

The Nomination Committee's proposals for resolutions and reasoned statement for the Annual General Meeting 2025 in Enea Aktiebolag

THE NOMINATION COMMITTEE

The Nomination Committee for the 2025 Annual General Meeting consists of Per Lindberg (own mandate), Niklas Johansson (Handelsbanken Fonder) and Anna Magnusson (Första AP-fonden). The chairman of the board Kjell Duveblad has been co-opted to the Nomination Committee and Per Lindberg has acted as chairman of the Nomination Committee. The Nomination Committee's composition was published via the company's interim report for the third quarter on October 25, 2024.

Ahead of the 2025 Annual General Meeting, the Nomination Committee has held three (3) recorded meetings and has been in regular contact in-between. As a basis for its work, the Nomination Committee has had individual discussions with all members of the board. The Nomination Committee has been informed about the company's strategy, risk management and control functions, among other things and has also taken note of the board's own oral evaluation.

PROPOSALS FOR RESOLUTIONS

The Nomination Committee proposes:

- that Kjell Duveblad is elected as chairman of the Annual General Meeting 2025,
- that the board shall consist of six (6) ordinary members elected by the Annual General Meeting without any deputy members and that one (1) auditor is appointed,
- re-election of the board members Kjell Duveblad, Anne Gynnerstedt, Thibaut Bechetoille, Åsa Schwarz, Charlotta Sund and Magnus Örnberg,
- re-election of Kjell Duveblad as chairman of the board,
- that remuneration to the board, for the period from this Annual General Meeting until the end of the next Annual General Meeting, is paid in the amount of SEK 565,000 (550,000) to the chairman and SEK 280,000 (270,000) each to the other members elected by the Annual General Meeting, in the amount of SEK 120,000 (100,000) to the chairman of the audit committee and SEK 62,000 (60,000) to the member, in the amount of SEK 52,000 (50,000) to the chairman of the remuneration committee and SEK 31,000 (30,000) to the member, and in the amount of SEK 52,000 (50,000) to the chairman of the technology committee and SEK 31,000 (30,000) to the member,
- 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, and
- that the auditor shall receive reasonable remuneration in accordance with approved invoice.

THE NOMINATION COMMITTEES REASONED STATEMENT

In its evaluation of the board, as described above, the Nomination Committee has found that the existing board is well-functioning and that the members of the board represent a broad spectrum of experience and expertise that is relevant to Enea's continued development. The members' commitment has been substantial, and the attendance rate is high. During the year, Mats Lindoff resigned from the board at his own request.

It is the opinion of the Nomination Committee, that the proposed board continues to have a composition that is appropriate in view of the company's operations, stage of development and other circumstances, characterised by versatility and breadth in terms of the members' expertise, experience and background. The Nomination Committee has applied rule 4.1 of the Swedish Corporate Governance Code as its diversity policy, and the Nomination Committee concludes that the current and proposed composition of the board fulfils the requirement for gender balance. The proposed board fulfils the applicable requirements regarding the independence of the members in relation to the company and its management and in relation to the company's major shareholders. The Nomination Committee has also found that the number of other assignments held by each member does not prevent the members from actively participating in the work of the board of Enea.

INSTRUCTION TO THE NOMINATION COMMITTEE

The Nomination Committee proposes that the Nomination Committee 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 the last day of September is known, contact the four largest registered shareholders in terms of voting rights and ask them to appoint one member each to the Nomination Committee. 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 Nomination Committee. 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 Nomination Committee 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 Nomination Committee. 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 Nomination Committee has been constituted, but no later than six months before the next Annual General Meeting. The term of office of the appointed Nomination Committee shall run until the new Nomination Committee takes office. If there is a significant change in the ownership structure after the Nomination Committee has been constituted, and no later than three months prior to the Annual General Meeting, the composition of the Nomination Committee shall be changed in accordance with the principles set out above. The Nomination Committee 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 Nomination Committee. The Nomination Committee shall meet as often as necessary to enable the Nomination Committee to carry out its duties. Notice of the meeting is issued by the chairman of the Nomination Committee. If a member of the Nomination Committee requests that the Nomination Committee be convened, the request must be complied with. Minutes must be taken of the meetings of the Nomination Committee. The Nomination Committee shall be entitled to charge the company with costs for, inter alia, recruitment consultants and other costs that are required for the Nomination Committee to be able to fulfil its assignment. This instruction for the Nomination Committee shall be valid until further notice until a resolution on amendment is passed by a general meeting.

Kista in March 2025

Nomination Committee Enea Aktiebolag

Further information about the proposed board members can be found in the Presentation of proposed board members, Annual General Meeting 2025, www.enea.com.