

Item 14**The board's of Enea AB (publ) proposition on an authorization for the board to acquire and transfer its own shares**

Acquisition of treasury shares

1. The board proposes that the annual general meeting authorizes the board to acquire shares in Enea AB (publ) as follows:
 - a) Acquisitions of shares in Enea may only be made on Nasdaq OMX Stockholm (the "Marketplace") or in accordance with an offer to all shareholders in Enea.
 - b) The authorization may be utilized on one or several occasions up until the annual general meeting 2012.
 - c) Acquisition may only be made of such amount of shares that the Company's holding of treasury shares at each time does not supersede ten per cent of all shares in Enea.
 - d) Acquisitions of shares on the Marketplace may only be made at a price within the registered price interval at the Marketplace, meaning the interval between the highest bid rate and the lowest offer rate.

The board's statement according to chapter 19 section 22 of the Swedish Companies Act will be kept available at the Company's website from 17 March 2011 and will be sent by post to shareholders requesting so.

Transfer of treasury shares

2. The board further proposes that the annual general meeting authorizes the board to transfer treasury shares that Enea has acquired by virtue of the proposition in item 1 above whereby the following shall apply:

- a) Transfer of treasury shares may be made either on the Marketplace or in any other way, including a right to deviate from the shareholders preferential rights and that payment may be made by other means than by cash.
- b) The authorization may be utilized on one or several occasions up until the annual general meeting 2012.
- c) The company may Transfer all treasury shares held at each time.
- d) Transfer of shares on the Marketplace may only be made at a price within the registered price interval at the Marketplace, meaning the interval between the highest bid rate and the lowest offer rate.
- e) Transfer of shares in connection with acquisitions of businesses may be made at a market price estimated by the board.

The purpose of the authorizations above to acquire and transfer shares is to continuously be able to adjust the capital structure of Enea AB to the capital needs of Enea AB and to enable financing, in whole or in part, in connection with acquisitions of businesses.

Miscellaneous

Enea holds at the present 735,198 treasury shares, which equals 4.07 per cent of all shares in the company.

Decisions following this item on the agenda require support of shareholders representing at least 2/3 of both cast votes as well as the shares represented at the meeting

Kista in March 2011
Enea AB (publ)
The board of directors

Item 15

The board's of Enea AB (publ) proposition on guidelines for remuneration to senior management

Principles

Remuneration to the chairman of the board and other members of the board is paid in accordance with the resolution by the annual general meeting. Remuneration for the managing director may be decided by the chairman of the board and other board members following a proposition by the remuneration committee. Guidelines for remuneration to senior management are established by the annual general meeting. Market rate terms for salaries and other employment terms is applied to the group management. In addition to fixed yearly salaries, the group management will also receive variable salaries, which are limited and based on the earnings trend compared to fixed targets. Remuneration to certain senior managers within the Enea group of companies may also be paid by way of share related compensation.

Pension agreement

The managing director's pension agreement states that the pension premium will amount to a fixed percentage of the fixed salary. Other senior managers in Sweden have pension agreements that fall within the ITP-plan with a stipulated retirement age of 65 and pension premiums related to the salary of the employee. Pension premiums will be paid regularly.

Severance pay

In case of dismissal of the managing director by the Company a notice period of six months applies and the same period in case the termination is made by the managing director. In addition, a further compensation corresponding to six months' salary shall be paid if the Company terminates the employment. All severance payment and compensation for dismissal is to be reduced by any other income based on employment. For all other senior management a notice period of 3-12 months applies.

The terms and remunerations and other general compensation principles for senior management do not deviate for 2010 from the decisions by the annual general meeting 2010. The board reserves a right to deviate from the proposed general principles in specific cases.

Kista in March 2011
Enea AB (publ)
The board of directors

Item 16

The board's of Enea AB (publ) proposition on authorization for the board to issue new shares for share or business acquisitions

Motive

With the purpose of facilitating acquisition of companies (through acquisition of another company's shares or another company's business) the board should be able to, in whole or in part, pay the price with shares in the company. The board therefore proposes that it should be authorized to issue new shares in the company corresponding to an increase of no more than 10 per cent of the share capital at the day of the notice to the annual general meeting. The reason for the deviation from the shareholders' preferential rights and the right to decide on payment in kind or other conditions as stipulated in chapter 13 section 5 paragraph 1 item 6 of the Swedish Companies Act is to enable the Company to issue shares in order to acquire shares or businesses.

Proposition

The board thus proposes that the general meeting authorizes the board for the time period until the annual general meeting 2012, at one or several occasions, to resolve on new share issues as follows:

The board may increase the share capital with no more than SEK 1,835,571.40 by issuing new shares, with a quota value of approximately SEK 1.015 (SEK 1.039 following the proposed share capital reduction and bonus issue). If the board fully utilizes the authorization, the number of shares may increase by no more than 1,808,117 (1,765,909 following the proposed share capital reduction and bonus issue).

Decisions to issue shares may be made with deviation from the shareholders preferential rights.

The board shall base the issue price in accordance with the market.

The board may decide on payment in kind or on other conditions as stipulated in chapter 13 section 5 paragraph 1 item 6 of the Swedish Companies Act and set the further terms for issuing new shares.

Decisions following this item on the agenda require support of shareholders representing at least 2/3 of both cast votes as well as the shares represented at the meeting.

Kista in March 2011

Enea AB (publ)
The board of directors

Item 17

The board's of Enea AB (publ) proposition to make a share split, redemption of shares and a corresponding "bonus issue" increase of the share capital

The board proposes that the annual general meeting decides to execute a mandatory redemption programme in accordance with the items below. All resolutions are proposed to be conditioned by each other and adopted as one single resolution.

I. Decision to execute a share split

The board proposes that the annual general meeting decides to execute a share split, whereby each share in the Company is to be divided into two shares. One of these shares will be a so-called redemption share. The board proposes that the board is authorized to decide on the record day for the share split.

II. Decision to reduce the share capital by mandatory redemption of shares

The board proposes that the annual general meeting decides to reduce the company's share capital by SEK 9,177,587 by way of redemption of the redemption shares, i.e. a total of 18,081,171 shares, for repayment to the shareholders.

The consideration for each redemption share shall be SEK 5.00. The premium of the redemption price, approximately SEK 4.49 will be drawn from the non-restricted equity. Redemption of treasury shares held by the Company (at present 735,198 shares) will be without consideration; however the share capital for such shares will be transferred to non-restricted funds. This will entail a total of SEK 86,729,865 to be transferred to the shareholders (provided that the number of treasury shares is unaltered).

The board proposes that trading in the redemption shares shall take place during a period of time fixed by the board. The board also proposes that the board is authorized to decide on the record day for the share redemption.

III. Decision to increase the share capital by way of a bonus issue

In order to achieve a timely and efficient redemption procedure without requiring the leave of the Swedish Companies Registration Office or the court, the board proposes that the annual general meeting decides to restore the share capital by an increase of the share capital with SEK 9,177,857 without issuing any new shares by transfer of the issue amount from the company's non-restricted equity to the company's share capital.

Record days etc.

The board proposes that the annual general meeting decides to authorize the board to fix the record day for the share split and redemption respectively and the term for trading of redemption shares. The record day for the share split is estimated to 18 April 2011 and the record day for the redemption is estimated to the 10 May 2011. The estimated term for trading is from 20 April 2011 up to and including 5 May 2011. Payment of consideration for redemption shares is under these circumstances expected to be made via Euroclear Sweden AB on or around 13 May 2011.

The board's reasoned statement due to the board's proposition to reduce the share capital and the auditors opinion on this following chapter 20 section 8 of the Swedish Companies Act (2005:551) ("ABL") is attached in [Appendix 1](#) and [Appendix 2](#). The board's report

according to chapter 20 section 13 ABL and the auditors opinion according to chapter 20 section 14 ABL is attached in Appendix 3 and Appendix 4 respectively.

Decisions following this item on the agenda require support of shareholders representing at least 2/3 of both cast votes as well as the shares represented at the meeting.

Kista in March 2011
Enea AB (publ)
The board of directors

Item 18

The board's of Enea AB (publ) proposition to amend the articles of association

The board proposes that the annual general meeting amends the articles of association regarding the limits for the share capital, the limits for the number of shares and the notice to attend general meetings of the shareholders in the Company.

- i. The board proposes that the annual general meeting decides on amending section 4 of the articles of association regarding the share capital as follows:

Present reading:

"The share capital of the company shall be no lower than SEK 7,500,000 and no higher than SEK 30,000,000."

Proposed reading:

"The share capital of the company shall be no lower than SEK 10,000,000 and no higher than SEK 40,000,000."

- ii. The board proposes that the annual general meeting decides on amending section 5 of the articles of association regarding the number of shares as follows:

Present reading:

"The number of shares shall be no lower than seven millions five hundred thousand (7,500,000) and no higher than thirty millions (30,000,000)."

Proposed reading:

"The number of shares shall be no lower than ten millions (10,000,000) and no higher than forty millions (40,000,000)."

- iii. The board proposes that the annual general meeting decides on amending section 7 of the articles of association whereby the first paragraph regarding time limits for notices will be removed.

Decisions following this item on the agenda require support of shareholders representing at least 2/3 of both cast votes as well as the shares represented at the meeting

Kista in March 2011
Enea AB (publ)
The board of directors

Item 19

The board's proposition on a resolution of a reduction of the share capital and a "bonus issue" increase of the share capital

The board proposes that the annual general meeting decides to redeem previously repurchased shares etc. in accordance with the proposition below. It shall be noted that some of the current shares for redemption refers to shares held by the Company in order to fulfil the employee stock purchase plan decided at the annual general meeting 2010 but which are no longer needed since the outcome of the result entails a reduced requirement for shares than was previously estimated. The resolutions are proposed to be adopted as one single resolution.

I. Decision to reduce the share capital

The board proposes that the annual general meeting decided to redeem some of the shares that have been repurchased based on earlier authorizations by reducing the share capital by approximately SEK 428,488.83 by way of redemption of a total of 422,080 shares without repayment for transfer of the amount to the company's non-restricted reserve.

II. Decision to increase the share capital by way of a bonus issue

In order to achieve a timely and efficient redemption procedure without requiring the leave of the Swedish Companies Registration Office or the court, the board proposes that the annual general meeting decides to restore the share capital by an increase of the share capital with SEK 428,488.83 without issuing any new shares by transfer of the issue amount from the company's non-restricted equity to the company's share capital.

Decisions following this item on the agenda require support of shareholders representing at least 2/3 of both cast votes as well as the shares represented at the meeting

Kista in March 2011
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