

Solna, Sweden  
31 March, 2026

## **Notice of Annual General Meeting in Enea Aktiebolag**

The shareholders in Enea Aktiebolag, Reg. No. 556209-7146, are hereby invited to attend the Annual General Meeting to be held on Thursday May 7, 2026, at 4.30 p.m. at Kista Science Tower, Färögatan 33, Kista, Stockholm.

### **Notice of attendance**

Shareholders who wish to attend the Annual General Meeting must be recorded as shareholder in the share register maintained by Euroclear Sweden AB as of Tuesday April 28, 2026 and notify attendance to the company no later than Thursday April 30, 2026, preferably before 5 p.m. Notice of attendance can be given by post to Enea Aktiebolag, Frösundaviks Allé 1, SE-169 70 Solna, Sweden, by telephone +46 8 507 140 00 or by e-mail to [agm@enea.com](mailto:agm@enea.com). Notice of attendance shall contain name, personal or corporate identification number, number of represented shares, address, telephone number and assistant, if any (not more than 2).

Shareholders intending to participate by proxy must issue a written, signed and dated Power of Attorney. The validity term of the Power of Attorney may not be more than one year, unless a longer validity term is specifically stated in the Power of Attorney (however at the longest five years). The Power of Attorney and other authorization documents should preferably be sent to the company well in advance on the address above. If the Power of Attorney is issued by a legal entity, an up-to-date certificate of registration or equivalent document for the legal entity must be attached. Power of Attorney forms are available on the company's website, [www.enea.com](http://www.enea.com) and will also be sent to shareholders who so request and state their address.

Shareholders whose shares are trustee-registered in the name of a bank or other trustee must, to be able to exercise their voting rights at the Annual General Meeting, request the trustee to register their shares in their own name with Euroclear Sweden AB (so called "voting rights registration"). Such voting rights registration must be implemented by the trustee no later than as of Thursday April 30, 2026, which means that shareholders who want such voting rights registration must notify their trustee of their request well in advance before this date.

### **Proposed agenda**

1. Opening of the Annual General Meeting
2. Election of chairman of the Annual General Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes and count the votes
6. Determination as to whether the Annual General Meeting has been properly convened
7. Presentation by the CEO
8. Presentation of the annual report, the consolidated annual report, the audit report and the consolidated audit report, as well as the statement by the auditor on the compliance of the applicable guidelines for remuneration of senior executives
9. Resolutions regarding
  - a) adoption of the income statement and the balance sheet, the consolidated income statement, and the consolidated balance sheet
  - b) appropriation of the company's profit in accordance with the adopted balance sheet
  - c) discharge of liability for the members of the board of directors and the CEO

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 fees to the auditors
12. Election of
  - a) members of the board of directors
  - b) chairman of the board
  - c) auditor
13. The board's proposal for resolution on approval of remuneration report
14. Resolution on amendment of the Articles of Association
15. The board's proposal on authorization for the board to acquire and transfer own ordinary shares
16. The board's proposal on authorization for the board to issue new ordinary shares to finance further growth and expansion
17. Resolution on (A) reduction of the share capital by way of cancellation of own ordinary shares; and (B) increase of the share capital by way of bonus issue
18. Resolution on long-term incentive plan 2026-2029 and share delivery arrangements in respect thereof
19. Closing of the Annual General Meeting

## **Propositions**

### ***The board's proposition on the appropriation of the company's profit (item 9 b)***

The board proposes that there will be no dividend distributed to the shareholders regarding the financial year 2025 and that the available funds at the disposal of the Annual General Meeting of SEK 604,065,755 are carried forward.

### ***The nomination committee's propositions (items 2 and 10-12)***

The nomination committee ("NC") for the Annual General Meeting 2026 consists of Per Lindberg (own mandate), Niina Arkko (Aktia Fund Management Company Ltd), Roger T Storm (Handelsbanken Fonder) and Taymour Ezzat (Herald Investment Management). The chairman of the board Kjell Duveblad has been co-opted to the NC and Per Lindberg has acted as chairman of the NC.

The NC proposes that Kjell Duveblad is elected as chairman of the Annual General Meeting 2026.

The NC proposes that the board shall consist of six ordinary members elected by the Annual General Meeting without any deputy members and that one auditor is appointed.

The NC proposes 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 575,000 (565,000) to the chairman and SEK 290,000 (280,000) each to the other members elected by the Annual General Meeting, in the amount of SEK 125,000 (120,000) to the chairman of the audit committee and SEK 65,000 (62,000) to the member, in the amount of SEK 55,000 (52,000) to the chairman of the remuneration committee and SEK 32,000 (31,000) to the member, and in the amount of SEK 55,000 (52,000) to the chairman of the technology committee and SEK 32,000 (31,000) to the member.

The NC proposes that the auditor shall receive reasonable remuneration in accordance with approved invoice.

The NC proposes re-election of the board members Anne Gynnerstedt, Thibaut Bechetoille, Åsa Schwarz, Charlotta Sund and Magnus Örnberg and election of Robert Andersson as new member of the board. Kjell Duveblad has declined re-election.

The NC proposes election of Robert Andersson as new chairman of the board. Information regarding Robert Andersson follow below:

Robert Andersson, born 1960, has extensive experience from executive board roles and deep industry knowledge. He has previously served as a member of the board of directors of Enea Aktiebolag, as CEO of Oriola Corporation, as a member of the Group Executive Management of Telia Company, and on Nokia's Group Executive Board.

*Education:* Robert Andersson holds a master's degree in economics and an MBA,

*Ongoing assignments:* Board member of the Society of Swedish Literature in Finland, Advisor in Morelex Oy, Senior Advisor in Vagus Ltd and member of the council of Stiftelsen Svenska Handelshögskolan.

*Shareholding in Enea:* -

Robert Andersson is considered to be independent both in relation to the company and its management as well as in relation to its major shareholders.

The NC proposes re-election of Öhrlings PricewaterhouseCoopers AB. Öhrlings PricewaterhouseCoopers AB has informed that the authorized public accountant Niklas Renström will be the auditor in charge.

### ***The board's proposal for resolution on approval of remuneration report (item 13)***

The board proposes that the Annual General Meeting resolves to approve the board's remuneration report for the financial year 2025.

### ***Resolution on amendment of the Articles of Association (item 14)***

In order to enable the company to hold its general meetings in Solna, where the company now has its registered office, the board proposes that Article 2 of the Articles of Association be amended as follows:

#### **2 §**

##### *Current wording*

##### Registered office

The Board of Directors has its registered office in the Municipality of Stockholm.  
The Annual General Meeting shall be held in the Municipality of Stockholm.

##### *Proposed wording*

##### Registered office and location of the general meeting

The Board of Directors has its registered office in the Municipality of Stockholm.  
The Annual General Meeting shall be held in the Municipality of Stockholm or the Municipality of Solna.

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

The board proposes that the Annual General Meeting 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 ordinary 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. However, if, prior to the exercise of the authorization regarding transfer of own ordinary shares, the board has also exercised the authorization regarding new issue of ordinary shares (item 16 on the agenda), the number of ordinary shares that may be transferred under this authorization shall be reduced by the corresponding number of ordinary shares issued pursuant to the issue authorization.

The authorizations stated above may be utilized on one or several occasions up until the Annual General Meeting 2027. Acquisition and transfer of ordinary shares on the Marketplace may only be made at a price per share that does not exceed the higher of the most recent independent trade and the highest current independent bid on the trading venue where the purchase is carried out, and is otherwise on the terms and conditions determined by Marketplace. The company may however assign a stock exchange member to accumulate a certain amount of the company's own ordinary shares by proprietary trading during a certain time period and on the day of delivery pay the volume weighted average price for the market as a whole for such period of time, even if the volume weighted average price falls outside the range of prices on the day of delivery. Acquisitions may not be made at a price lower than the lowest price at which an independent trade can be made. 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 ordinary shares, including any deviation from the shareholders' preferential rights in connection with transfer, 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 ordinary shares in long-term incentive programs previously adopted by the Annual General Meeting.

If the authorization regarding transfer of ordinary shares is used for transfers with deviation from the shareholders' preferential rights, the board shall, in connection with the authorization being exercised, publish the reasons for the deviation from the shareholders' preferential rights.

***The board's proposal on authorization for the board to issue new ordinary shares to finance further growth and expansion (item 16)***

The board proposes that the Annual General Meeting authorizes the board until the Annual General Meeting 2027, 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 1,924,796 ordinary shares, i.e. maximum 10 percent of the number of issued shares after the completion of the cancellation of ordinary shares proposed under item 17 on the agenda. If the board, prior to the exercise of the authorization for new issue of ordinary shares, has also exercised the authorization regarding transfers of ordinary shares (item 15 on the agenda), the number of ordinary shares that may be

issued under this authorization shall be reduced by the corresponding number of ordinary shares transferred under the transfer authorization.

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 purpose of the authorization and any deviation from the shareholders' preferential rights is to enable financing, in whole or in part, in connection with company acquisitions and to give the board the opportunity to adapt the company's capital structure.

If the authorization is exercised for a new share issue with deviation from the shareholders' preferential rights, the board shall, in connection with the authorization being exercised, publish the reasons for the deviation from the shareholders' preferential rights.

***Resolution on (A) reduction of the share capital by way of cancellation of own ordinary shares; and (B) increase of the share capital by way of a bonus issue (item 17)***

**A. Reduction of the share capital by way of cancellation of own ordinary shares**

The board proposes that the Annual General Meeting resolves to reduce the share capital by way of cancellation of 1,312,619 ordinary shares repurchased within the framework of the company's buyback program. As a result of the reduction, the share capital will decrease by SEK 1,577,238.592019. The purpose of the reduction is allocation to unrestricted equity.

**B. Increase of the share capital by way of a bonus issue**

To restore the share capital after the proposed reduction of the share capital set out in A above, the board proposes that the Annual General Meeting simultaneously resolves to increase the share capital by SEK 1,577,238.592019 through a bonus issue, by transferring the same amount from the company's unrestricted equity without the issuance of new shares.

***The board's report in accordance with Chapter 20, Section 13 of the Swedish Companies Act (2005:551)***

In accordance with Chapter 20, Section 13 of the Swedish Companies Act, the board of directors reports as follows. The resolution to reduce the company's share capital by cancellation of own ordinary shares according to item A can be carried out without authorisation from the Swedish Companies Registration Office (Sw. Bolagsverket) or a general court, since the company at the same time carries out an equal increase of the share capital through a bonus issue in accordance with item B above. Thus, the company's restricted equity and share capital will remain unchanged.

The board of directors' proposal in accordance with item A and B above shall be resolved upon as one resolution by the Annual General Meeting.

**Resolution on long-term incentive plan 2026-2029 and share delivery arrangements in respect thereof (item 18)**

## **A. BACKGROUND AND MOTIVATION**

- (1) The board proposes that the Annual General Meeting resolves on the adoption of share-based long-term incentive plan 2026–2029, giving the members of the Leadership Team and key employees (jointly the **“Participants”** and each a **“Participant”**) of the Company and its subsidiaries (jointly the **“Group”**) the opportunity to earn shares in the Company based on performance. The long-term incentive plan is a Performance Share Plan (**“PSP”**).
- (2) In order to secure the obligations of the Company to deliver shares to Participants under the PSP, the Board of Directors proposes that the Annual General Meeting resolves on share delivery arrangements.
- (3) The proposal regarding the PSP is set out in Section B below, and the proposal regarding the share delivery arrangements is set out in Section C below.
- (4) The purpose of the PSP is to increase the Participants' motivation to achieve the goals set out in the updated strategy launched in November 2025. Additionally, the aim of the PSP is to align the objectives of the Company's shareholders and the members of the Company's Leadership Team and key employees for increasing the value of the Company in the long term, to retain the Participants for the Company and to offer them a competitive incentive scheme that is based on earning and accumulating shares in the Company.

## **B. PROPOSAL REGARDING THE PSP**

### **1. Structure**

- (1) The PSP will be directed towards the CEO, the members of Leadership Team and key employees of the Group, 22 employees in total. The PSP will comprise a maximum of 334,200 shares in the Company.
- (2) In the PSP, the Participants may earn shares in the Company based on performance (**“Performance Shares”**). Each Participant will at commencement of the Performance Period, free of charge, receive a conditional right to Performance Shares (**“Performance Share Right”**). **“Grant Date”** refers to the relevant date on which the Performance Share Rights are allocated to a Participant.
- (3) After the expiration of a three-year performance period (subject to certain exemptions), which starts on the Grant Date (**“Performance Period”**), the Participant will be entitled to allocation of Performance Shares free of charge.
- (4) The allocation of Performance Shares is dependent on the fulfilment of the performance criteria, which are tied to the Company's Adjusted EBITDA (weight 50%) and Net Sales (weight 50%) (jointly, **“Performance Criteria”**). If the Performance Levels set out for the Performance Criteria are not reached, no Performance Shares will be allocated.

### **2. Allocation**

- (1) The allocation of the Performance Shares will be made in accordance with the principles set out in the table below.

<b>Allocation category</b> (Current number of Participants per Group)	<b>Performance Share Right</b> (Maximum number of Performance Shares per Participant)
CEO (1 person)	40,200
Leadership Team (7 people)	21,800
Key Contributors (14 people)	10,100
<b>Total</b> (22 persons)	<b>334,200</b>

- (2) The Grant Date is expected to take place shortly after the Annual General Meeting 2026.
- (3) The number of Performance Shares allocated to the Participants after expiration of the Performance Period may amount to between 0% and 100% of the Performance Share Right, depending on the fulfilment of the Performance Levels, as defined in Section B.3(2).
- (4) Additionally, the allocation of Performance Shares is conditional upon the Participant retaining employment within the Group over the entire Performance Period, unless so-called good leaver rules (permanent disability, retirement, decease, termination by the Company without cause) apply. The allocation of Performance Shares to good leavers will be proportionately adjusted for time served during the Performance Period.

### 3. Performance Criteria

- (1) The allocation of Performance Shares is subject to the achievement of Performance Levels of the Performance Criteria.
- (2) The Performance Criteria include a minimum level which must be exceeded in order for any Performance Shares at all to be allocated, and a maximum level in excess of which no additional Performance Shares will be allocated (“**Performance Levels**”).
- (3) Information about the outcome of the Performance Criteria will be provided in the annual report for the financial year 2029.
- (4) The minimum and maximum levels for the Performance Criteria will be set by the Board of Directors. These targets are considered commercially sensitive and will be disclosed retrospectively. Information about the minimum and maximum levels for the Performance Criteria and the outcome of the Performance Criteria will be provided in the annual report for the financial year 2029.

#### 4. Other conditions

- (1) The number of Performance Shares will be subject to recalculation in the event of any intervening bonus issue, split, reverse split, rights issue, and/or other similar corporate actions. The same will apply for a distribution of a dividend or distribution of other assets, if the Board of Directors considers it necessary. The Performance Levels will be also subject to adjustments in such cases, if the Board of Directors considers it necessary.
- (2) In the event of a public take-over, a buy-out procedure of minority shareholders, a merger, a full demerger, a partial demerger, a divestment, a transfer of business, delisting of the Company's shares, dissolution of the Company or any other corporate rearrangement ("**Corporate Events**"), which affects the PSP and the Participants, the Board of Directors will be entitled to resolve on the consequences of the Corporate Event to the PSP. The consequences may be e.g. accelerated termination of the PSP and accelerated allocation of Performance Shares for all Participants or for some Participants, or amendments to the PSP, relating e.g. to the Performance Criteria and/or allocations of Performance Shares.
- (3) The Board of Directors will be entitled to reduce the number of Performance Shares that are subject to allocation or, wholly or partially, terminate the PSP in advance if significant changes in the Group or in the market occur which, in the opinion of the Board of Directors, would result in a situation where the conditions for allocation of Performance Shares become unreasonable. In the event that allocation of Performance Shares has been made based on misstated information, or if actions have been taken by a Participant which could result in material damage to the Group's reputation, the Board of Directors may decide to reclaim whole or a part of the allocated Performance Shares for such Participant.
- (4) Participation in the PSP presupposes that such participation is legally possible in the various jurisdictions concerned and that the administrative costs and financial efforts are reasonable in the opinion of the Board of Directors. The Board of Directors will be entitled to make such local adjustments of the PSP that may be necessary or appropriate to implement it with reasonable administrative costs and financial efforts in the concerned jurisdictions, including, among other things, to offer cash settlement.
- (5) The Board of Directors will be entitled to make adjustments to the terms of the PSP, if it so deems appropriate, should changes occur in the Company or its operating environment that would entail that the terms and conditions of the PSP are no longer appropriate or in line with the original purpose. Any such adjustments will only be made in order to fulfil the main objectives of the PSP.
- (6) The Board of Directors will be responsible for the further design, implementation and administration of the PSP within the framework of the above-mentioned main terms and conditions.

## **5. Estimated costs, effects on key ratios and plan size**

- (1) The costs for the PSP, which will impact the income statement, are calculated according to the accounting standard IFRS2 and distributed over the Performance Period. Based on a share price of SEK 60.60 at grant of the Performance Share Right, the total effect of the PSP on the income statement is estimated to be SEK 26,62 million, distributed over the years 2026–2029.
- (2) The estimated annual costs of SEK 8,87 million correspond to approximately 1.8 % of the Group's total employee costs for the financial year 2025. Thus, the costs for the PSP are expected to have a marginal effect on the Group's key ratios.
- (3) Assuming full allocation of Performance Shares, the maximum number of shares under the PSP amounts to 334,200 shares in the Company, corresponding to approximately 1,58% of the total number of shares and votes in the Company.

## **6. Preparation of the proposal**

The PSP has been initiated and prepared by the Board of Directors together with external advisors. The PSP has been processed and discussed at Board meetings in 2026.

## **C. SHARE DELIVERY ARRANGEMENTS**

### **1. Transfer of Treasury Shares to Participants in the PSP**

The Board of Directors proposes that the Annual General Meeting resolve to transfer shares in the Company as follows:

- (a) A maximum of 334,200 shares in the Company (or such higher number of shares that may follow from a recalculation resulting from a bonus issue, split, rights issue or similar measure) may be transferred without consideration to the Participants.
- (b) The shares may be transferred to Participants who, according to the terms and conditions of the PSP, are entitled to receive shares. The transfer will occur at the time and on the terms and conditions of the PSP.
- (c) The reason for the deviation of the shareholders' preferential rights is that the purpose of the transfer of shares is to enable the shares in the Company to be paid to the Participants in accordance with the terms and conditions of the PSP, and the Board of Directors considers it to be in the best interests of the Company to align the interests of the shareholders of the Company and the key employees of the Group.

## **2. Share Swap Arrangement**

The Board of Directors proposes that, if the required majority under Section C.1 cannot be reached, the Annual General Meeting resolves to secure delivery of shares under the plans by the Company entering into share swap arrangements with a third party, whereby the third party in its own name will acquire and transfer/sell shares in the Company to the Participants in the PSP. The relevant number of shares in this context will correspond to the number of shares proposed to be acquired and transferred/sold under Section B.1 above.

### **D. MAJORITY REQUIREMENT**

For a valid resolution by the Annual General Meeting in accordance with the Board of Directors' proposal as set out in Sections A-B and C.2 above, the resolution must be supported by shareholders holding more than half of the votes cast at the Annual General Meeting. For a valid resolution by the Annual General Meeting in accordance with the Board of Directors' proposal as set out in Section C.1 above, the resolution must be supported by shareholders holding more than 9/10 of the votes cast at the Annual General Meeting.

#### **Majority requirement**

Aside from the majority requirements set out in item 18, for valid resolutions in accordance with items 14-17, the proposals must be supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

#### **Disclosures at the Annual General Meeting**

The board and the CEO shall, if any shareholder so requests and the board believes that it can be done without material harm to the company, provide information about circumstances that may affect the assessment of an item on the agenda, circumstances that may affect the assessment of the company's or its subsidiaries' financial situation and the company's relation to another company within the Group.

#### **Documentation**

The annual report and the auditor's report, as well as the board's remuneration report and the statement by the auditor on the compliance of the applicable guideline for remuneration of senior executives, a compilation of the proposed board members' other engagements, the board's complete proposals for resolutions and other documents for the Annual General Meeting, are presented by keeping them available at the company's office, Frösundaviks Allé 1, SE-169 70 Solna, Sweden and at the company's website, [www.enea.com](http://www.enea.com), as from no later than three weeks before the Annual General Meeting, and will also be sent to shareholders who request it and provide their address. The share register of the Annual General Meeting will also be available at the company's office. Copies of the documents will be sent to shareholders who request it and provide their postal address and will be available at the Annual General Meeting.

#### **Amount of shares and votes**

The total amount of shares in the company at the time of the issuance of this notice is 20,560,581 ordinary shares with one vote each. The total number of votes in the company amount to 20,560,581 votes. The company holds 1,697,311 ordinary shares, corresponding to 1,697,311 votes, that cannot be represented at the Annual General Meeting.

## Processing of personal data

For information on how your personal data is processed, please see

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

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Solna, March 2026

Enea Aktiebolag (publ)

*The Board of Directors*

### **For more information contact:**

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### **About Enea**

Enea is a global specialist in advanced telecom and cybersecurity software, with a vision to make the world's communications safer and more efficient. Dedicated to innovation and security, our solutions connect, optimize, and protect communications between people, companies, and connected things worldwide. We serve 170+ communication service providers across 100+ countries, with more than 3 billion people relying on Enea technologies every day.

Headquartered in Stockholm, Sweden, Enea is publicly listed on NASDAQ Stockholm. To learn more, visit [enea.com](http://enea.com).

*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.*