



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.

The board's proposals for resolutions Annual General Meeting May 5, 2022

The board's proposition on the appropriation of the Company's profit (item 8 b)

The board proposes that there will be no dividend distributed to the shareholders regarding the financial year 2021 and that the available funds at the disposal of the AGM of SEK 808,048,884 are carried forward.

Kista, March 2022
Enea AB (publ)
The Board of Directors

The board's proposal for resolution on approval of remuneration report (item 14)

The board proposes that the AGM resolves to approve the board's remuneration report for the financial year 2021.

Kista, March 2022
Enea AB (publ)
The Board of Directors

The board's proposal regarding authorization for the board to acquire and transfer own shares (item 15)

The board proposes that the AGM authorizes the board to acquire and transfer own ordinary shares according to the following. Acquisition of ordinary shares may only be made on Nasdaq Stockholm ("the Marketplace") or in accordance with an offer to all shareholders in the Company or all holders of ordinary shares. Acquisition may only be made of such number of shares that the Company's holding of shares at each time does not exceed 10 percent of all shares in the Company. Transfer of ordinary shares may be made in other ways than on the Marketplace, including a right to transfer ordinary shares with deviation from the shareholders' preferential rights and that payment may be made in cash, in kind, by set-off or otherwise with conditions. A maximum of 10 percent of the total number of shares in the Company may be transferred. The authorizations stated above may be utilized on one or several occasions up until the AGM 2023. Acquisition and transfer 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 authorizations above to acquire and transfer shares is to continuously be able to adjust the capital structure of the Company to the capital needs of the Company, to enable financing, in whole or in part, in connection with acquisitions of businesses and for financing and/or securing delivery of shares in long-term incentive programs previously adopted by the AGM.

Resolution on this item on the agenda has to be supported by shareholders representing at least two-thirds of the votes cast as well as of all shares represented at the AGM.

Kista, March 2022
Enea AB (publ)
The Board of Directors

The board's proposal regarding guidelines for remuneration of senior executives (item 16)

The board proposes - with amendment of the guidelines adopted at the AGM 2021 - that the AGM approves the following guidelines for remuneration of senior executives.

Who the guidelines cover, and their applicability

These guidelines for remuneration of senior executives cover the CEO and other members of group management. The guidelines should be applied to compensation agreed, and amendments to compensation previously agreed, after the guidelines have been adopted by the AGM 2022. Regarding employment terms in other legislatures than Sweden, the relevant adaptations should be made to comply with mandatory local regulation or practice, for the overall purpose of these guidelines to be met. These guidelines do not cover compensation resolved by the AGM.

The board is entitled to temporarily depart from these guidelines wholly or partly if there are special reasons for this in an individual case, and a departure is necessary to serve the Company's long-term interests and sustainability, or to ensure the Company's profitability. If such departure occurs, this should be stated in the Remuneration Report at the following AGM. These guidelines apply to the period from the AGM 2022 until next AGM. Matters regarding departure from the guidelines should be subject to consultation by the Remuneration Committee, and decision by the board.

The guidelines' promotion of the Company's business strategy, long-term interests, and sustainability

Enea's ambition is to be a global software company, with a strong and leading position in the markets that it addresses, with yearly sales growth, high profitability, and healthy cash flows. Organic growth is the foundation of the operations, and work is ongoing to develop, rationalize and optimize it. Strategic and complementary acquisitions will be continuously screened, and if considered to add value for customers and shareholders within a well-considered risk level, Enea will attempt to execute such acquisitions. Enea's target is to maintain an EBIT margin of over 20 percent per year. EBIT margin will vary during quarters, keeping pace with growth. Growth and earnings will vary between years and quarters, mainly depending on how individual deals occur, and the progress of royalty streams. For more information on Enea's strategy, see www.enea.se.

The board's opinion is that the Company's ability to attract, motivate and retain high-performing staff and managers is critical for a successful implementation of the Company's business strategy and protection of the Company's long-term interests, including sustainability. This entails the Company being able to offer competitive benefits packages. Total compensation should contain a variable component linked to the individual performance of staff and managers, but that is also synchronized with the Company's profitability and long-term sustainability.

Forms of compensation, etc.

Remuneration and other employment terms of senior executives should be at market levels. Remuneration consists of basic salary, variable remuneration and pensions. Additionally - and independent of these guidelines - the general meeting is entitled to resolve on share or share price-based payments.

Fixed basic salary

The basic salary of the CEO and other senior executives is subject to yearly review. For the CEO, fixed basic salary may represent a maximum of 60 percent of total compensation excluding LTI (long-term incentive) programs and assuming a 50 percent outcome of STI (short-term incentive) programs. For other senior executives, fixed basic salary may represent a maximum of 90 percent of total compensation excluding LTI, and assuming a 50 percent outcome of STI.

Short-term incentive program (STI)

Enea's STI program has three parts. Two of these parts relate to the Company achieving specific targets, while one is determined by the achievement of individual targets. Most of the variable compensation is linked to the Company's financial targets, while the individual targets correspond to a smaller proportion of variable compensation.

The criteria applied relate to the Company's targets for sales and EBIT, pursuant to the approved annual financial statement. The criteria applying to the individual targets shall be decided prior to the end of the first quarter of the financial year that the compensation relates to, and shall be as specific

as the criteria relating to the Company's financial targets. The criteria are designed to promote the Company's business strategy, long-term interests, as well as sustainability, and accordingly, the Company's long-term value creation.

The outcome of compensation is subject to consultation by the Remuneration Committee and decided by the board for the CEO. For other senior executives, the outcome of compensation is consulted and decided by the Remuneration Committee. Payment of compensation is executed as soon as possible after the board meeting where the Company's annual financial statement is approved for the vesting year. Variable remuneration for CEO is not pensionable. The Company is not entitled to reclaim this compensation.

For the CEO, the STI may be a maximum of 100 percent of the fixed basic salary and may be a maximum of 50 percent of the total compensation excluding LTI. For other senior executives, the STI may be a maximum of 150 percent of the fixed basic salary and may be a maximum of 60 percent of the total compensation excluding LTI.

Long-term incentive program (LTI)

Senior executives are eligible for incentive programs that are basically share, or share price, related. An incentive program shall be designed to increase participants' commitment to the Company's progress, and be implemented on market terms. Share and share price-related incentive programs are subject to resolution by the general meeting, and accordingly, are not covered by these guidelines.

Pension

The CEO's agreed retirement age is 67, while other senior executives do not have any specifically agreed retirement age. All pension benefits of senior executives are defined contribution. This means that for senior executives, the Company pays individually agreed defined pension contributions. Apart from these pension benefits, the Company has no pension obligations to senior executives.

For the CEO, pension will be a maximum of 30 percent of the total compensation excluding LTI, assuming a 50 percent outcome from the STI. For other senior executives, pension will be a maximum of 30 percent of the total compensation excluding LTI, and assuming a 50 percent outcome from the STI.

Senior executives employed in countries other than Sweden are subject to local pension plans in their respective home countries. Such plans are consistent with those offered to other employees in the same countries. Accordingly, in terms of retirement age and any additional pension obligations, there may be some variation in employment terms in other legislatures than Sweden where mandatory local regulation or practice requires, and accordingly, the overall purpose of these guidelines should still be met.

Notice period and severance pay

The employment or service contracts of senior executives shall apply until further notice, or for a specific period. For the CEO, a six-month notice period applies for termination by the Company. In addition to dismissal pay, the CEO is entitled to severance pay of six times the fixed monthly salary less any remuneration received from new employment or assignments for the CEO. During the notice period, the employment contract and associated benefits apply. For other senior executives, maximum notice periods of nine months apply to termination by the Company. Apart from dismissal pay, other senior executives are not entitled to severance pay. Applicable employment contracts and associated benefits apply during notice periods. Where severance pay is due, no other benefits are payable after the end of the notice period.

Salary and employment terms of employees

Consultation on the board's proposal on guidelines for remuneration of senior executives considers salary and employment terms of the Company's employees. Information on employees' total compensation, the components of such compensation, as well as increases and rates of increase of compensation over time, have been collated and served as part of the decision-support data for the Remuneration Committee and the board when appraising the reasonableness of the guidelines and their ensuing limitations.

Decision-making process

The board shall prepare a proposal for new guidelines when a need for significant amendments arise, although at least every fourth year. The board's proposal is subject to consultation by the board's Remuneration Committee. The Chairman of the board shall serve as Chairman of the Remuneration Committee. With the aim of resolving conflicts of interest, other Board members elected by the AGM that are members of the Remuneration Committee shall be independent in relation to the Company and its management.

The duties of the Remuneration Committee shall include monitoring and evaluating application of the guidelines for remuneration of senior executives as approved by the AGM. When the Remuneration Committee has consulted on the proposal, it is referred to the board for decision. The CEO or other members of group management shall not participate in the board's consideration of, and decisions on, remuneration-related issues, to the extent they are affected by these issues.

If the general meeting does not resolve to adopt the guidelines as proposed, the board shall submit a new proposal no later than at the next AGM. In such case, remuneration shall be paid in accordance with the guidelines that applied previously, or if there are no such guidelines, consistently with the Company's practice.

In consultation of these issues, external advisors may be appointed as considered necessary.

Review of guidelines

The board has not received any comments from shareholders regarding the current guidelines for remuneration of senior executives. The board's proposal for guidelines for remuneration of senior executives essentially correspond to existing guidelines, except that pension agreements to the CEO are decided by the board on a proposal from the Remuneration Committee and constitute 30 percent of the total salary. Other senior executives in Sweden have pension agreements that are within the framework of the ITP plan with an expected retirement age of 65 years and pension provisions are related to the employees' salaries. Pension contributions are paid on an ongoing basis.

Kista, March 2022
Enea AB (publ)
The Board of Directors

The board's proposal on authorization for the board to issue new shares to finance further growth and expansion (item 17)

The board proposes that the AGM authorizes the board until the AGM 2023, on one or more occasions, to decide on new issues of ordinary shares as follows.

This authorization entails the right to issue a maximum of 2,185,823 ordinary shares, i.e. maximum 10 percent of the number of issued shares on the day of this notice.

Share issues may be made with or without deviation from the shareholders' preferential rights.

The issue price shall be based on market practice.

New ordinary shares may be paid in cash, by set-off or by contribution in kind or otherwise be subject to conditions referred to in chapter 13 section 5 first paragraph 6 of the Swedish Companies Act. The board shall have the right to decide the other terms and conditions of the share issue.

The board proposes that the CEO, or the person appointed by the CEO, shall be authorized to make necessary and small adjustments to enable registration of the resolution at the Swedish Companies Registration Office.

Resolution on this item on the agenda has to be supported by shareholders representing at least two-thirds of the votes cast as well as of all shares represented at the AGM.

Kista, March 2022
Enea AB (publ)
The Board of Directors