

NOTICE TO THE EXTRAORDINARY GENERAL MEETING OF ENERSENSE INTERNATIONAL PLC

Notice is given to the shareholders of Enersense International Plc (“**Enersense**” or “**the Company**”) to the Extraordinary General Meeting (“**General Meeting**”) to be held on Thursday 10 November 2022 at 13:00 p.m. (EET) at the restaurant Mekani at Konepajanranta 2 B, 28100 Pori, Finland. The reception of persons who have registered for the meeting, the distribution of voting tickets and coffee service before the meeting will commence at 12:00 noon.

A. MATTERS ON THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING

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

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of persons to scrutinize the minutes and to 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**
- 6. Resolutions regarding the merger of Enersense International Plc and MBÅ Invest Oy**

On 23 September 2022, Enersense announced the merger of Enersense’s and MBÅ Invest Oy’s businesses through an absorption merger as referred to in the Limited Liability Companies Act (624/2006, as amended, “**Companies Act**”), in accordance with which MBÅ Invest Oy will merge with Enersense. As a result of the merger, all of MBÅ Invest Oy’s assets and liabilities will transfer to Enersense without liquidation proceedings and MBÅ Invest Oy will be dissolved (“**Merger**”). MBÅ Invest Oy’s shareholders will receive as merger consideration Enersense’s new shares in proportion to their existing shareholdings.

The Merger will clarify Enersense’s ownership structure and enhance, in particular, the transparency of the share ownership of the Company’s executives. As part of the Merger, the number of Company shares held by MBÅ Invest Oy will be distributed as merger consideration to MBÅ Invest Oy’s shareholders; this is expected to increase the liquidity of the Enersense share and make the determination of its price more reliable. In addition, the Merger aims to engage Enersense’s key personnel who are MBÅ Invest Oy’s shareholders. All advisory costs related to the Merger shall be borne by MBÅ Invest Oy.

Making a zero-emission society a reality.

In order to complete the Merger, Enersense's Board of Directors proposes to the Extraordinary General Meeting that it (i) resolve on MBÅ Invest Oy's absorption merger into the Company in accordance with the merger plan ("**Merger Plan**"), dated 23 September 2022 and entered in the Trade Register thereafter on 23 September 2022, that was approved by the boards of Enersense and MBÅ Invest Oy and (ii) as part of the approval of the Merger, but contingent upon the completion of the Merger, approve the issue of Enersense's new shares as merger consideration to the shareholders of MBÅ Invest Oy in accordance with the proposal included in the Merger Plan.

The following proposals of Enersense's Board of Directors presented in section 6.1 form a single entity, the approval of all items of which shall be decided by a single resolution. The General Meeting can only accept or reject proposals according to the Merger Plan, but not change them.

The Merger as a whole and share issues to be given as merger consideration are conditional and enter into effect upon registration of the completion of the Merger. The Merger's planned effective date is 1 April 2023. The effective date may change as presented in the Merger Plan.

6.1 Resolution on a merger

- (i) According to the Merger Plan, MBÅ Invest Oy will merge with the Company through an absorption merger such that all MBÅ Invest Oy's assets and liabilities will transfer to Enersense without liquidation proceedings as described in more detail in the Merger Plan.

The Board of Directors of Enersense proposes that the Extraordinary General Meeting resolve on MBÅ Invest Oy's merger into the Company in accordance with the Merger Plan.

- (ii) The total number of the Company's new shares received by the shareholders of MBÅ Invest Oy as merger consideration under the Merger Plan will be adjusted to match the total number of Company shares owned by MBÅ Invest on the Merger's effective date (the "**Total Amount of Merger Consideration**"), however, such that the number of new Company shares to be issued as merger consideration may be a maximum of 2,253,072, which equals the number of Company shares owned by MBÅ Invest Oy on the date of the signing of the Merger Plan.

The distribution of the Total Amount of Merger Consideration among MBÅ Invest Oy's shareholders (separately "**Shareholder**" and jointly "**Shareholders**") is based on MBÅ Invest Oy's ownership interest at the end of the day preceding the Merger's Effective Date. As merger consideration, MBÅ Invest Oy's Shareholders will receive, of the Total Amount of Merger Consideration, an amount of the Company's new shares that corresponds to the Shareholder's ownership interest in MBÅ Invest Oy at the end of the day preceding the Merger's Effective Date ("**Merger Consideration**"). If the number of Company shares received by the Shareholder as Merger Consideration (for each book-entry account) is a fraction, the number of new Company shares to be given as Merger Consideration will be rounded down to the nearest whole share.

Sales of the Company's shares by MBÅ Invest Oy before the completion of the Merger reduce the Total Amount of Merger Consideration by the same number of shares as MBÅ Invest Oy has sold the Company's shares, and on the effective date, MBÅ Invest Oy is a net debt-free company.

7. Authorisation given to the board of directors to resolve on share issues and on the issue of option rights and other special rights entitling to shares

The Board of Directors proposes to the General Meeting that the General Meeting authorise the Board to resolve on a share issue against payment and on the issue of option rights and other special rights entitling to shares as referred to in Chapter 10, Section 1, of the Companies Act, or on combinations of all or some of the aforementioned in one or more instalments under the following conditions:

A maximum of 500,000 of the Company's new and/or existing shares held by the Company (including shares to be issued based on special rights) can be issued based on the authorisation, the amount of which corresponds approximately to 3.1 per cent of all the Company's shares on the date of the notice to the Annual General Meeting.

The Board of Directors is given the right to decide, within the limits of the aforementioned authorisation, all the conditions for issuing shares and granting option rights and other special rights entitling to shares.

The Board of Directors is authorised to resolve on the recording of the subscription price either as a share capital increase or fully or partially in the reserve for invested unrestricted equity.

A share issue and the issue of special rights entitling to shares can also take place as a directed issue in deviation from the shareholder's pre-emptive right if there is a weighty financial reason for this under the Companies Act (directed issue). In this case, the authorisation can be used to finance M&As or other investments that are part of the Company's business, to maintain and increase the Group's solvency, to implement an incentive scheme, and to expand the ownership base and develop the capital structure.

The authorisation does not annul previous unused authorisations regarding the issue of shares, option rights and special rights entitling to shares.

The authorisation is in effect until the end of next Annual General Meeting, however, until no later than 30 June 2023.

8. Amendment of Section 7 of the Articles of Association with respect to general meetings of shareholders arrangements

The Board of Directors proposes that an addition be made to the Articles of Association concerning participation in a General Meeting by means of a remote connection or completely without a physical meeting place. The addition concerning the change would be made to Section 7 of the Articles of Association.

The Board of Directors proposes that Section 7 of the Articles of Association be amended to read as follows:

“Notice of the Annual General Meeting (AGM) must be published on the company’s website no earlier than three (3) months and no later than three (3) weeks before the AGM, but always at least nine (9) days before the record date.

To participate in the AGM, shareholders must register with the company before the end of the registration period indicated in the notice of the meeting. The registration period can be set to expire no earlier than ten (10) days before the meeting, and it cannot be set to expire on a Sunday, Saturday, Midsummer’s Eve, New Year’s Eve or any other public holiday.

The AGM can be held in the company’s place of domicile or other Finnish location determined by the Board of Directors.

The Board of Directors can decide that participation in the AGM is also permitted such that a shareholder exercises their decision-making power using a remote connection and technical means before or during the General Meeting. The Board of Directors may also decide to arrange a General Meeting without a physical venue such that the shareholders exercise their full decision-making powers in real time using a remote connection and technical means during the meeting.”

9. Closing of the meeting

B. DOCUMENTS RELATED TO THE GENERAL MEETING

The Merger Plan and all resolution proposals on the agenda of the General Meeting, as well as this notice, are available on the Company’s website at www.enersense.com/investors/governance/general-meeting/. Other documents that are required, under the Companies Act, to be available to shareholders will be available on the aforementioned website at the latest as of 26 September 2022. The resolution proposals and other documents mentioned above will also be made available at the General Meeting. A copy of the Notice to the Extraordinary General Meeting will be sent to shareholders upon request. The minutes of the General Meeting will be available on the Company’s website at the latest as of 17 November 2022.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING

1. Shareholders entered in the shareholder register

Each shareholder who is, on Monday 31 October 2022, registered in the Company's shareholder register maintained 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 Company's shareholder register. A shareholder who is registered in the Company's shareholder register and who wishes to participate in the General Meeting must register for the General Meeting at the latest by 7 November 2022 at 4:00 p.m. (EET), by which time the registration must be received. Registration for the General Meeting takes place:

a) Through the company's website www.enersense.com/investors/governance/general-meeting

Registration by natural persons requires strong electronic authentication. A natural person logging in to the service via the Company's website will be directed to an electronic authentication page. Thereafter, the shareholder can register for the General Meeting or authorise a proxy representative in one session. Strong electronic authentication takes place using banking codes or a Mobile ID.

For legal persons, strong electronic authentication is not required. However, shareholders that are legal persons must provide their book-entry account number, Business ID and other required information. If a legal person uses Suomi.fi eAuthorizations, registration requires strong electronic authentication from the authorised person using banking codes or a Mobile ID.

b) By email to yhtiokokous@enersense.com

c) During office hours (8:00–16:00) by phone at the number +358 50 486 7404; or

d) by post to the address: Enersense International Oyj / Yhtiökokous. Esterinportti 1, 00240 Helsinki, Finland.

When registering, the shareholder's name, personal identity code (social security number) or Business ID, address and phone number, and the name of the legal representative or proxy representative and the representative's or agent's personal identity code (social security number) must be provided. The personal data given to Enersense International Plc by shareholders is used only in connection with the General Meeting and with the processing of related registrations.

At the meeting venue, shareholders, their proxy representatives or agents must be able to prove their identity and/or their right to act as a representative.

2. Holder of nominee-registered shares

A holder of nominee-registered shares has the right to participate in the General Meeting by virtue of shares based on which they would be entitled to be registered in the Company's shareholder register maintained by Euroclear Finland Oy on 31 October 2022. The right to participate in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been temporarily registered in the shareholder register maintained by Euroclear Finland Oy at the latest

by Monday 7 November 2022, 10:00 a.m. (EET). As regards nominee-registered shares, this constitutes due registration for the General Meeting.

A holder of nominee-registered shares is advised to request without delay necessary instructions regarding the temporary registration in the Company's shareholder register, the issuing of proxy documents and registration for the General Meeting from their custodian bank. The account manager of the custodian bank must register a holder of nominee-registered shares who wishes to participate in the General Meeting temporarily in the Company's shareholder register by the time stated above at the latest.

Further information regarding the EGM will be available on the Company's website 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 through an agent. 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, who represent 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 documents should be delivered to the Company primarily in connection with electronic registration or as originals sent by mail to the Company's address Enersense International Oyj/Yhtiökokous, Esterinportti 1, 00240 Helsinki, Finland, or in electronic format (e.g. PDF) to the email address yhtiokokous@enersense.com by the last date of registration.

Shareholders that are legal persons may also use the electronic Suomi.fi authorisation service instead of a conventional power of attorney. In this case, the organisation authorises its appointed representative in the Suomi.fi service at www.suomi.fi/valtuudet using the mandate theme "Representation at the General Meeting". Strong electronic authentication takes place using banking codes or a Mobile ID. More information is available on the website suomi.fi/e-authorizations.

4. Other instructions and information

A shareholder who is present at the General Meeting has the right, under Section 25 of Chapter 5 of the Companies Act, to request information on matters dealt with by the meeting.

On the date of this notice to the Extraordinary General Meeting, 26 September 2022, the total number of shares in Enersense International Plc is 16,293,357, which corresponds to the same number of votes.

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.

In Pori, 26 September 2022

ENERSENSE INTERNATIONAL PLC

BOARD OF DIRECTORS