



PRESS RELEASE

Notice of Annual General Meeting of Shareholders in Enea AB (publ)

STOCKHOLM, Sweden, 16 March, 2010 – The shareholders in Enea AB (publ), corp. id. no. 556209-7146, (the "Company"), are invited to participate in the annual general meeting of shareholders to be held on Monday 19 April 2010, at 6 p.m. at Enea AB, Skalholtsgatan 9, Kista. Registration to the meeting starts at 5 p.m.

Notice of attendance

Shareholders who wish to attend the annual general meeting must be recorded as shareholder in the share register kept by Euroclear Sweden AB (formerly VPC AB) on Tuesday 13 April 2010 and give notice of attendance to the Company at the latest on Tuesday 13 April 2010 at 5 p.m. Notice of attendance can be given by post to Enea AB (publ), P.O. Box 1033, 164 21 Kista, by telephone +46 8 507 144 85 or by e-mail to arsstamma@enea.com. Notice of attendance shall contain name, personal- or corporate identification number, number of represented shares, address, telephone no. and assistant, if any, (two at the most).

Shareholders represented by proxy shall issue a power of attorney for the representative. The power of attorney shall be submitted to the Company well ahead of the annual general meeting to the address stated above. If the power of attorney is issued by a legal entity it must be accompanied by a copy of the entity's certificate of registration. Such documents must be no more than one year old. Shareholder having shares registered in the name of a nominee must request the nominee to temporarily enter the shareholder into the share register as per Tuesday 13 April 2010, in order to be entitled to attend the meeting. The shareholder should inform the nominee to that effect well before that day.

Agenda

Proposed agenda of the meeting:

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda of the meeting
5. Election of one or two persons to approve the minutes
6. Determination whether the meeting has been properly convened



7. Presentation of the annual report, the consolidated accounts, the auditors' report and the auditors' report on the consolidated accounts
8. The managing director's presentation
9. Resolutions with respect to
 - a) adoption of the profit and loss statement and the balance sheet, the consolidated profit and loss statement and the consolidated balance sheet
 - b) the appropriation of the Company's profit or loss in accordance with the approved balance sheet
 - c) discharge of liability for the members of the board of directors and the managing director
10. Determination of the number of board members and deputy members and the number of auditors and deputy auditors
11. Determination of the fees to the board members and the auditors
12. Election of
 - a) members of the board of directors
 - b) chairman of the board
 - c) auditor
13. Resolution on the procedure on appointment of the members of the nomination committee
14. The board's proposition on an authorization for the board to acquire and transfer its own shares
15. The board's proposition on guidelines for remuneration to senior management
16. The board's proposition on a authorization for the board to issue new shares
17. The board's proposition on an employee stock purchase plan
18. The board's proposition to amend the articles of association
19. The board's proposition on a resolution of a reduction of the share capital relating to treasury shares and a corresponding "bonus issue" increase of the share capital
20. Close of the meeting

Propositions

The board's proposition on the appropriation the Company's profit or loss (item 9 b)

The board proposes a dividend of SEK 1.50 per share. 22 April 2010 is proposed as record day for dividend. Assuming this date will be adopted as the record day, Euroclear Sweden AB is expected to disburse dividends on 29 April 2010.

Proposition by the nomination committee (item 2 and 10-13)

A nomination committee (NC) has been established following a decision on the annual general meeting of shareholders 2009. The following persons serve on the nomination committee for the annual general meeting 2010; Per Lindberg, Sverre Bergland (DnB Nor), Anders Ljungqvist (AMF), Robert Andersson (Infläktor) and Anders Lidbeck (chairman of the board in Enea AB).



The NC has appointed Per Lindberg as its chairman. The propositions by the NC are supported by shareholders representing approx. 28 per cent of the votes.

The NC proposes that Anders Lidbeck is appointed to chair the annual general meeting 2010.

The NC proposes that the board shall consist of five ordinary members elected by the general meeting and without any deputy members.

According to NC's proposition, the remuneration to the board shall be in principle unchanged compared to previous years, but adjusted due to the decrease of the number of members from six to five, and consequently be a total of SEK 1 190 000 to be allocated with SEK 380 000 to the chairman and SEK 160 000 to the rest of the members elected by the general meeting. The VC also proposes that SEK 170 000 shall be allocated amongst the board members due to contribution and activity in committee work, which is unchanged from the previous year. In addition hereto, SEK 500 000 is proposed as remuneration for extra ordinary efforts, not least for the chairman of the board who is estimated to spend considerable time in excess of the normal board work. The amount of time devoted to these extra ordinary efforts shall be accounted for and be deducted from this amount. The NC proposes that the auditor shall receive reasonable compensation and based on actual time spent on the assignments.

The NC proposes re-election of Åsa Landén Ericsson, Anders Skarin and Kjell Duveblad as members of the board and Anders Lidbeck as chairman of the board and election of Mats Lindoff as a new member. For more information on the proposed new member see www.enea.com. The auditors were elected 2007 for a period of four years and consequently this year's meeting will not elect any auditors.

The NC proposes that a new NC shall consist of representatives for four of the largest shareholders and the chairman of the board. The chairman of the board is assigned to contact the four largest (according to number of votes) shareholders at the end of the third quarter 2010 and request them to appoint a member of the NC each. If such shareholder does not wish to appoint a member, the next shareholder (according to number of votes) will be requested to appoint a member of the NC. A member appointed by a shareholder should be 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 taken over. The NC shall be changed in accordance with the principles above if there is a substantial change in the shareholder structure following the constitution of the NC.

The NC shall prepare and make propositions to the annual general meeting regarding chairman of the meeting, election of chairman and other members of the board of the Company, remuneration for the board divided between the chairman and the other members as well as the



principles for remuneration, if any, for work in committees, election and compensation of auditors and deputy auditors (if any) and principles for appointment of a new nomination committee. 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 conduct its assignment.

The board's proposition on an authorization for the board to acquire and transfer its own shares (item 14)

The board proposes that the annual general meeting authorizes the board to acquire and transfer its own shares as follows. Acquisitions of shares may only be made on Nasdaq OMX Stockholm (the "Marketplace") or in accordance with an offer to all shareholders in the company. 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 the Company. Transfer of 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. Ten per cent of the total number of the shares in the Company may be transferred. The above authorization may be utilized on one or several occasions up until the annual general meeting 2011. Acquisitions of shares on the Marketplace may only be made at a price within the registered price interval at the Marketplace. Transfer of shares in connection with acquisitions of businesses may be made at a market price estimated by the board.

The purpose of the authorization 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.

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.

The board's proposition on guidelines for remuneration to senior management (item 15)

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 2009 from the decisions by the annual general meeting 2009. The board reserves a right to deviate from the proposed general principles in specific cases.

The board's proposition on authorization for the board to issue new shares for share or business acquisitions (item 16)

The board proposes that the annual general meeting authorizes the board for the time period until the annual general meeting 2011, at one or several occasions, to resolve on new share issues with deviation from the shareholders preferential rights and stipulating payment in kind or other conditions set out in chapter 13 section 5 first paragraph item 6 of the Swedish Companies Act and that the board may set the general terms in the decision. The issue price shall however be based on market practice and may at most equal ten per cent of the number of outstanding shares on the day of this notice.

The reason for the deviation from the preferential rights and the right to decide on payment in kind or other conditions stipulated in the Swedish Companies Act is to enable the Company to issue shares in order to acquire shares or businesses.

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.

The decision replaces the previous decision on authorization made by the annual general meeting 2009.



The board's proposition on an employee stock purchase plan (item 17)

The board proposes an adoption of an employment stock purchase plan (the "Plan") comprising a maximum of 36 senior managers and other key employees in Enea mainly active in Sweden, but also in certain other countries. The participants in the Plan will, following a qualification period and conditional upon a personal investment in Enea shares, be given the opportunity to receive further shares in Enea, such number of shares being dependant of the number of Enea shares invested in, and subject to certain performance requirements to be fulfilled. The qualification period for the Plan is proposed to be approx. three years.

Participation in the Plan requires that the participant acquires and locks up Enea Shares within the scope of the Plan ("Savings share"). An Enea share that the participant owns before the qualification period and that is locked up within the scope of the Plan will also be accounted for as a Savings share. The participant will receive a share in Enea from the Company, or the entity the Company indicates, for each Savings share, following a qualification period of approx. three years ("Matching share"). Due to the fulfilment of specific performance requirements related to Enea's EBIT-margin during 2010-2012, the participants have a right to receive three further Enea shares gratuitously for each Savings share ("Performance share 2010", "Performance share 2011" and "Performance share 2012"). The EBIT-margin is defined as earnings before tax and financial income and expenses, with adjustments due to extraordinary items, if any, and divided with the total turnover.

The performance requirements for the Performance shares are linked to the EBIT-margin as follows:

2010		2011		2012	
EBIT-margin	Outcome, Performance shares per Savings share	EBIT-margin	Outcome, Performance shares per Savings share	EBIT-marginal	Outcome, Performance shares per Savings share
< 11 %	0	< 13 %	0	< 15 %	0
= 11 %	1/3	= 13 %	1/3	= 15 %	1/3
≥ 12 %	2/3	≥ 14 %	2/3	≥ 16 %	2/3
≥ 13 %	1/1	≥ 15 %	1/1	≥ 17 %	1/1

The managing director may receive an extra Performance share for each Savings share, in addition to the outcome in the schedule above, if the maximum performance requirements are fulfilled during all three years 2010-2012 ("Extra Performance share").

Allotment of Matching shares and Performance shares within the scope of the Plan will be made during a limited period of time following adoption of the annual accounts for the financial year



2012. A condition for the participant to receive allotment of Matching shares and Performance shares, is that the participant remains an employee of the Enea group during the full qualification period and that the participant, during this period, has kept all Savings shares locked up within the scope of the plan. In addition to this, allotment of Performance shares requires that the performance requirements are fulfilled.

The board will decide during May 2010 on participation in the Plan and the maximum number of Matching shares and Performance shares that each participant may receive. At that time the performance of the employee as well as his or hers position in and importance for the Enea group will be considered.

The Plan is divided into four categories of senior managers and key employees who will be able to hold the following maximum numbers of Savings shares per person:

- Category A (managing director) maximum 15,000 Savings shares
- Category B (other members of the group management, five persons) maximum 7,500 Savings shares
- Category C (10 persons) maximum 3,000 Savings shares
- Category D (20 persons) maximum 1,500 Savings shares

A decision on participation in the Plan requires that, according to the company, it may be accomplished with reasonable administrative and financial costs, if necessary with such minor adjustments of the technical features of the Plan that may be necessary in a jurisdiction outside of Sweden. Before allotment of Performance shares the board shall verify if the allotment is reasonable in relation to the growth, earnings, financial position and development of the Company compared with competitors as well as other considerations. The participants maximum gross profit per Matching and Performance share shall be limited to four times the market price of the Enea share at the beginning of the qualification period, for which reason the number of Performance shares that is allotted to the participant may be reduced accordingly in order to accomplish the limitation.

In order to carry through the Plan in a cost-effective and flexible way, the board proposes that the financial exposure resulting from the Plan, is secured through a customary hedging arrangement for securing liabilities and that the own shares that the Company has acquired is utilized for this purpose. Such treasury shares that the Company acquired in accordance with the previous year's decision may also be utilized. The arrangement comprises transfer of shares to the participants in the Plan as well as sale of shares on the stock market or to third parties in order to cover costs due to social security contributions and other costs. The Plan may also be hedged by way of share swap agreements or similar arrangements between the Company and third parties.



The Plan will comprise a maximum of 112,500 Savings shares, 112,500 Matching shares and maximum 352,500 Performance shares, of which maximum 112,500 shall consist of each of Performance shares 2010, Performance shares 2011 and Performance shares 2012 and a maximum of 15,000 Extra Performance shares. In addition to this a number of maximum 150,000 shares may be used to secure the Company against financial exposures regarding social security contributions etc.

The maximum number of shares in Enea that is comprised by the Plan amounts to approximately 3.3 per cent of the issued shares on a fully diluted basis and approximately 3.3 percent of the number of votes on a fully diluted basis.

Decisions following this item on the agenda require support of shareholders representing at least 9/10 of both cast votes as well as the shares represented at the meeting.

The board's proposition to amend the articles of association (item 18)

The board proposes that the annual general meeting amends the articles of association regarding notice to attend general meetings of the shareholders in the Company. The provision regarding notice shall be amended to the current legislation as well as being given a wording that may be registered if certain proposed amendments of the Swedish Companies Act (2005:551) are adopted.

I. The board proposes that the annual general meeting of shareholders decides on amending the second paragraph in section 7 of the articles of association as follows:

"Notice to attend general meetings of shareholders shall be made through advertisement in Post-och Inrikes Tidningar and in Svenska Dagbladet."

II. The board proposes that the annual general meeting of shareholders decides on amending the second paragraph in section 7 of the articles of association as follows:

"Notice to attend general meetings of shareholders shall be made through advertisement in Post-och Inrikes Tidningar and on the company's website. At the time of notice, information regarding the notice shall be advertised in Svenska Dagbladet."

The annual general meeting's decision to amend section 7 according to II above shall be conditioned by that the stipulation regarding notice to shareholders meetings in the Companies Act has gained legal force, such that the proposed wording is consistent with the Companies Act.

The board's proposition on a resolution of a reduction of the share capital relating to treasury shares and a corresponding "bonus issue" increase of the share capital (item 19)

The board proposes that the annual general meeting decides to cancel the shares that have been repurchased based on earlier authorizations by reducing the share capital with SEK 274,543



through cancellation of 274,543 shares without repayment for transfer to a free fund. For the purpose of avoiding the authorization of the registration office/ court, the annual general meeting is also proposed to increase the share capital with SEK 274,543 without issuing new shares and with the use of the reserve fund (a bonus issue).

Other issues

The total amount of shares and votes in the Company at the time of the issuance of this notice is 18,355,714 of which the Company has acquired and holds 1,002,043 treasury shares.

Documentation

The annual report and the auditor's report, the presentation of the proposed members of the board will be available at the Company together with the board's full proposals and other documentation not later than two weeks prior to the meeting. The documents will also be available at www.enea.com. Copies of the documents will be sent by post to shareholders requesting so and stating their postal address and will also be available at the annual general meeting.

Kista, March 2010
Enea AB (publ)
The board

This English version is an unofficial translation. In case of discrepancies the Swedish version of this document shall prevail.

For more information visit www.enea.com or contact:

Anders Lidbeck, chairman of the board
Phone: +46 8 507 140 00

Catharina Paulcén, VP Corporate Communications
Phone: +46 8 507 140 00
E-mail: catharina.paulcen@enea.com

About Enea

Enea is a global software and services company focused on solutions for communication-driven products. With 40 years of experience Enea is a world leader in the development of software platforms with extreme demands on high-availability and performance. Enea's expertise in real-



time operating systems and high availability middleware shortens development cycles, brings down product costs and increases system reliability. Enea's vertical solutions cover telecom handsets and infrastructure, medtech, automotive and mil/aero. Enea has offices in Europe, North America and Asia. Enea is listed on Nasdaq OMX Nordic Exchange Stockholm AB. For more information please visit www.enea.com or contact us at info@enea.com.

Enea®, Enea OSE®, Netbricks®, Polyhedra® and Zealcore® are registered trademarks of Enea AB and its subsidiaries. Enea OSE®ck, Enea OSE® Epsilon, Enea® Element, Enea® Optima, Enea® Optima Log Analyzer, Enea® Black Box Recorder, Enea® LINX, Enea® Accelerator, Polyhedra® Flashlite, Enea® dSPEED Platform, Enea® System Manager, Accelerating Network Convergence™, Device Software Optimized™ and Embedded for Leaders™ are unregistered trademarks of Enea AB or its subsidiaries. Any other company, product or service names mentioned above are the registered or unregistered trademarks of their respective owner. © Enea AB 2010.