

The nomination committee's (NC) proposition for the Annual general meeting 2020 Enea AB (publ)

The nomination committee

The following persons serve on the NC for the AGM 2020; 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 membership of NC was announced through a press release on October 22, 2019.

The NC has held five recorded meetings and held regular contact in-between. As a basis for its work, the NC has had interviews with the 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 evaluation.

Propositions

- The NC proposes that Anders Lidbeck is appointed to chair the AGM 2020.
- The NC proposes that the board shall consist of six ordinary members elected by the general meeting without any deputy members and that one auditor is appointed.
- The NC proposes re-election of Anders Skarin, Birgitta Stymne Göransson, Kjell Duveblad and Mats Lindoff as members of the board, re-election of Anders Lidbeck as chairman of the board, and new election of Charlotta Sund as member of the board. The previous board member Gunilla Fransson has declined to be re-elected.
- The NC proposes that the remuneration to the board shall be a total of SEK 1,915,000 to be allocated with SEK 500,000 to the chairman and SEK 235,000 to the rest of the members elected by the general meeting and SEK 240,000 to be allocated amongst the members for committee work as follows: SEK 80,000 to the chairman of the audit committee and SEK 40,000 each to the two members and SEK 50,000 to the chairman of the remuneration committee and SEK 30,000 to the member.
- The NC proposes re-election of Öhrlings PricewaterhouseCoopers AB, with the certified accountant Nicklas Kullberg as mainly responsible for the time being, as auditor 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 taken into account the requirement to strive for gender balance. 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 consider 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 votes) shareholders per September 30, 2020 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 third quarterly interim report. 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 propositions 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 2020

The nomination committee Enea AB

Further information on the proposed board members are available on Enea's website www.enea.com.