

## **Resolutions of the Extraordinary General Meeting of Enersense International Plc**

Enersense International Plc  
Stock Exchange Release 11 January 2022 11:00 EET

The Extraordinary General Meeting of Enersense International Plc (the "Company") was held on 11 January 2022 at 10:00 a.m. EET in the premises of Hannes Snellman Attorneys Ltd at Eteläesplanadi 20, 00130 Helsinki, Finland. The Company's shareholders and their proxy representatives were able to participate in the General Meeting and exercise their rights only by voting in advance and by making counterproposals and submitting questions in advance. It was not possible to participate in the meeting at the meeting venue. The General Meeting was held in accordance with an exceptional meeting procedure, pursuant to the temporary Act (375/2021) adopted by the Finnish Parliament to limit the spread of the COVID-19-pandemic.

In order to complete the acquisition described in the Company's stock exchange release published on 20 December 2021 (the "Acquisition"), the General Meeting resolved in accordance with the proposal of the Board of Directors to (a) amend section 3 of the Articles of Association of the Company, (b) authorize the Board of Directors to decide on the issuance of shares for the purpose of the execution of a directed share issue (the "Directed Share Issue") and, conditional upon the completion of the Acquisition, (c) authorize the Board of Directors of the Company to accept the Company's own shares as pledge and to dispose of the pledged own shares.

### **RESOLUTIONS REGARDING THE ACQUISITION OF SHARES IN MEGAWIND LTD**

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

Section 3 of the Articles of Association regarding the Company's line of business was 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 General Meeting authorized the Board of Directors to resolve on a directed share issue deviating from the shareholder's pre-emptive right.

The shares issued by virtue of the authorization will 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

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to approximately a maximum of 16.6 per cent of all shares in the Company upon completion of the Acquisition.

The Board of Directors was 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. This authorization does not revoke the authorization for the share issue granted to the Board of Directors in Annual General Meeting held on 19 March 2021.

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 General Meeting authorized 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 the authorization does 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.

## **MINUTES OF THE GENERAL MEETING**

**Making a zero-emission society a reality.**

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The minutes of the General Meeting will be available on the Company's website at [www.enersense.com/investors](http://www.enersense.com/investors) at the latest from 25 January 2022.

Pori, 11 January 2022

Enersense International Plc

The Board of Directors

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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 quoted on the Nasdaq Helsinki (ESENSE). The company provides information for investors at [www.enersense.com/investors](http://www.enersense.com/investors).

**Making a zero-emission society a reality.**