

**PRESS RELEASE****ANNUAL GENERAL MEETING OF ENEA AB  
(PUBL)**

**STOCKHOLM, Sweden, April 24, 2014** - The annual general meeting of Enea AB (publ) (the "Company"), was held on Thursday 24 April 2014, 4.30 p.m. at the Company's office at Jan Stenbecks torg 17 in Kista, Stockholm, Sweden.

The following was decided by the annual general meeting ("AGM").

**Adoption of the profit and loss account and the balance sheet**

The AGM adopted the profit and loss accounts and the balance sheets of the Parent Company and the Group for the financial year 2013.

**Dividend**

The AGM resolved that no dividend will be paid. Instead, an automatic program of redemption of shares to a value of SEK 3.00 per share was approved by the AGM.

**Board of Directors and auditors**

The AGM discharged the members of the Board of Directors and the Managing Director from liability for the financial year 2013. The AGM resolved that the Board members shall consist of six permanent elected members by the AGM, with no deputies. Anders Skarin was elected as Board Chairman. Åsa Landén Ericsson, Kjell Duveblad, Mats Lindoff, Robert Andersson and Torbjörn Nilsson were re-elected as members of the Board. Öhrlings PricewaterhouseCoopers was elected as auditor.

**Board and auditor fees**

The AGM approved board fees of SEK 1,600,000 to be apportioned between the members of the Board with SEK 420,000 to the Board Chairman and SEK 200,000 to each of the other Board members elected by the AGM. It was also established that SEK 180,000 shall be apportioned between the members of the Board after input and participation in committee work. The auditor shall be entitled to fair compensation as per agreed invoice.

**The Nominating committee**

The AGM approved the proposed rules for the nominating committee.

### **Authorization for the Board to decide on acquisition and assignment of treasury shares**

The AGM approved the Board's proposed authorization for the Board to decide on acquisition and transfer of treasury shares. The decision implies that acquisition of treasury shares on Nasdaq OMX Stockholm, or by an offer to all shareholders, may at each time not lead to that held treasury shares exceed ten per cent of all shares in the Company. Transfer of treasury shares may be made in other ways than on the Marketplace, including a right to deviate from the shareholders preferential rights and that payment may be made by other means than by cash. A maximum of ten per cent of the total number of the shares in the Company may be transferred. The authorization stated above may be utilized on one or several occasions up until the annual general meeting 2015. Acquisitions of shares on the Marketplace may only be made at a price within the registered price interval at the Marketplace. Transfer of treasury shares in connection with acquisitions of businesses may be made at a market price estimated by the board

### **Guidelines for remuneration to senior executives**

The AGM approved the Board's proposed guidelines for remuneration and other conditions of employment to senior executives.

### **Authorization for the Board to decide on new share issue for share and business acquisitions**

The AGM approved the Board's proposed authorization for the Board to decide on new share issue for share and business acquisitions until the time of AGM 2015, with the aim that the Company shall be able to issue shares for acquisition of shares or businesses. The issue price shall be based on market practice and the number of issued shares may at most equal ten per cent of the number of outstanding shares on the day of the notice of the AGM.

### **Reduction of the share capital and a corresponding "bonus issue" increase of the share capital**

The AGM approved the Board's proposal to reduce the share capital of the Company by SEK 338,769.35 through a cancellation of a total of 314,754 shares. In order to achieve a time efficient cancellation procedure, the AGM approved the Board's proposal to restore the Company's share capital to its original amount by increasing the share capital by means of a bonus issue without issuing new shares by transferring the amount of issue from the Company's non-restricted reserve to the Company's share capital.

### **Redemption of shares**

The AGM approved the Board's proposed imposition of an automatic program for redemption of shares involving a share split, redemption of shares and a corresponding "bonus issue" increase of the share capital.

Summary of terms for the redemption program:

Each Enea share is split into two shares. One of the shares is called a redemption share. The redemption shares are automatically redeemed against payment of 3.00 SEK per redemption share. The redemption is automatic, i.e. no action is required from the shareholders.

The AGM authorized the board to set the record day for the share split and redemption respectively as well as the period for trading of redemption shares.

Further information about the redemption program can be found in the previously published information folder available on Enea's website.

### **Share savings program**

The AGM approved the Board's proposed introduction of a share savings program covering a maximum of 93 senior managers, other key employees and certain other employees in Enea, active in Sweden. The participants of the share savings program will, after a qualification period and provided an own investment in ENEA-shares, be given the opportunity to gratuitous receive allotment in further Enea-shares, whose number depends on the number of Enea-shares in own investment, and if specific performance requirements are met. The qualification period is about three years.

The program covers the following:

- Maximum 99,000 savings shares (shares that the participant acquires and ties up in the program at guarantee-level).
- Maximum 99,000 matching shares (shares that is allotted for each held savings share at guarantee-level).
- Maximum 243,000 performance shares (shares in Enea that is allotted gratuitous to the participant depending on the specific performance requirements, linked to Enea's earnings per share during the financial years 2014-2016).
- Within the scope of the plan, a certain degree of allotment above the guarantee-level ("Maximum-level") may occur if the interest in the program exceeds the guarantee-level or if not all contemplated participants wishes to participate in part or full. The Maximum-level may amount to a maximum of two times the guarantee-level. In the event of allotment over the guarantee-level a further maximum of 90,000 shares may be allotted.
- A number of maximum 68,000 shares may be used for dividend compensation.
- Maximum 114,000 shares required to secure the Company towards financial exposure in respect of social security contributions etc.
- The maximum number of shares in Enea that is covered by the program amount to approximately 614,000 corresponding to approximately 3.7 per cent of the number of issued shares and votes after dilution.



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### **About Enea**

Enea is a global vendor of Linux and Real-time operating system solutions including middleware, tools, protocols and services. The company is a world leader in developing software platforms for communication-driven products in multiple verticals, with extreme demands on high-availability and performance. Enea's expertise in operating systems and high availability middleware shortens development cycles, brings down product costs and increases system reliability. The company's vertical solutions cover telecom handsets and infrastructure, medtech, automotive and mil/aero. Enea has offices in Europe, North America and Asia, and is listed on NASDAQ OMX Nordic Exchange Stockholm AB. For more information please visit [enea.com](http://enea.com) or contact us at [info@enea.com](mailto:info@enea.com).

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