

## **RESOLUTIONS OF ENERSENSE INTERNATIONAL PLC'S ANNUAL GENERAL MEETING**

Enersense International Plc

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The Annual General Meeting of Enersense International Plc (the "**Company**") was held on 4 April 2022 starting at 14.00 at the headquarters of the Company at the address Konepajanranta 2, 28100 Pori Finland. The Company's shareholders and their proxy representatives had the opportunity to participate in the General Meeting and exercise shareholder rights only by voting in advance and by asking questions and presenting possible counterproposals in advance. It was not possible to attend the meeting at the meeting venue. The Annual General Meeting was held in accordance with the exceptional meeting procedures based on the temporary act (375/2021) to prevent the spread of the COVID-19 pandemic.

### **ADOPTION OF THE FINANCIAL STATEMENTS AND THE CONSOLIDATED FINANCIAL STATEMENTS**

The Annual General Meeting resolved to adopt the financial statements for the financial period between 1 January 2021 and 31 December 2021, which included the consolidated financial statements. The Annual General Meeting resolved to discharge the members of the Board of Directors and the CEO from liability for the financial period between 1 January 2021 and 31 December 2021.

### **USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND**

The Annual General Meeting resolved that based on the balance sheet adopted for the financial period 1 January 2021 to 31 December 2021, a dividend of EUR 0.10 per share shall be paid from the distributable funds of the Company for the total amount of EUR 1,599,606.00, calculated on the basis of the outstanding shares on the date of the notice convening the Annual General Meeting. The dividend shall be paid in two instalments.

The first instalment, EUR 0.05 per share, shall be paid to shareholders who are registered in the shareholders' register maintained by Euroclear Finland Oy on the dividend record date on 6 April 2022. The first instalment of the dividend is paid on 6 May 2022.

The second instalment, EUR 0.05 per share, will be paid to shareholders who are registered in the Company's shareholder register maintained by Euroclear Finland Oy on the record date for the dividend payment, as later decided by the Board of Directors. The Board of Directors will decide the record date and the payment date for

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the second instalment at its meeting in October 2022. The record date is planned to be on 1 November 2022, and the dividend payment date on 8 November 2022 at the earliest.

### **REMUNERATION REPORT FOR THE GOVERNING BODIES**

The Annual General Meeting approved the remuneration report for the Company's governing bodies 2021. The resolution is advisory in accordance with the Finnish Companies Act.

### **REMUNERATION POLICY FOR THE GOVERNING BODIES**

The Annual General Meeting approved the remuneration policy for the Company's governing bodies. The resolution is advisory in accordance with the Finnish Companies Act.

### **REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS**

The Annual General Meeting resolved that the following annual remuneration shall be paid to the members of the Board of Directors:

- EUR 40,000 for the Chairperson of the Board of Directors;
- EUR 30,000 for the Deputy Chairperson of the Board of Directors; and
- EUR 25,000 for all other members of the Board of Directors.

In addition, the Annual General Meeting resolved that the following meeting fees shall be paid for each meeting of the Board of Directors and Board Committees:

- EUR 1,000 per meeting for the Chairperson of the Board of Directors and Chairpersons of the Board Committees; and
- EUR 500 per meeting for all other members of the Board of Directors and Board Committees.

Furthermore, traveling expenses are compensated in accordance with the Company's policy on compensation of travel expenses in force at the time.

### **NUMBER OF MEMBERS AND ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS**

The Annual General Meeting resolved that the number of ordinary members of the Board of Directors shall be six (6). The Annual General Meeting resolved to re-elect Jaakko Eskola, Sirpa-Helena Sormunen, Herkko Plit, Sari Helander, Päivi Jokinen and Petri Suokas as ordinary members of the Board of Directors. The term of

office of the members of the Board of Directors shall end at the end of the next Annual General Meeting following the election.

#### **ELECTION AND REMUNERATION OF THE AUDITOR**

The Annual General Meeting resolved that auditing firm KPMG Oy Ab continues as the auditor of the Company. Heli Tuuri, Authorised Public Accountant, shall be the principally responsible auditor. The term of office of the auditor shall end at the end of the next Annual General Meeting following the election. The auditor's remuneration shall be paid according to a reasonable invoice approved by the Audit Committee.

#### **AUTHORISATION OF THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SHARES AS WELL AS THE ISSUANCE OF OPTION RIGHTS AND OTHER SPECIAL RIGHTS ENTITLING TO SHARES**

The Annual General Meeting resolved to authorise the Board of Directors to decide on the issuance of shares against payment as well as on the issuance of option rights and other special rights entitling to shares pursuant to Chapter 10, section 1 of the Finnish Companies Act, or a combination of some or all of the above, under the following conditions:

A total maximum of 1,599,600 new and/or treasury shares of the Company may be issued under the authorisation (including shares issued on the basis of special rights), which corresponds to approximately 10 percent of all the shares in the Company at the time of the of the Annual General Meeting.

Within the limits of the authorisation, the Board of Directors is authorised to decide on all terms and conditions regarding the issuance of shares and the issuance of option rights and other special rights entitling to shares. The Board of Directors is authorised to decide to record the subscription price either as an increase of the share capital, or wholly or partly to the reserve for invested unrestricted equity.

The issuances of shares and the issuance of special rights entitling to shares may also take place in deviation of the shareholders' pre-emptive subscription right, if there is a weighty financial reason for the Company in accordance with the Finnish Companies Act (directed share issue). The authorisation may then be used to finance acquisitions or other investments in the Company's business, to maintain and increase the group's financial solvency, to implement an incentive scheme as well as to expand the ownership base and develop the capital structure.

The maximum number of shares to be issued for the implementation of the Company's incentive schemes is 239,940 new and/or treasury shares, which corresponds to approximately one and a half percent of all the shares in the Company. For the sake of clarity, the number of shares to be issued for the implementation of the incentive schemes is included in the total number of shares under the aforementioned share issue authorisation.

The authorisation revokes prior unused authorisations on the issuance of shares and on the issuance of option rights and other special rights entitling to shares. The authorisation is valid until the end of the next Annual General Meeting, but no later than 30 June 2023.

#### **AUTHORISATION OF THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE AND/OR ON THE ACCEPTANCE AS PLEDGE OF THE COMPANY'S OWN SHARES**

The Annual General Meeting resolved to authorise the Board of Directors to decide on the repurchase and/or on the acceptance as pledge of own shares under the following conditions:

A maximum of 799,800 shares may be repurchased and/or accepted as pledge, which corresponds to approximately five percent of all the shares in the Company at the time of the of the Annual General Meeting. The shares will be purchased in trading organised at Nasdaq Helsinki Ltd's regulated market at a price formed in public trading on the date of repurchase. Own shares may be repurchased and/or accepted as pledge in deviation of shareholders' proportional holdings (directed repurchase and/or directed acceptance as pledge). The repurchase and/or acceptance as pledge of shares reduces the Company's free equity. The Board of Directors decides how the shares are to be repurchased and/or accepted as pledge.

The authorisation is valid until the end of next Annual General Meeting, but no later than 30 June 2023.

#### **MINUTES OF THE ANNUAL GENERAL MEETING**

The minutes of the Annual General Meeting shall be available on the Company's website on 19 April 2022 at the latest.

**More information:**

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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 2021 was around EUR 239 million. 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).