



## **PRESS RELEASE**

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

**STOCKHOLM, Sweden, 7 April, 2011** – The annual general meeting of Enea AB (publ) was held on Thursday 7 April 2011, 4:00 pm at Enea AB, Skalholtsgatan 9, Kista.

The following was decided by the annual general meeting.

### **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 2010.

### **Dividend**

The AGM resolved that no dividend will be paid. Instead, an automatic program of redemption of shares to a value of SEK 5.00 per share was approved by the AGM.

### **Board of Directors**

The AGM discharged the members of the Board of Directors and the Managing Director from liability for the financial year 2010. The AGM resolved that the Board members shall consist of five permanent elected members by the AGM, with no deputies. Anders Lidbeck was re-elected as Board Chairman and Åsa Landén Ericsson, Anders Skarin, Kjell Duveblad and Mats Lindoff were re-elected as members of the Board.

### **Board and auditor fees**

The AGM approved board fees of SEK 1 250 000 to be apportioned between the members of the Board with SEK 380 000 to the Board Chairman and SEK 175 000 to each of the other Board members elected by the AGM. Unchanged, it was also established that SEK 170 000 shall be apportioned between the members of the Board after input and participation in committee work. The Board shall have disposal of SEK 500 000 for extraordinary efforts. 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 sale of own shares**

The AGM approved the Board's proposed authorization for the Board to decide on acquisition and sale of own shares. The decision implies that the number of own shares that may be



acquired, on Nasdaq OMX Stockholm or by an offer to all shareholders, is subject to the maximum of own holdings at each time is not exceeding 10% of all shares in the Company. Acquisition of shares on the stock exchange may only be to a price that is registered, at each time, in the spread interval on the stock exchange. Sale, in the context of exchange, may be to a market value assessed by the Board. The authorization lasts until the AGM 2012. The purpose of the authorization is to give the Board the opportunity to adjust the capital structure of the Company.

#### **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 for share and business acquisitions**

The AGM approved the Board's proposed authorization for the Board to decide on new share issue for share and business acquisitions until the time of AGM 2012, with the aim that the Company shall be able to issue shares for acquisition of shares or business. The issue price shall be established in accordance with the market and not be more than 10 % of the number of outstanding shares on the day of the notice of the AGM.

#### **Redemption of shares**

The AGM approved the Board's proposed imposition of an automatic program for redemption of shares involving a split, redemption of shares and an issue of bonus shares.

#### ***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 5.00 SEK per redemption share. The payment is estimated to 13 May 2011.

The redemption is automatic, i.e. no action is required from the shareholders.

The record day for the split and the right to receive a redemption share is 18 April 2011.

Trading in redemption shares will take place on NASDAQ OMX Stockholm during the period 20 April–5 May 2011.

Upon redemption of shares in Swedish limited liability companies the amount payable to foreign shareholders is normally subject to withholding tax. Swedish withholding tax should however not apply on the sales price for redemption shares that are sold during the trading period.

#### **Amendment of the Articles of Association**

The AGM approved the Board's proposed amendment of the Articles of Association's provisions



regarding the minimum and maximum number of shares and minimum and maximum amount in share capital.

### **Reduction of the share capital and bonus issue**

The AGM decided to cancel a portion of the shares, that was bought back due to earlier buy-back authorizations, by reducing the share capital with SEK 428 488.83 by cancelling 422 080 shares without reimbursement for allocation to non-restricted reserves. In order to avoid the registration office permission, the AGM decided on the same time on a bonus issue whereby the share capital increases by SEK 428 488.83 without issuing new shares and by utilization of non-restricted reserves.

**For more information visit [www.enea.com](http://www.enea.com) or contact:**

Per Åkerberg, President and CEO

Phone: +46 8 507 140 00

E-mail: [per.akerberg@enea.com](mailto:per.akerberg@enea.com)

Catharina Paulcén, VP Corporate Communications

Phone: +46 8 507 140 00

E-mail: [catharina.paulcen@enea.com](mailto: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](http://www.enea.com) or contact us at [info@enea.com](mailto:info@enea.com).

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