

# The Nomination Committee's proposals for resolutions and reasoned statement for the Annual General Meeting 2024 in Enea Aktiebolag

## THE NOMINATION COMMITTEE

The Nomination Committee (the "NC") for the 2024 Annual General Meeting consists of Per Lindberg (own mandate), Niklas Johansson (Handelsbanken Fonder), Anna Magnusson (Första AP-fonden), Henrik Söderberg (C WorldWide Asset Management) and Kjell Duveblad (chairman of the board of directors of the company). The NC has appointed Per Lindberg as its chairman. The Nomination Committee was published via the company's interim report for the third quarter on October 26, 2023.

Ahead of the 2024 Annual General Meeting, the NC has held five recorded meetings and has been in regular contact in-between. As a basis for its work, the NC has had individual discussions with all members of the board. The NC has been informed about the company's strategy, risk management and control functions, among other things. The NC has also taken note of the board's own oral evaluation.

## PROPOSALS FOR RESOLUTIONS

- The NC proposes that Kjell Duveblad is elected as chairman of the Annual General Meeting 2024.
- The NC proposes that the board shall consist of seven ordinary members elected by the Annual General Meeting without any deputy members and that one auditor is appointed.
- The NC proposes re-election of Kjell Duveblad, Mats Lindoff, Åsa Schwarz and Charlotta Sund as members of the board, and election of Anne Gynnerstedt, Magnus Örnberg and Thibaut Bechetoille as new members of the board.
- The NC proposes re-election of Kjell Duveblad as chairman of the board.
- Anders Lidbeck has declined re-election as a member of the board of directors.
- The NC proposes on, for each individual, unchanged remuneration to the board compared to previous year, for the period from this Annual General Meeting until the end of the next Annual General Meeting, of a total of SEK 2,490,000 (SEK 2,220,000 the previous year, which is proposed to increase this year as the NC proposes that the board should consist of seven members instead of six as last year), to be allocated with SEK 550,000 to the chairman and with SEK 270,000 to the members elected by the Annual 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 Nicklas Kullberg as auditor-in-charge until further notice, as auditor for the period until the end of the next Annual General Meeting.
- The NC proposes that the auditor shall receive reasonable remuneration according to invoice.

VB's proposal is supported by a unanimous NC.

## **THE NOMINATION COMMITTEES REASONED STATEMENT**

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 2 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 THE NOMINATION COMMITTEE AND INSTRUCTION TO THE NOMINATION COMMITTEE**

The NC proposes that the NC shall consist of representatives of the three or four largest shareholders in terms of voting rights. The chairman of the board of directors shall, as soon as the registered ownership of the company as of 30 September 2024 is known, contact the four largest registered shareholders in terms of voting rights and ask them to appoint one member each to the NC. If more than one of these shareholders does not wish to appoint a member, additional shareholders in order of size will be asked to appoint a representative of the NC. The members thus appointed are convened by the chairman of the board of directors for a constitutive meeting. The chairman of the board shall not be a member of the NC but may be co-opted to its meetings. The member who represents the largest shareholder in terms of voting rights should be appointed chairman of the NC. The names of the appointed members and information about which owner each represents shall be published on the company's website as soon as the NC has been constituted, but no later than six months before the next Annual General Meeting. The term of office of the appointed NC shall run until the new NC takes office. If there is a significant change in the ownership structure after the NC has been constituted, and no later than three months prior to the Annual General Meeting, the composition of the NC shall be changed in accordance with the principles set out above. The NC shall prepare and submit proposals to the Annual General Meeting regarding the chairman of the Annual General Meeting, the election of the chairman and other members of the company's board of directors, remuneration to the board of directors to be divided between the chairman and other board members, as well as the principles for any remuneration for committee work, election and remuneration of auditors and deputy auditors (if applicable) and resolutions regarding principles for the appointment of a new NC. The NC shall meet as often as necessary to enable the NC to carry out its duties. Notice of the meeting is issued by the chairman of the NC. If a member of the NC requests that the NC be convened, the request must be complied with. Minutes must be taken of the meetings of the NC. The NC shall be entitled to charge the company with costs for, inter alia, recruitment consultants and other costs that are required for the NC to be able to fulfil its assignment.

Kista in March 2024

Nomination Committee Enea Aktiebolag

*Further information about the proposed board members can be found in the Presentation of proposed board members, Annual General Meeting 2024, [www.enea.com](http://www.enea.com).*