be found on the company's website.

The documents are considered presented by being held available at the company and on the company's website. The above documents will, as from the day they are available, be sent to shareholders, who have stated their postal address, upon request.

### **Number of shares and votes**

At the date of this summons, there are in total 345,731,968 shares and votes in the company, of which the company holds 5,712,000 own shares.

### **Items**

1. Election of Chairman of the meeting.
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 if the Annual 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.

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 the balance sheet as well as the consolidated income statement and the consolidated balance sheet.
8. Resolution regarding the allocation of the company's profit in accordance with the adopted balance sheet and resolution regarding the record days for distribution of dividend.
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.
11. The Election Committee's report on its proposals regarding resolutions at the Annual General Meeting and the Election Committee's motivated statement concerning its proposal regarding the Board of Directors.

12. Resolution regarding the number of members of the Board of Directors and auditors and deputy auditors.
13. Resolution regarding remuneration to the members of the Board of Directors and the auditor.
14. Election of members of the Board of Directors and Chairman of the Board of Directors.
  - (a) Per Berggren (Chairman)
  - (b) Anna Kinberg Batra
  - (c) Anna-Karin Celsing
  - (d) Joacim Sjöberg
  - (e) Rutger Arnhult
  - (f) Henrik Käll (new election)
15. Election of auditor.
16. Resolution regarding approval of the remuneration report.
17. Resolution regarding guidelines for remuneration to members of the executive management.
18. Resolution regarding authorisation for the Board of Directors to resolve on new share issues.
19. Resolution regarding authorisation for the Board of Directors to resolve to acquire and transfer the company's own shares.

## **Proposals for resolution**

### *Item 1*

The Election Committee proposes the lawyer Sven Unger to preside as Chairman of the Annual General Meeting.

### *Item 8*

The Board of Directors proposes a dividend of SEK 7.60 per share, distributed to the shareholders in four equal payments of SEK 1.90 per share. As record days for the dividend, the Board of Directors proposes Monday, April 4, 2022, Thursday, June 30, 2022, Friday, September 30, 2022 and Friday, December 30, 2022. The dividend is expected to be distributed by Euroclear Sweden AB on the third banking day after each record date.



CASTELLUM

*Item 10*

The Board of Directors proposes two new subparagraphs in § 9 of the Articles of Association with the following wording.

*The Board of Directors may decide before a general meeting that the shareholders shall be able to exercise their voting rights by post before the general meeting pursuant to the procedure stated in Chapter 7, Section 4 a of the Swedish Companies Act.*

*The Board of Directors may resolve that a person who is not a shareholder of the company shall be entitled, on the conditions stipulated by the Board of Directors, to be present or otherwise follow the proceedings at the general meeting.*

Furthermore, the Board of Directors proposes that § 11 of the Articles of Association should be amended with the following wording.

An Annual General Meeting shall be held in Göteborg or Stockholm within six months of the expiry of each financial year.

In order to be valid, a resolution regarding amendment of the Articles of Association requires approval of at least two thirds of the votes cast and the shares represented at the Annual General Meeting.

*Items 12, 13, 14 and 15*

An Election Committee has been established in accordance with the shareholders' resolution from the Annual General Meeting of 2021. The Election Committee consists of Helen Fasth Gillstedt (Chairman of the Election Committee) appointed by Handelsbanken Fonder, Patrik Essehorn appointed by Corem Property Group, Johannes Wingborg appointed by Länsförsäkringar Fondförvaltning, Ilija Batljan appointed by Ilija Batljan Invest and Per Berggren, Chairman of the Board of Directors.

The Election Committee has made the following proposals:

- I. 12* The Board of Directors is proposed to consist of six members and the number of auditors is proposed to be one with no deputy auditor.
- I. 13* Remuneration to the members of the Board of Directors is proposed to be the following (2021 remuneration within brackets).

The Chairman of the Board of Directors: SEK 1,075,000 (SEK 1,015,000).

Each of the other members of the Board of Directors: SEK 440,000 (SEK 425,000).

Chairman of the People Committee: SEK 100,000 (SEK 100,000).

Each of the other members of the People Committee: SEK 75,000 (SEK 75,000).

Chairman of the Audit and Finance Committee: SEK 220,000 (SEK 200,000).

Each of the other members of the Audit and Finance Committee: SEK 105,000 (SEK 100,000).

It is proposed that the auditor's fee shall be paid as per approved accounts.



- I. 14* The existing Board members Per Berggren, Anna Kinberg Batra, Anna-Karin Celsing, Joacim Sjöberg and Rutger Arnhult are proposed to be re-elected as Board members. Christina Karlsson Kazeem and Zdravko Markovski have declined re-election. Further, Henrik Käll is proposed to be elected as new Board member. Per Berggren is proposed to be elected as Chairman of the Board.

Henrik Käll, born in 1967, has a great understanding of the capital market and, particularly, the interest rate market, as he has worked in various leading positions in banking and finance both in Stockholm and London, including as Global Head of Markets Sales & Distribution at Nordea Markets covering all types of assets such as interest rates, shares, currencies and derivatives, whereby he was also a member of the Nordea Group's Risk and Product Committee.

More information concerning all members proposed for re-election and new election is available on the company's website, [www.castellum.com](http://www.castellum.com).

- I. 15* In accordance with the Audit and Finance Committee's recommendation, Deloitte is proposed for re-election as auditor in Castellum until the end of the Annual General Meeting 2023. If the Annual General Meeting resolves to elect Deloitte as auditor, Deloitte has announced that Harald Jagner will continue as the main responsible auditor at Deloitte.

*Item 16*

The Board of Directors proposes that the Annual General Meeting resolves to approve the remuneration report pursuant to section 8 subsection 53 a of the Swedish Companies Act.

*Item 17*

The Board of Directors' proposal regarding guidelines for remuneration to the members of the executive management is proposed to apply until further notice. In relation to the current guidelines, the proposal mainly entails a partly amended decision-making procedure for variable remuneration, that the share price based three-year incentive program is adopted every year instead of every third year and amounts to one third of the previous maximum remuneration, as well as that the reinvestment requirement related to the one-year profit based incentive program is removed. The guidelines includes the following key considerations.

The level of remuneration shall correspond to the conditions of the market and be competitive. A fixed salary shall be paid for work performed in a satisfactory manner. Pension terms shall correspond to general market practice and shall be based on pension schemes with fixed charges. In addition to the fixed salary, variable remuneration may be offered within the scope of a profit and share price based incentive program. Such variable remuneration should aim to create long term value, and strengthen the sustainability work, within the group. Total variable remuneration per year may not exceed the fixed annual remuneration. The profit and share price based incentive program consists of two parts, a one-year remuneration based on growth in income from property management per share and the development of individually determined factors, as well as a three-year remuneration based on to what extent established objectives in respect of the development of the share price have been achieved over a three-year period. Each year, the Board of Directors may decide to adopt a program that contains both parts. The program's structure shall be based on the objective to align the interests of the group executive management with the interests of the shareholders by way of the group executive management also being shareholders of Castellum and by increasing the share of the total remuneration which is connected to the



CASTELLUM

development of the group. Hence, the performance targets under the profit and share price based incentive program are clearly linked to Castellum's business strategy and long term interests, including its sustainability work, among others by linking the remuneration to the development of shareholder value and by promoting the executive member's long term personal development. Variable remuneration shall be paid as salary, includes payment for vacation and shall not be pension qualifying income unless required by mandatory collective agreement. In the event that the remuneration to the executive member is pension qualifying income in accordance with mandatory collective agreement provisions, necessary adjustment shall be made of the remuneration so that cost neutrality is achieved for the company. The participants shall undertake to purchase Castellum shares for at least half of the amount of the share price based remuneration received, after deduction for tax.

The notice period shall, upon termination by the company, not exceed six months in respect of the Managing Director, and twelve months in respect of any other member of the executive management of the company. The notice period shall, upon termination by the Managing Director or by any other member of the executive management of the company, be six months. During the notice period full salary will be paid and other benefits will be provided to the employee, with deduction for salary and other remuneration received from another employment or business during the notice period. Such deduction shall not be made in respect of the Managing Director. A severance pay, corresponding to twelve fixed monthly salaries, shall be paid to the Managing Director upon termination by the company. Such severance pay shall not be reduced due to other income received by the Managing Director.

The guidelines applies to executive members of the group executive management in Castellum. The Board of Directors has the right to reclaim variable remuneration that has been paid on the basis of information that later has turned out to be inaccurate and provided with a deceptive intention. Further, the Board of Directors shall have the right to deviate from the guidelines, in whole or in part, if in a specific case there is special cause for the deviation and a deviation is necessary to serve the company's long-term interests, including its sustainability work.

#### *Item 18*

The Board of Directors' proposal implies that the Board of Directors shall be authorised to, during the period until the next Annual General Meeting, resolve on new share issues, on one or several occasions, with or without deviation from the shareholders' preferential rights and that shares corresponding to maximum ten per cent of the company's share capital may be issued. Further, the proposal implies that an issue may be made against cash payment, by set-off or by contribution in kind. In case of deviation from the shareholders' preferential right to subscription, shares shall be issued on market terms. The purpose of the Board of Directors' proposal is to enable the company to, completely or partially, finance any future real property investments and/or acquisitions of real property companies/businesses by issuing new shares as payment in connection with agreements on acquisition of real property, alternatively to raise capital for such investments and/or acquisitions.

In order to be valid, a resolution regarding authorisation of the Board of Directors to resolve on new share issues requires approval of at least two thirds of the votes cast and the shares represented at the Annual General Meeting.

#### *Item 19*

The Board of Directors' proposal implies that the Board of Directors shall be authorised to, during the period until the next Annual General Meeting, resolve on acquisition on one or several occasions, of the company's own shares provided that the company after each



CASTELLUM

acquisition will not hold more than ten per cent of all the shares in the company, and to transfer all of the company's own shares with deviation from the shareholders' preferential rights. The objective of the Board of Directors' proposal is 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 to transfer own shares as payment, or in order to finance, real property investments and/or acquisitions of real property companies/businesses. This objective does not allow the company to trade with its own shares for the short-term purpose of making a profit.

In order to be valid, a resolution regarding authorisation of the Board of Directors to acquire and transfer own shares requires approval of at least two thirds of the votes cast and the shares represented at the Annual General Meeting.

### **Miscellaneous**

At the Annual General Meeting, shareholders are entitled to ask questions to the Board of Directors and the Managing Director in respect of information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that can affect the assessment of the company's or its subsidiaries' financial position and the company's relation to other companies within the group. The Board of Directors and the Managing Director shall provide such information at the Annual General Meeting, provided that they considers that it may be done without significant harm to the company.

### **Processing of personal data**

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Gothenburg in February 2022  
CASTELLUM AB (publ)  
The Board of Directors