

## **The nomination committee's (NC) propositions for the Annual General Meeting 2022 in Enea AB (publ)**

### **The nomination committee**

The nomination committee ("NC") for the AGM 2022 consists of Per Lindberg, Jan Dworsky (Swedbank Robur Fonder), Niklas Johansson (Handelsbanken Fonder), Henrik Söderberg (C WorldWide Asset Management), and Anders Lidbeck (chairman of the board of Enea AB). The NC has appointed Per Lindberg as its chairman.

The list of members of NC was published in the Company's interim report for the third quarter on October 26, 2021.

The NC has for the AGM 2022 held six recorded meetings and has been in regular contact in-between. As a basis for its work, the NC has had individual conversations with all members of the Board. The NC has been informed of, among other things, the company's strategy, risk management, and control functions. The NC has also taken note of the Board's own oral evaluation.

### **Propositions**

- The NC proposes that Anders Lidbeck is elected as chairman of the AGM 2022 or, in his absence, the person appointed by the NC instead.
- The NC proposes that the board shall consist of six ordinary members elected by the AGM without any deputy members and that one auditor is appointed.
- The NC proposes re-election of Anders Lidbeck, Kjell Duveblad, Jan Frykhammar, Mats Lindoff and Charlotta Sund as members of the board, and new election of Åsa Schwarz as member of the board. Åsa Schwarz has long and deep experience from IT-security industry. The previous board member Birgitta Stymne-Göransson has declined re-election.
- The NC proposes re-election of Anders Lidbeck as chairman of the board.
- The NC proposes that the remuneration of the board shall be a total of SEK 2,220,000 (for the period from this general meeting until the end of the next general meeting), to be allocated with SEK 550,000 to the chairman and with SEK 270,000 to other members elected by the general meeting, and SEK 320,000 to be allocated amongst the members for committee work as follows: SEK 100,000 to the chairman of the audit committee and SEK 60,000 to the member, and SEK 50,000 to the chairman of the remuneration committee and SEK 30,000 to the member, and SEK 50,000 to the chairman of the technology committee and SEK 30,000 to the member.
- The NC proposes re-election of Öhrlings PricewaterhouseCoopers AB, with the authorized public accountant Niklas Kullberg as the auditor in charge, as accounting firm for the period until the next AGM.
- The NC proposes that the auditor shall receive reasonable compensation as per invoice.

The propositions by the NC are supported by a unanimous NC.

## **The nomination committee's reasoned opinion**

The NC believes that the proposed composition of the Board ensures a functioning corporate governance, which is in the interest of all shareholders. In designing its proposal, the NC, in accordance with the Swedish corporate governance code and the company's diversity policy, has taken into account the need for breadth, versatility, expertise, experience, and background that is needed to contribute to Enea's future development, and has taken into account the requirement to strive for gender balance. The NC has applied rule 4.1 of the Swedish Corporate Governance Code as diversity policy. The proposed Board members represent this, as well as knowledge of and far-reaching experience from industries in which the company operates. According to the NC's assessment, the proposal for the Board fulfils the requirements regarding the independence of the members in relation to the company and the management, and in relation to the company's major shareholders. The NC has taken into account that the board members must be able to allocate the necessary time for their assignments in the company, and considers that this is the case in view of the proposed board members' other assignments.

## **Appointment of nomination committee**

The NC proposes that a new NC shall consist of representatives of two of the largest shareholders as well as the chairman of the board. The NC may, however, also consist of representatives of three or four of the largest shareholders as well as the chairman of the board, if the chairman of the board notices such an interest amongst the largest shareholders in connection with the formation of the NC. The chairman of the board is assigned to contact the four largest (according to number of registered votes) shareholders per September 30, 2022 and request them to each appoint a member of the NC. If more than two of those shareholders do not wish to appoint a member, additional shareholders (according to number of votes) will be requested to appoint a member of the NC. A shareholder representative should be appointed chairman of the NC. The names of the NC members shall be published in the Company's interim report for the third quarter. The period of mandate for the appointed NC shall run until the next NC has been appointed. If a substantial change occurs in the shareholder structure following the constitution of the NC, and latest three months before the AGM, the NC shall be adjusted in accordance with the principles above. The NC shall prepare and make proposals to the AGM regarding election of the chairman of the AGM, election of the chairman of the board as well as other members of the board, remuneration for the board divided between the chairman and the other members as well as the distribution of remuneration, if any, for work in committees, election and compensation of auditors and deputy auditors (if any) and principles for appointment of a new NC. The NC shall have the right to charge the Company with costs for e.g. recruitment consultants and other costs that may arise in order for the NC to carry out its assignment.

Kista, March 2022

The nomination committee Enea AB

*Further information on the proposed board members is available in Presentation of Candidates for the Board of Directors, Annual General Meeting 2022, [www.enea.com](http://www.enea.com).*

*The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*