



## **PRESS RELEASE**

Stockholm, May 9, 2017  
Enea (NASDAQ OMX Nordic: ENEA)

# **Report from Enea AB's Annual General Meeting 2017**

The annual general meeting of Enea AB (publ) (the "Company"), was held on Tuesday 9 May 2017, 4.30 p.m. at Kista Science Tower, Färögatan 33 in Kista, Stockholm.

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 2016.

### **Dividend**

The AGM resolved that no dividend will be paid. Instead, an automatic program of redemption of shares to a value of SEK 2.00 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 2016. 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. Kjell Duveblad, Mats Lindoff, Torbjörn Nilsson, Åsa Sundberg and Gunilla Fransson 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 1,750,000 to be apportioned between the members of the Board with SEK 470,000 to the Board Chairman, SEK 220,000 to each of the other Board members elected by the AGM and SEK 180,000 to be allocated amongst the members for committee work as follows: SEK 60,000 to the chairman of the audit committee and SEK 30,000 each to the two members and SEK 40,000 to the chairman of the remuneration committee and SEK 20,000 to the member. 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 Stockholm (the "Marketplace"), 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 2018. 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 to finance further growth and expansion**

The AGM approved the Board's proposed authorization for the Board to decide on new share issue in order to fund continued growth and expansion, such as in connection with acquisitions, until the time of AGM 2018. This authorization entails the right to issue new shares corresponding to an amount of at most ten per cent of the number of issued shares on the day of the notice of the AGM. New shares may be paid in cash, by set-off or by contribution in kind. The issue price shall be based on market practice.

#### **Redemption of shares**

The AGM approved the Board's proposed imposition of an automatic redemption program 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 2.00 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 automatic redemption program can be found in the previously published information folder available on the Company's website.

#### **Long-term share based incentive plan and transfer of treasury shares**

The AGM resolved to adopt the board's proposal of a long-term share based incentive plan ("LTIP 2017"). LTIP 2017 comprises approximately 32 employees consisting of senior executives and other key employees. The participants are allocated performance share rights, which provide the participant with a right to acquire shares. Following the defined vesting period, the participants will, free of charge, be allocated shares in the Company provided that certain conditions are fulfilled. The vesting period for LTIP 2017 commences when the participant enters into an agreement regarding participation in the plan and expires in connection with the announcement of the Company's interim report for the first quarter in 2020. Allocation of shares requires the participant to remain employed within the Enea Group during the vesting period. In addition, a pre-requisite for the allocation of shares is that certain performance targets are fulfilled concerning Enea's average yearly growth in turnover, average yearly increase in the operating profit and average yearly growth in earnings per



share during 2017-2019. The maximum number of shares in the Company, which may be allocated in total under the LTIP 2017 shall be limited to 441,000, which represents approximately 2.5 percent of all outstanding shares and votes in the Company.

The AGM further resolved that 441,000 shares in the Company may be transferred to participants in LTIP 2017 who under the terms for the LTIP 2017 are entitled to receive shares and that transfer of shares shall be made at the time and according to the other terms pursuant to which participants in LTIP 2017 are entitled to receive shares.

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