

NOTICE TO THE EXTRAORDINARY GENERAL MEETING OF ENERSENSE INTERNATIONAL PLC

Enersense International Plc
Stock Exchange Release 20 December at 9:45 am.

Notice is given to the shareholders of Enersense International Plc (the “**Company**”) to the Extraordinary General Meeting (the “**General Meeting**”) to be held on Tuesday 11 January 2022 at 10:00 a.m. (EET) at the office of Hannes Snellman Attorneys Ltd at Eteläesplanadi 20, 00130 Helsinki, Finland. The Company’s shareholders and their proxy representatives may participate in the General Meeting and exercise shareholder rights only by voting in advance and by making counterproposals and submitting questions in advance in accordance with this notice. Shareholders and their proxy representatives may not participate in the General Meeting at the meeting venue. Instructions for shareholders are provided in section C of this notice and on the Company’s website.

The Board of Directors of the Company has resolved on exceptional meeting procedures based on the so-called temporary act (375/2021) that came into force on 8 May 2021. In order to prevent the spread of the COVID-19 pandemic, the Company has resolved to take the measures allowed by said legislation so that the General Meeting can be held in a predictable manner while ensuring the health and safety of the shareholders, the Company’s employees and other stakeholders.

A. Matters on the agenda of the General Meeting

At the General Meeting, the following matters will be considered:

1. Opening of the meeting

2. Calling the meeting to order

Attorney-at-law Riikka Rannikko will serve as the chairperson of the meeting. In the event Riikka Rannikko is prevented from serving as the chairperson for a weighty reason, the Board of Directors will appoint the person they deem the most suitable to serve as the chairperson.

3. Election of persons to scrutinize the minutes and to supervise the counting of votes

The Company’s SVP, Legal Johanna Nurkkala will scrutinize the minutes and supervise the counting of the votes. In the event Johanna Nurkkala is prevented from scrutinizing the minutes and supervising the counting of votes for a weighty reason, the Board of Directors will appoint the person they deem the most suitable to scrutinize the minutes and supervise the counting of votes.

4. Recording the legality of the meeting

5. Recording the attendance at the meeting and adoption of the list of votes

Shareholders who have voted in advance within the advance voting period and who are entitled to participate in the General Meeting in accordance with Chapter 5, Sections 6 and 6 a of the Finnish Companies Act will be deemed shareholders participating in the meeting. The list of votes will be adopted according to the information provided by Euroclear Finland Oy.

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6. Resolutions regarding the acquisition of shares in Megawind Ltd

The Company has on 20 December 2021 announced by way of a separate stock exchange release to have signed an agreement on the acquisition of the shares entitling to votes in the Finnish onshore wind power developer Megawind Ltd from the company's existing shareholders for a purchase price of EUR 18.5 million (the "**Acquisition**"). The purchase price will be paid as share consideration to the existing shareholders of Megawind Ltd. The agreed share consideration consists of new shares in the Company to be issued through a directed share issue. The number of new shares will be determined five (5) business days prior to the completion of the Acquisition based on the 25-day volume weighted average share price (VWAP) of the Company's share on Nasdaq Helsinki Ltd (i.e. a period commencing thirty (30) days and ending five (5) days prior to the completion of the Acquisition.) The subscription price of the new shares (per share) is the opening rate of the Company's share on Nasdaq Helsinki Ltd on the completion date of the Acquisition. The maximum number of new shares is limited to approximately 20 per cent of the current number of shares in the Company (i.e. 2,675,000 new shares) (the "**Directed Share Issue**"). In addition to the purchase price, the Company and existing shareholders of Megawind Ltd have agreed that the possible difference between the purchase price and value of shares issued in the Directed Share Issue shall be paid in cash. For the sake of clarity, it is noted that the existing shareholders of Megawind Ltd shall remain shareholders of a new share class of Megawind Ltd, such shares not being entitled to votes, upon the completion of the Acquisition. Said shareholders are solely entitled to dividends based on profits from the sale of certain future projects pursuant to the shares not entitled to votes. These Megawind Ltd shares not entitled to votes do not have rights to any other distribution of funds nor other rights related to Megawind Ltd. The arrangement has been described in more detail in the Company's stock exchange release announced on 20 December 2021.

The completion of the Acquisition is subject to, among others, the resolution of the Company's extraordinary general meeting amending the Articles of Association, authorizing the Board of Directors to resolve on the issuance of shares and authorizing the Board of Directors to accept the Company's own shares as pledge and to dispose of the pledged own shares. The Acquisition and conditions of the Acquisition are described in more detail in the Company's stock exchange release announced on 20 December 2021. The Acquisition is intended to be completed in January 2022.

In order to complete the Acquisition, the Board of Directors of the Company proposes to the General Meeting that it (a) amends section 3 of the Articles of Association of the Company, (b) authorizes the Board of Directors of the Company to resolve on the Directed Share Issue and, conditional upon the completion of the Acquisition, (c) authorizes the Board of Directors of the Company to accept the Company's own shares as pledge and to dispose of the pledged own shares.

a) Amendment of the Section 3 of the Articles of Association

The Board of Directors proposes that section 3 of the Articles of Association regarding the Company's line of business would be amended to read as follows:

"3. The company produces, transfers, distributes and sells, either independently or through its subsidiaries and affiliates, energy, energy facilities and appliances, and services for the energy sector, industry, construction, installation, maintenance, software industry, data system industry and data communications sector, and engages in consulting, project planning, project developing, importing, and employee leasing and recruitment, particularly in the above sectors, in Finland and other countries. For

its operations, the company may own and control properties, shares, participations and other securities, as well as other assets required in its sector.”

b) Authorization of the Board of Directors to resolve on a directed share issue

The Board of Directors proposes that the General Meeting authorizes the Board of Directors to resolve on a directed share issue deviating from the shareholder's pre-emptive right. Pursuant to the Finnish Companies Act, the deviation requires that there is a weighty financial reason for the Company.

The shares issued by virtue of the authorization would be issued upon the fulfilment of the terms and conditions for the Acquisition to the existing shareholders of Megawind Ltd in proportion to their shares entitled to votes of Megawind Ltd sold as a part of the Acquisition. The maximum number of new shares to be issued in the Directed Share Issue is 2,675,000, which corresponds to approximately 19.9 per cent of the current number of shares in the Company, and which corresponds to approximately a maximum of 16.6 per cent of all shares in the Company upon completion of the Acquisition.

The Board of Directors is authorized to resolve on all terms and conditions of the Directed Share Issue, within the limits of the abovementioned authorization, including the criteria for determining the subscription price and that the subscription price can be paid not only in cash but also fully or partially with other assets. The principles agreed upon in the Acquisition regarding the determination of the subscription price and for the number of new shares are described in the stock exchange release announced on 20 December 2021.

The authorization is valid until the closing of the Annual General Meeting of the Company to be held in the spring of 2022 and it cannot be used to any other purpose than completing the Acquisition. In case the General Meeting decides to approve the authorization, this does not revoke the authorization for the share issue granted to the Board of Directors in Annual General Meeting held on 19 March 2021.

In case the General Meeting approves the proposed authorization and if the Acquisition is completed, the Company will apply for the listing of shares issued through the Directed Share Issue on the official list of Nasdaq Helsinki Ltd.

c) Authorization of the Board of Directors to resolve on accepting the Company's own shares as pledge and to dispose of the pledged own shares

The Board of Directors proposes that the General Meeting authorizes the Board of Directors to resolve on the acceptance of the Company's own shares as pledge and to dispose of the pledged own shares pursuant to the following terms and conditions:

Based on the authorization, the Board of Directors may accept a maximum of 668 750 of the Company's own shares as pledge, however, no more than 10 per cent of all shares in the Company. Own shares may be accepted as pledge other than in proportion of the holdings of shareholders (acceptance of directed pledge). The Board of Directors resolves on the terms and conditions under which the shares are accepted as pledge.

In addition, by virtue of the authorization, the Board of Directors may resolve to dispose of a maximum of 668 750 of the Company's own shares in connection with the possible enforcement of the pledging arrangement. The Board of Directors is authorized to resolve on to who and in what order the Company's own shares are disposed. The Board of Directors may resolve to dispose the shares other

than in the proportion of the shareholder's right to purchase the Company's own shares. Shares can be disposed of in the manner and to the extent resolved upon by the Board of Directors. The Board of Directors also has the right to resolve on selling the pledged own shares through public trading. The authorization includes the Board of Director's right to resolve on any other terms and conditions for the disposing of the pledged own shares.

The authorization is valid until 29 June 2023 and it cannot be used for any other purpose than accepting the shares issued through the Directed Share Issue as pledge and disposing of the own shares. For the sake of clarity, it is noted that if the General Meeting decides to approve the proposed authorization, it will not revoke the authorization for acquiring and/or accepting shares as pledge granted to the Board of Directors in the Annual General Meeting held on 19 March 2021.

7. Closing of the meeting

B. Documents of the General Meeting

This notice, which contains all of the resolution proposals to the agenda of the General Meeting, is available on the Company's website at www.enersense.com/investors/governance/general-meeting/. Copies of this notice will be sent to shareholders upon request. The minutes of the General Meeting will be available on the above-mentioned website from 25 January 2022 onwards, at the latest.

C. Instructions for the participants in the General Meeting

The Company's shareholders and their proxy representatives can participate in the General Meeting and exercise shareholder rights only by voting in advance, asking questions in advance and making possible counterproposals in advance in accordance with the instructions set out below.

1. The right to participate

Each shareholder, who is on the record date of the General Meeting on 29 December 2021 registered in the shareholders' register of the Company held by Euroclear Finland Oy, has the right to participate in the General Meeting. A shareholder, whose shares are registered on their personal Finnish book-entry account, is registered in the shareholders' register of the Company. A shareholder may only participate in the General Meeting by voting in advance and by submitting counterproposals and asking questions in advance in accordance with the instructions below.

2. Registration and voting in advance

The registration for the General Meeting and advance voting will begin on 27 December 2021 at 4:00 p.m. (EET). A shareholder who is registered in the shareholders' register of the Company and who wishes to participate in the General Meeting by voting in advance, shall register for the General Meeting and vote in advance by 3 January 2022 at 4:00 p.m. (EET) by which time the registration and votes must be received.

A shareholder whose shares are registered on the shareholder's Finnish book-entry account can register and vote in advance on certain matters on the agenda of the General Meeting from 27 December 2021 at 4:00 p.m. (EET) until 3 January 2022 at 4:00 p.m. (EET) through the Company's website at www.enersense.com/investors/governance/general-meeting/.

For natural persons, the electronic advance voting requires a secured strong electronic authentication and the shareholder may register and vote by logging in with their Finnish online banking codes or a mobile certificate. For shareholders that are legal persons, no strong electronic authentication is required. However, shareholders that are legal persons must notify their book-entry account number and other required information.

If a shareholder participates in the General Meeting by way of advance voting, voting in advance is considered as registration for the General Meeting if all required information is given. Instructions for voting are available on the Company's website at www.enersense.com/investors/governance/general-meeting/.

Requested information shall be given by the shareholder or the proxy representative in connection with the registration. The personal data given to the Company or Euroclear Finland Oy is used only in connection with the General Meeting and with the processing of related registrations. Further information on how the Company processes personal data is available in the privacy notice regarding the General Meeting, which is available at www.enersense.com/investors/governance/general-meeting/.

3. Proxy representative and powers of attorney

A shareholder may participate in the General Meeting and exercise their rights at the meeting by way of proxy representation. Shareholders, who do not vote in advance, are requested, due to the COVID-19 pandemic, to exercise shareholders' rights through a centralized proxy representative designated by the Company by authorizing the Company's Senior Legal Officer Eero Mäkelä, or a person appointed by them, to represent them at the General Meeting in accordance with the shareholder's voting instructions. Also, the proxy representative of a shareholder may only participate by voting in advance in the manner instructed above.

A proxy representative shall provide a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder. Should a shareholder participate in the General Meeting by means of several proxy representatives representing the shareholder with shares in different book-entry accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration.

Proxy and voting instruction templates will be available on the Company's website at www.enersense.com/investors/governance/general-meeting/ from 27 December 2021 onwards. Proxy documents should be delivered to the Company by email to yhtiokokous@enersense.com or by mail to Enersense International Oyj / Yhtiökokous 2022, Konepajanranta 2, 28100 Pori, Finland before the last date for registration on 3 January 2022 at 4:00 p.m. (EET), by which time the proxy documents must be received.

If a shareholder delivers a proxy to the Company in accordance with the applicable instructions before the expiry of the registration and advance voting period, this constitutes due registration for the General Meeting, provided that all required information is included in the proxy documents. Submitting a proxy and voting instructions, that have been granted to the proxy representative designated by the Company, before the end of the notification of participation period constitutes both due registration for the General Meeting as well as voting in advance, provided that the required information listed in this notice is given.

4. Holder of nominee-registered shares

A holder of nominee-registered shares has the right to participate in the General Meeting by virtue of such shares, based on which the shareholder on the record date of the General Meeting on 29 December 2021, would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Oy. The right to participate in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been temporarily registered into the shareholders' register held by Euroclear Finland Oy at the latest by 6 January 2022, 10:00 a.m. (EET). As regards nominee-registered shares this constitutes due registration for the General Meeting. Changes in shareholding after the record date do not affect the right to participate in the meeting or the number of voting rights held in the meeting.

A holder of nominee-registered shares is advised to request without delay necessary instructions regarding the temporary registration in the shareholders' register of the Company, the issuing of proxy documents and registration for the General Meeting from their custodian bank. The account manager of the custodian bank has to register a holder of nominee-registered shares, who wishes to participate in the General Meeting, temporarily in the shareholders' register of the Company by the time stated above at the latest. In addition, the account management organization of the custodian bank shall arrange advance voting on behalf of the holders of nominee-registered shares within the registration period for nominee-registered shares.

Further information will also be available on the Company's website at www.enersense.com/investors/governance/general-meeting/.

5. Other instructions and information

Shareholders who hold at least one hundredth of all shares in the Company are entitled to make counterproposals subject to voting on the agenda points of the General Meeting. Such counterproposals shall be delivered to the Company by email to yhtiokokous@enersense.com no later than 23 December 2021 at 4:00 p.m. (EET). In connection with making a counterproposal, shareholders are required to provide adequate evidence of their shareholding. A counterproposal is eligible for voting at the General Meeting if the shareholders who have made the counterproposal have the right to attend the General Meeting and on the record date of the General Meeting represent at least one hundredth of all shares in the Company. If a counterproposal is not eligible for voting at the General Meeting, the votes given in favour of such a counterproposal will not be taken into account. The Company will publish potential counterproposals eligible for voting on the Company's website at www.enersense.com/investors/governance/general-meeting/ on 27 December 2021 at the latest.

A shareholder has the right to ask questions with respect to the matters to be considered at the General Meeting pursuant to Chapter 5, Section 25 of the Finnish Limited Liability Companies Act. Such questions must be sent by email to yhtiokokous@enersense.com or by mail to Enersense International Oyj / Yhtiökokous 2021, Konepajaranta 2, 28100 Pori, Finland at the latest by 27 December 2021 at 4:00 p.m. (EET). Such questions by shareholders, responses to such questions by the management of the Company as well as other counterproposals than those eligible for voting will be available on the Company's website at www.enersense.com/investors/governance/general-meeting/ on 30 December 2021 at the latest. In connection with submitting counterproposals and asking questions, shareholders are required to provide adequate evidence of their shareholding.

On the date of this notice to the General Meeting 20 December 2021, the total number of shares in Enersense International Plc is 13,397,729 shares, which correspond to the same number of votes.

Pori, 20 December 2021

Enersense International Plc

Board of Directors

For more information, please contact:

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Enersense in brief:

Enersense International Plc is a provider of zero-emission energy solutions. The company is strongly involved in supporting the ongoing energy transition and enabling a zero-emission society. The Enersense Group's turnover in 2020 was around EUR 144 million. The pro forma turnover of the Enersense-Empower Group, which was consolidated in 2020, was around EUR 241 million in 2020. The company has around 2,000 employees, and it operates in Finland and internationally in around 40 countries. Enersense's share is listed on Nasdaq Helsinki (ESENSE). The company's website for investors can be found at www.enersense.com/investors.