

# Corporate Governance Report 2019

Enea is a Swedish limited company with its headquarters in Stockholm, Sweden. The company is listed on Nasdaq Stockholm and the group's corporate governance is based on Swedish legislation, as well as the rules and recommendations issued by organizations such as the Swedish Corporate Governance Board and Swedish Securities Council.

## Governance Model

Enea's governance, management, and control are divided between the shareholders at the Annual General Meeting, the Board of Directors and the CEO in compliance with the Swedish Companies Act and the Board of Directors' Rules of Procedure.

During the financial year, Enea complied with the Swedish Code of Corporate Governance issued by the Swedish Corporate Governance Board, and this Corporate Governance Report has been prepared accordingly. The company's Auditor has completed a statutory review of this report.

## 1 Shareholders

Enea's ordinary share is quoted on Nasdaq Stockholm's Mid Cap list. According to the share register maintained by Euroclear Sweden, there were 21,615,231 shares as of December 31, 2019. At the same date, share capital was SEK 24,430,872, and Enea held 314,760 treasury shares, or 1.5 percent of all shares. As of December 31, 2019, the largest shareholder was Per Lindberg, with 35.3 percent of the shares through direct ownership and endowment insurance.

## AGM

The Annual General Meeting, or where applicable, Extraordinary General Meetings, is Enea's chief decision-making body. All shareholders are entitled to participate in the Annual General Meeting (either in person by proxy through power of attorney) and have a matter considered. The AGM resolves on issues including:

- any amendment of the Articles of Association
- election of the Board of Directors, Chairman of the Board and Auditor
- adoption of Income Statements and Balance Sheets, appropriation of the company's profit

or loss and discharging Board members and the Chief Executive Officer from liability

- principles for appointing a nomination committee
- the Board of Directors' proposed guidelines for remuneration of senior executives

A two-thirds voting majority is required for resolutions to amend the Articles of Association.

The AGM was held on May 6, 2019 in Kista, and its resolutions included:

- adoption of Income Statement and Balance Sheet of the parent company and group
- discharging the Board members and Chief Executive Officer from liability
- that no dividend would be payable for the financial year 2018
- approving fees for Directors and Auditors
- approving the Board of Directors' proposed guidelines for remuneration of senior executives
- authorizing the Board of Directors to decide on the purchase and transfer of treasury shares in accordance with the Board's proposal
- authorizing the Board of Directors to decide on new share issues to finance continued growth and expansion
- approving the Board of Directors' proposals on:
  - i) adoption of a long-term share-based incentive program for 2019
  - ii) transfer of repurchased shares to participants in this program
- appointment of the following Directors:
  - i) re-election: Anders Skarin, Kjell Duveblad, Mats Lindoff, and Gunilla Fransson
  - ii) election: Birgitta Stymne Göransson and Anders Lidbeck.

Anders Lidbeck was elected Chairman of the Board. Former Director Åsa Sundberg voluntarily left the Board in February, and Director Torbjörn Nilsson declined re-election.

Öhrlings PricewaterhouseCoopers was re-elected Auditor.

The minutes from the AGM including decision-support documentation has been published at the company's website ([www.enea.com](http://www.enea.com)) in the Investors section.

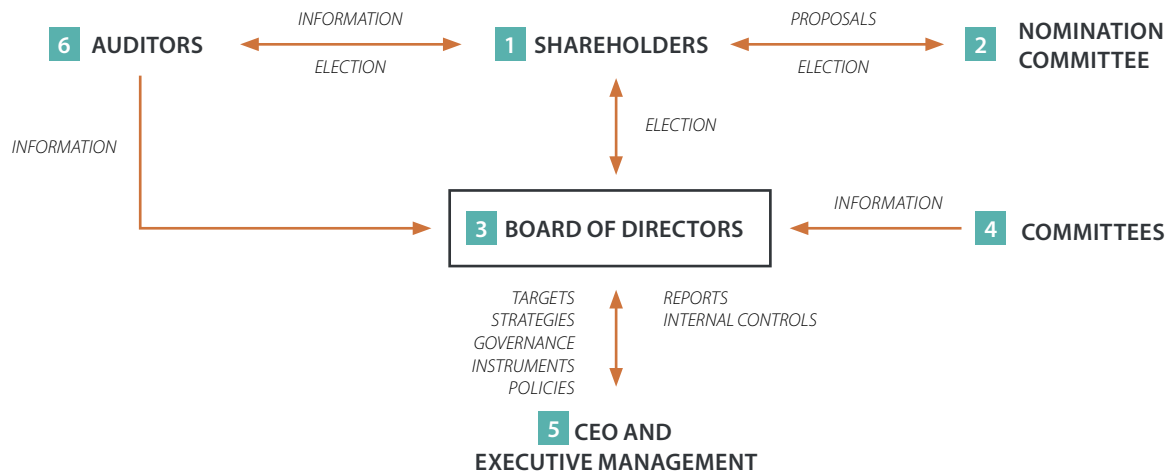
## 2 Nomination Committee

The AGM resolves on principles for appointing a new Nomination Committee. The Nomination Committee should consist of representatives of two major shareholders, and the Chairman of the Board. However, it may have representatives of three or four major shareholders and the Chairman of the Board, if when forming the Nomination Committee, the Chairman considers that the major shareholders have such an interest.

It is the Chairman's duty to contact the four largest registered shareholders in terms of votes at the end of September each year, requesting that each appoints a member of the Nomination Committee. If more than two of the shareholders do not wish to appoint a member, shareholders in order of size should then be requested to appoint a member of the Nomination Committee. The names of the Nomination Committee members should be published in the company's Interim Report for the first three quarters of the year.

The term of office for the appointed Nomination Committee should be until a new Nomination Committee has been appointed. A shareholders' representative should be appointed as Chairman of the Nomination Committee. If material changes of control occur after the Nomination Committee has been constituted, its composition should be altered in accordance with the above principles.

## GOVERNANCE MODEL – OVERVIEW



Pursuant to the above, at the end of September, the Chairman of the Board contacted the four largest shareholders to request them to each appoint a member of the Nomination Committee.

The Nomination Committee should consult on, and submit proposals to the AGM regarding, the following:

- Chairman of the forthcoming AGM
- election of the Chairman of the Board and other Board members
- Directors' fees divided between the Chairman and other Directors, and principles for any compensation for committee work
- election and fees for the company's Auditors, and where applicable, Deputy Auditor
- decisions on principles for appointing a nomination committee

The Nomination Committee for the AGM 2020 has the following members: Per Lindberg, Jan Dworsky (appointed by Swedbank Robur Fonder), Niklas Johansson (appointed by Handelsbanken Fonder), Henrik Söderberg (appointed by C WorldWide Asset Management) and Anders Lidbeck (Chairman of the Board of Enea AB).

The Nomination Committee has appointed Per Lindberg as its Chairman, and the Nomination Committee's complete proposals for the AGM 2020, with their reasoning, will be published in the invitation to the AGM. The invitation is published on

the company's website ([www.enea.com](http://www.enea.com)) in the Investors section.

### 3 Board of Directors

Pursuant to its Articles of Association, Enea's Board of Directors should be elected by the AGM and consist of five to seven members, and a maximum of seven deputies.

Enea's Board of Directors has been appointed in accordance with the Swedish Code of Corporate Governance and the company's diversity policy. Consideration has been given to the need for versatility, skills, and experience, which in different ways, contribute to Enea's progress, and for the requirement to endeavor for even gender division. Consideration has also been given to Directors being able to reserve the necessary time for their service with the company. The composition of the Board of Directors reflects this, and most Directors have knowledge and long-term experience of the sectors that Enea operates in.

In the year, Enea's Board of Directors had six members elected by the AGM. The CEO and CFO participate at every Board meeting and report on the company's business situation, prospects, financial position and events of material significance. Other company executives also present reports at Board meetings when necessary. The CEO does not participate in the parts of Board meetings that discuss the relationship between the CEO and the company. The work of the CEO and other senior executives is appraised at least yearly.

### Board of Directors' Independence

According to the Swedish Code of Corporate Governance, a majority of Board members elected by the AGM should be independent of the company and Management. A minimum of two of these should also be independent of the company's major shareholders.

All Board members were judged to be independent in respect of the company and Executive Management Team and major shareholders. For information on Board members and their shareholdings, see page 24.








### The Work of the Board of Directors

The Board of Directors' Rules of Procedure are adopted each year at the Board meeting following election in conjunction with the AGM and are only revised subsequently when specifically required. In addition to the Board of Directors' duties, the Rules of Procedure also state the Board's responsibilities and segregation of duties. The Board also issues instructions for the CEO.

The members of the Board's Audit and Nomination Committees are also determined at the Board meeting following election.

Apart from the Board meeting following election, the Board will hold at least five meetings each year. The Board will manage affairs in the interests of the company and all shareholders.

## BOARD OF DIRECTORS 2019

							
<b>Name</b>	Anders Lidbeck	Anders Skarin	Birgitta Stymne Göransson	Gunilla Fransson	Kjell Duveblad	Mats Lindoff	Jenny Andersson
<b>Born in</b>	1962	1948	1957	1960	1954	1961	1973
<b>Elected</b>	2019	2005	2019	2016	2008	2010	2019
<b>Board position</b>	Chairman of the Board	Board member (Chairman 2011–2019)	Board member	Board member	Board member	Board member	Employee representative, SI
<b>Education</b>	B.Sc. (Econ.), Lund University	B.Sc. (Econ. and IT)	M.Sc. (Eng.) Royal Institute of Technology, Stockholm, MBA, Harvard Business School	M.Sc. (Eng.) Chemical Engineering (Royal Institute of Technology, Stockholm), Licentiate of Nuclear Chemistry (Royal Institute of Technology, Stockholm)	MBA, Stockholm School of Economics	M.Sc. (Eng.) EE	Computer technology graduate
<b>Previous positions</b>	President and CEO of Enea, President and CEO of Telelogic, sales and marketing positions at Nokia, ICL and Telia Megacom, including President of ICL Direct in Benelux and Vice President of Sales and Marketing for ICL Industry systems Europe.	President of Programator (listed) and Nordic Manager of Cap Gemini, directorships and management consulting.	Strategy consultant, McKinsey and Co, COO of Telefosgruppen, President of Semantix AB and Memira AB.	Business Area Manager, Security and Defense Solutions at Saab AB. Prior to that, various executive positions with Ericsson.	Sales Director of IBM Svenska AB and President of Oracle Sweden, Nordics and Baltics.	Chief Technology Officer, Sony-Ericsson, President of C-Technologies AB.	Enea employee since 2010 (test and project manager).
<b>Other directorships</b>	Chairman of Creandum Advisor AB.	Chairman of Multisoft Consulting and Data Ductus.	Chairman of MAG Interactive AB, BCB Medical Oy and the National Swedish Industrial Development Fund. Director of Elekta AB and Pandora A/S.	Chairman of NetInsight AB. Director of Trelleborg AB, Nederman AB, Eitel AB and several unlisted companies.	Director of several unlisted companies.	Director of Precise Biometrics AB, IMINT AB and several unlisted companies.	
<b>Main employment</b>	Directorships	Management consulting and directorships	Industry advisor and directorships	Directorships	Management consulting and directorship	Strategy consultant	Group Quality Manager
<b>Personal and related party shareholdings 2019</b>	14,000	15,000	2,000	1,000	10,000	990	0
<b>Committee service</b>	Chairman of Remuneration Committee	Audit Committee	Audit Committee	Remuneration Committee	Chairman of Audit Committee	Not a Committee member	Not a Committee member

The duties of the Board include:

- formulating business targets and strategy
- appointing, appraising, and where necessary, dismissing, the CEO
- implementing effective systems for monitoring and controlling the company's operations
- ensuring satisfactory control over the company's compliance with laws and other regulations that apply to the company's operations
- formulating the necessary ethical guidelines for the company's conduct
- continuously evaluating strategic and complementary acquisitions
- ensuring corporate communication features openness, is relevant, and reliable

In the year, the Board dealt with the company's strategy and its business operations, rules of procedure for the Audit Committee and remuneration of senior executives. The CEO's status report, which includes ongoing monitoring of operations and forecasts, is provided to the Board each month, apart from January and July. In the year, the Board also considered these matters and Interim Reports, budgets and the business plan for 2020, as well as acquisition plans and initiated acquisition projects. Additionally, the Board discussed staff and management issues, as well as exogenous factors such as competition and technological progress. The Board's work was evaluated at the end of the year.

The Board held ten meetings where minutes were taken, and one Board meeting following election in 2019. Apart from regular service on the Board, certain Directors are

also members of the company's Audit and Remuneration Committees. Attendance at Board meetings in the year is on page 26.

#### 4 Audit Committee

The overall responsibilities of the Board cannot be delegated, but the Board has constituted an Audit Committee to go to greater depth and consult on the following critical issues. At the Board meeting following election after the AGM, Kjell Duveblad (Chairman), Anders Skarin, and Birgitta Stymne Göransson were appointed members of the Audit Committee. Åsa Sundberg and Torbjörn Nilsson were members until February and May respectively. Enea's CEO, CFO and Auditor are co-opted to Audit Committee meetings, which are normally held once per quarter.

## EXECUTIVE MANAGEMENT TEAM 2019



Name	Jan Häglund	Björn Westberg	Adrian Leufvén	Jean-Philippe Lion	Bogdan Putinica	Erik Larsson	Daniel Forsgren	John Giere	Roland Steiner
Born in	1966	1962	1972	1966	1977	1960	1973	1963	1974
Employee since	2019	2018	1998	2017, Enea 2007, Qosmos	2007	2016	2006	2018, Enea 2012, Openwave Mobility	2019
Member of management since	2019	2018	2008	2018	2011	2016	2014	2018	2019
Position	President and CEO	CFO	Senior Vice President OS Business Unit	Senior Vice President DPI Business Unit	Senior Vice President Global Services	Senior Vice President Marketing	Senior Vice President Corporate Development	CEO Openwave Mobility	Senior Vice President Policy and Access Control
Education	Ph.D. in Physics, Royal Institute of Technology, Stockholm, DEA in Physics, Grenoble University of Technology, M.Sc. (Eng.) in Engineering Physics, Royal Institute of Technology, Stockholm.	M.Sc. (Eng.), Industrial Engineering and Management, Linköping University.	M.Sc. (Eng.) Mechatronics, Royal Institute of Technology, Stockholm.	M.Sc. in Telecommunication Engineering, Telecom ParisTech, MBA INSEAD (France).	International Finance and Banking, Academy of Economic Studies, Bucharest, Romania.	M.Sc. (Eng.) in Engineering Physics, Royal Institute of Technology, Stockholm. MBA IU Kelley School of Business, US.	M.Sc. (Eng.) in Applied Physics and Electrical Engineering, Linköping Institute of Technology.	MBA University of Maryland, BSBA Georgetown University.	M.Sc. Electrical Engineering, Vienna University of Technology.
Previous positions	Ericsson – product portfolio and development manager, Digital Services product area, Product area VP for Network Analysis and Control, Product area VP for IP and Broadband.	CFO of Bonesupport AB, CFO and COO of Recipharm AB and CFO of Jeeves.	SVP Operations and Quality at Enea, SVP Software Sales at Enea, SVP Global Delivery at Enea, VP Strategic Outsourcing at Enea, VP Support at Enea, VP Marketing at Enea, Director of Asian Sales at Enea.	VP Sales Engineer and Apac at Qosmos, Local Loop BU General Manager and Business Development Director at SFR, Senior Associate at Booz Allen and Hamilton.	CEO of Enea Romania, Global Sales Director Product Services at Enea Romania and President of IP Devel.	VP of Marketing at Netcenterx (now part of Mavenir), VP of Marketing at Integra (now Level 3), Marketing Director at Nortel, Consultant at Business Sweden.	SVP Product Management at Enea, Principal Engineer at Enea's CTO office, System Architect at Enea. Software Engineer at Virtutech.	Alcatel-Lucent, Lucent Technologies, Ericsson.	VP Global Head of Telco Solutions at Atos, VP Business Unit LTE at Siemens Convergence Creators.
Personal and related party shareholdings 2019	0	0	10 000	0	872	0	12,395	0	0
Max. no. of shares from incentive programs	42,000 LTIP 2019	36,000 LTIP 2018, LTIP 2019	41,544 LTIP 2017, LTIP 2019	30,579 LTIP 2017, LTIP 2019	41,544 LTIP 2017, LTIP 2019	41,544 LTIP 2017, LTIP 2019	41,544 LTIP 2017, LTIP 2019	48,000 LTIP 2018 LTIP 2019	24,000 LTIP 2019

Minutes are taken at Audit Committee meetings, which are reported to the Board. The Committee is responsible for consulting on the Board's work in terms of:

- quality-assuring the company's financial reporting
- staying informed on the orientation and scope of the audit
- discussing coordination between the external audit and the company's internal control functions, and view of the company's risks
- setting guidelines for services other than auditing that the company may purchase from its Auditors
- appraising the Auditor's work and informing the company's Nomination Committee about this appraisal

- assisting the Nomination Committee on consulting on proposals for the company's Auditors and audit fees

The Audit Committee held four meetings relating to quarterly financial statements in the year. Primarily, the Committee discussed the presentation of the company's interim reports, product profitability, goodwill and other intangible assets, accounts receivable, risk management, finance-related issues, and internal controls.

The company's Auditors report their observations from the audit to the whole Board each year in tandem with the annual financial statement. Additionally, the Board meets the company's Auditor at least once per year, without Management being in attendance, to receive information on the

audit's orientation and scope. The coordination between the external audit and internal controls, and view of the company's risks as above, is also discussed at these meetings.

#### 4 Remuneration Committee

As stated above, the Board's overall responsibilities cannot be delegated, but the Board has also constituted a Remuneration Committee, whose duty is to consult on issues relating to salary, other benefits, and other employment terms of the CEO, and where appropriate, other members of the Executive Management Team. The Remuneration Committee is convened as required, and reports on its work to the Board. The Remuneration Committee held four meetings where minutes were taken

in the year. At the Board meeting following election after the AGM, Anders Lidbeck (Chairman) and Gunilla Fransson were appointed members. Anders Skarin was a member of the Remuneration Committee until May.

### Evaluation of the Work of the Board of Directors

The Chairman of the Board is responsible for evaluating the work of the Board. This evaluation is in two phases, the first being an open discussion within the Board, with each Director given the opportunity and time to reflect and discuss their view of the Board's work. This discussion is then the foundation of the second phase, which consists of the Nomination Committee excluding the Chairman, individually interviewing one or two Directors each. The Nomination Committee receives written reports used as a basis for evaluating the work of the Board.

### 5 Chief Executive Officer and Executive Management Team

Jan Häglund was appointed Chief Executive Officer on May 6, 2019. His previous assignments and experience are in the presentation of the Executive Management Team on page 25. Mr. Häglund has no significant holdings of shares in companies that Enea

has business relationships with. Anders Lidbeck served as CEO until May 6, 2019.

In the year, the members of Enea's Executive Management Team were the CEO, CFO, as well as seven managers of central and line functions representing organizational functions and business areas. For more information on the members of the Executive Management Team, see page 25. The Executive Management Team meets twice per month to analyze the business position of all business units, and to discuss other regular and relevant issues. The Executive Management Team also meets several times per year to discuss the company's strategy and report its proposal for a strategy for the coming years to the Board. Based on the approved strategy, the CEO and CFO produce a business plan for the coming year. This business plan is submitted for approval at a Board meeting in December.

### 6 Auditors

The AGM 2019 elected Öhrlings PricewaterhouseCoopers as Auditor, with Nicklas Kullberg (Authorized Public Accountant) as Auditor in Charge. The company's Auditor conducts a review of the company's internal controls each year, reporting observations and evaluation to the whole Board. The guidelines for the work of

the Board are based on the rules of procedure that formalize issues including the segregation of duties within the Board and between the Board and Management.

In the year, the Auditor also conducted a review of the annual financial statement, and the Audit Report is included in this Annual Report (page 73). A summary review of the third quarterly financial statement was also conducted, and the company's Auditor presented his Audit Report in the Interim Report for the period January-September. Enea's internal controls were one of the focuses of the Auditor's review of the Third-quarter Interim Report.

### REMUNERATION

#### Remuneration of the Board of Directors.

A total of SEK 1,915,000 of Directors' fees are payable, divided between SEK 500,000 to the Chairman, and SEK 235,000 to each of the other Directors appointed by the AGM. Fees for committee work are payable as follows, a total of SEK 240,000 for the Audit Committee, divided between SEK 80,000 for the Chairman and SEK 40,000 to each of the two members, and for the Remuneration Committee, SEK 50,000 for the Chairman and SEK 30,000 to one member. The Board's employee representatives do not receive Directors' fees.

### ATTENDANCE AT BOARD MEETINGS, 2019

Board Member	Board Meetings (of 11)	Audit Committee (of 4)	Remuneration Committee (of 4)
Anders Lidbeck <sup>1</sup>	8		2
Anders Skarin <sup>2</sup>	11	2	2
Birgitta Stymne Göransson <sup>3</sup>	8	2	
Gunilla Fransson	11		4
Kjell Duveblad	11	4	
Mats Lindoff	11		
Åsa Sundberg <sup>4</sup>	1	1	
Torbjörn Nilsson <sup>5</sup>	3	2	
Johan Carlsson <sup>6</sup>	11		
Jenny Andersson <sup>7</sup>	–		

<sup>1</sup> Elected at the AGM 2019. Member of the Remuneration Committee from May 2019.

<sup>2</sup> Member of the Remuneration Committee until May 2019 and the Audit Committee from May 2019.

<sup>3</sup> Elected at the AGM in May 2019 Member of the Audit Committee from May 2019.

<sup>4</sup> Left the Board of Directors in February 2019.

<sup>5</sup> Resigned at AGM in May 2019.

<sup>6</sup> Employee representative until December 2019 inclusive.

<sup>7</sup> Employee representative from December 2019.



### Remuneration to Senior Executives

In order to hire and retain senior executives, the company offers competitive terms and conditions with remuneration at market levels. Overall remuneration to senior executives comprises basic and variable salary, pension provisions, and share-based payment. Basic and variable salary are set yearly at individual level.

The variable portion of senior executive remuneration has a predetermined ceiling, and may never exceed the basic salary portion. The model for senior executives' variable salary, and determining its outcome, are subject to decision by the Board after proposal from the Remuneration Committee.

Additionally, variable salary is based on performance in relation to targets set yearly, primarily relating to the company's sales and EBIT, as well as individual targets adapted to the individual executive's responsibilities. If these targets are achieved, 50 percent of maximum variable salary is payable, and if targets are exceeded, up to 100 percent of variable salary may be payable.

Senior executives may be offered the opportunity to participate in share-based incentive programs, subject to AGM resolution. This means that compensation may also be payable in the form of share-based payment, providing that the targets and other conditions of such share-based incentive program are satisfied. Remuneration to the Chief



Executive Officer is subject to decision by the Board, after proposal from the Remuneration Committee.

#### Pension Arrangements

The pension arrangements of the Chief Executive Officer are decided by the Board after proposal from the Remuneration

Committee, and make up 30 percent of basic salary. Other senior executives in Sweden have pension arrangements lying within the framework set by the ITP (Supplementary Pensions for Salaried Employees) plan, with retirement ages of 65, and pension provisions related to employee salary. Pension premiums are paid continuously.

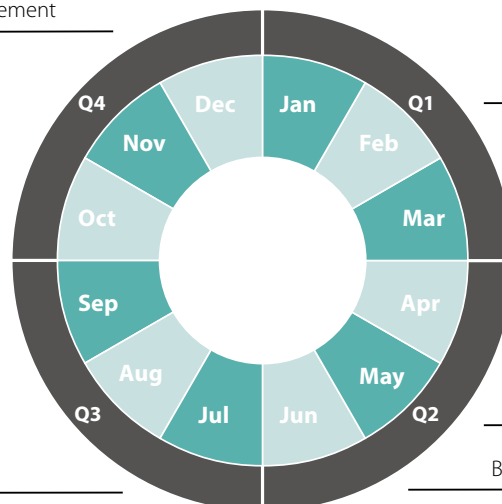
### THE WORK OF THE BOARD OF DIRECTORS IN 2019

Business plan, budget, appraisal of Management

Business conditions, Interim Report

Strategy, organization

Business conditions, Interim Report



Business conditions, Annual Statement

Annual Report, preparation for AGM

Business conditions, Interim Report

AGM

Business conditions, strategy

**Severance Pay**

On termination of the Chief Executive Officer's employment, the company will observe a notice period of six months, and the Chief Executive Officer has a notice period of six months to the company. In addition, severance pay corresponding to six months' basic salary is payable for employment terminated by the company.

If a change of control results in a new majority shareholder, the CEO is entitled to severance pay of six months' salary. All dismissal and severance pay are deducted from any other income. For other senior executives, notice periods of three to twelve months apply. The Board reserves the right to depart from the proposed guidelines if there are special circumstances in an individual case.

**Internal Controls and Risk Management**

The Board is responsible for internal controls and risk management in accordance with the Swedish Companies Act, the Swedish Annual Accounts Act, and the Swedish

Code of Corporate Governance. The Audit Committee monitors Enea's internal control, which does not affect the Board's responsibilities and work otherwise. The purpose is for operations to be pursued expediently and efficiently, and that external reporting complies with legislation and internal regulations governing the company. For this work to be successful, the Board works on a structured basis, delegating specific duties to the Executive Management Team, the Audit Committee, and other staff. Enea states how this work is to be conducted and delegated in policies, such as the Finance Policy and Authorization Policy.

**Internal Controls over Financial Reporting**

Enea's control environment forms the basis of the company's internal controls over financial reporting. Clear communication of decision paths, authorization, and responsibilities throughout the organization is a key component of Enea's control environment. Enea's objective is to fulfil the requirements

for ongoing work on internal controls and risk management as part of the company's compliance with the Swedish Code of Corporate Governance.

For Enea, internal controls over financial reporting are an integrated part of the company's corporate governance. This involves procedures and methods to safeguard the company's assets and the accuracy of financial reporting, which in turn, is designed to protect shareholders' investments in the company. The Board monitors the quality of financial reporting in a number of ways.

Each year, the Board adopts rules of procedure, which regulate activities including the Chairman's and CEO's duties. According to these rules, the CEO is responsible for the control environment, and reviews and quality-assures all financial reporting, as well as ensuring that the Board receives all other reports necessary for evaluation of the group's financial position on an ongoing basis.

The instructions for the CEO state the matters that require authorization or approval from the Board. The Board approves rules



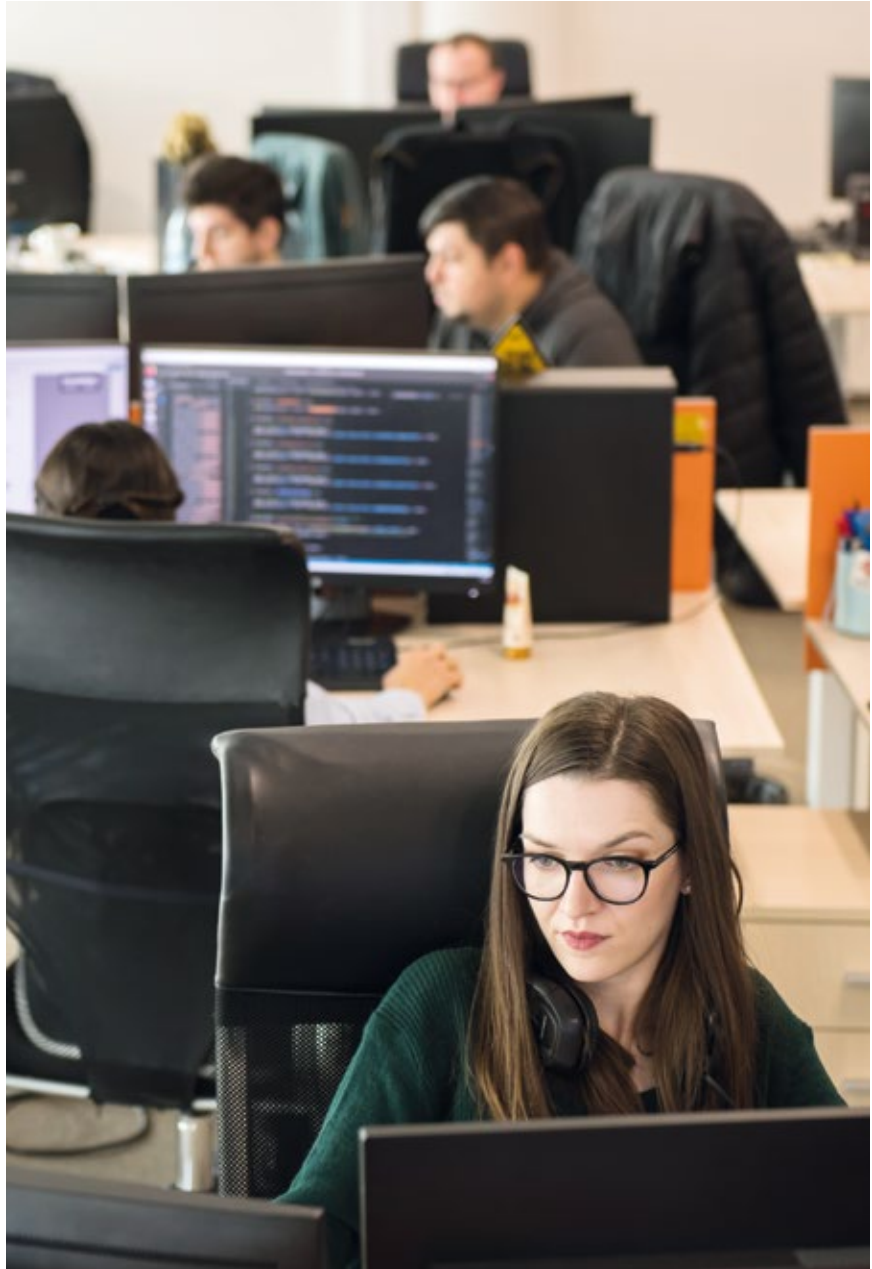
of procedure for the Board, Audit Committee and Remuneration Committee at the Board meeting following election after the AGM. Additionally, the Board adopts instructions for the CEO, an approvals list, Finance Policy and instructions for trading in the company's shares.

Enea's CEO and Executive Management Team bear operational responsibility for internal controls. Based on the Board's guidelines, as well as legislation and regulation of financial reporting, such as the Swedish Companies Act, the Swedish Annual Accounts Act, and the Swedish Code of Corporate Governance, the Executive Management Team has adopted the segregation of roles and duties for employees that work on financial reporting within the group.

The group is divided into units, whose managers are responsible for performance against target and budget, as well as governance issues for their operations. Enea's organizational structure is communicated on the group's intranet, to clarify areas of responsibility and roles for everyone working on financial information. Enea has instructions for the group's staff, stating the authorization of each employee to take certain actions, such as approval and authorization policies. Enea also has a number of policies governing day-to-day work, laying a foundation of internal controls, such as its Finance Policy, Insider Policy (pursuant to the EU MAR), Authorization Policy, IT Policy, Sustainability Policy, and Corporate Communication Policy. The group also has an Accounting and Financial Reporting Manual, stating the group's accounting policies, and providing reporting instructions. It also includes a schedule for ensuring the availability of consistent and accurate account information at the appropriate times.

The guidelines are updated regularly and communicated to those employees that work directly or indirectly on financial reporting. To safeguard internal controls, all critical governance documents are kept available on Enea's intranet, and in the company's document management system. Accordingly, all staff always have access to the relevant documents and policies. These documents are also classified by authorization level, depending on the roles of individual staff members.

The Board receives monthly business reports. The Board analyzes these reports and potential actions are discussed at the following Board meeting. For urgent actions, the Chairman convenes additional Board meetings to consult on the relevant issue. Internal controls are monitored through a number of channels including the Accounting and QA function, Enea's General



Counsel, the Delivery function, internal quality meetings, and at quarterly Audit Committee meetings.

These functions work on the basis of various targets and control documents to assure the quality of the company's procedures and decision-making.

#### **Risk Assessment**

The objective of Enea's risk assessment is to safeguard the group's earnings performance and financial position. The Board approves the principles and guidelines governing the company's risk management, while

the CEO and Executive Management Team bear operational responsibility. Regular risk assessments of the Executive Management Team and each business unit manager are conducted within Enea's monthly financial follow-ups, with actions taken as necessary. As stated above, Enea's organization is structured to manage, review, and evaluate internal controls. Internal controls are also covered in the company's planning and budgeting process, which involves a yearly review of the risks of operations. The Audit Committee and Board are responsible for analyzing and assessing these risks.



### Control Activities

Enea's control environment is structured to manage the risks that the Board considers material to internal controls over financial reporting. The control environment is based on the company's organization having clear roles that enable effective segregation of duties, and control activities being capable of discovering and preventing risks of misstatements in financial reporting early. Examples of activities and documentation for this purpose include:

- reviews conducted by registered Auditors in addition to statutory audit
- governance and regular monitoring of the company's accounting
- financial and legal policies
- quarterly updates of the company's forecast
- regular monitoring and review of special segments
- The Board's quarterly review of business conditions, in terms of plans and budgets
- monitoring financial performance of the company's business units and products
- analysis of major transactions, cash flow, balance sheet, and future prospects

- The finance function reviews development projects with the development function, usually each month. Commercial viability and other criteria that new projects need to satisfy are discussed

Enea has had ISO certification since 2006. The company's product activities comply with the principles defined by ISO 9001:2015. Enea recertifies every third year, and follow-up audits are conducted in intervening years.

### Information and Communication

The governance documents (such as policies, guidelines and manuals) relating to financial reporting are communicated on Enea's intranet and document management system. Each governance document is owned by the department responsible for its content and any revisions.

Most communication is digital, and when necessary, departmental managers meet staff to inform, follow up, and evaluate. The Board's and Executive Management Team's corporate communication rules are stated on pages 23–26.

Governance documents for internal and external corporate communication have been prepared to ensure compliance with disclosure liabilities, and to manage communication with internal and external stakeholders.

### Follow-up

Enea's Finance functions within the group are integrated by a single, collective financial control system, and have shared accounting instructions. The company's marketing and sales function deals with current and potential customers in its customer relationship management system, which ensures that Enea's sales staff have access to the necessary information. The company reports regularly to the Board and Audit Committee on compliance with the Code of Conduct and the export legislation that Enea is liable for compliance with, on a regular basis.

Against the background of the size and nature of operations, and the current reporting procedures to the Board and Audit Committee, the Board does not consider that constituting a dedicated internal audit function would be justifiable. The internal controls reviewed above are considered sufficient to assure the quality of financial reporting.

