

## EXTRAORDINARY GENERAL MEETING OF ENERSENSE INTERNATIONAL PLC

- Time:** 23 December 2022 at 9:30 a.m.
- Place:** Original Sokos Hotel Tripla, Fredikanterassi 1B, FI-00520 Helsinki, meeting room Eskola/Kaivola.
- Present:** The shareholders set out in the list of votes ([Appendix 1](#)) adopted at the meeting were present at the meeting, in person or represented.

Present at the meeting were, in addition, Sari Helander and Herkko Plit as members of the Board of Directors of Enersense International Plc (“Enersense” or the “Company”), the President & CEO of the Company, other persons belonging to the management of the Company, and technical personnel.

### 1. OPENING OF THE MEETING

Member of the Board of Directors Herkko Plit opened the meeting.

### 2. CALLING THE MEETING TO ORDER

Seppo Kymäläinen, Attorney-at-Law, was elected Chair of the General Meeting and he invited Sami Takila, General Counsel, to act as secretary.

The Chair explained the procedures for considering the items on the agenda of the meeting. It was noted that the meeting was conducted in Finnish.

The Chair noted that shareholders had been able to vote in advance on item 6 on the agenda of the General Meeting. It was noted that more than 99.98 percent of the votes represented at the meeting had voted in advance. A summary list of the advance votes was attached to the minutes ([Appendix 2](#)).

It was noted that the notice to the Extraordinary General Meeting, the decision proposal by the Board of Directors addressed in agenda item 6, included in the notice to the Extraordinary General Meeting, as well as the English language terms and conditions of conditionally convertible notes, underlying the decision proposal, had been available on the Company’s website [www.enersense.com/investors/governance/general-meeting/](http://www.enersense.com/investors/governance/general-meeting/) as of 2 December 2022. Other documents referred to in Chapter 5 Section 21 Subsection 2 of the Finnish Companies Act, which pursuant to the Finnish Companies Act must be kept available for shareholders, had also been available on the above-mentioned website as of 2 December 2022.

It was recorded that the above-mentioned documents were also available at the General Meeting.

### 3. ELECTION OF PERSONS TO SCRUTINIZE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Sanna Päiväniemi was elected to scrutinize the minutes and to supervise the counting of votes.

#### **4. RECORDING THE LEGALITY OF THE MEETING**

It was noted that the notice to the General Meeting has been published on the Company's website and through a stock exchange release on 2 December 2022.

It was recorded that the documents required to be kept available pursuant to the Finnish Companies Act had been available on the Company's website for at least three weeks before the General Meeting.

It was noted that the General Meeting had been convened in accordance with the provisions of the Articles of Association and the Finnish Companies Act and that the meeting was therefore legally convened and constituted a quorum.

The notice to the meeting was attached to the minutes ([Appendix 3](#)).

#### **5. RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES**

A list recording the attendance at the beginning of the meeting was presented, according to which 17 shareholders were represented at the General Meeting, either by way of advance voting, in person or by way of legal representation or proxy representation ([Appendix 1](#)). At the beginning of the meeting, 9,055,616 shares and votes in total were represented at the meeting.

It was noted that the list of votes would be adjusted to correspond to the attendance at the beginning of a possible vote.

It was noted that Sari Helander and Herkko Plit as members of the Company's Board of Directors, the President & CEO of the Company, other persons belonging to the management of the Company and technical personnel were also present.

#### **6. AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SPECIAL RIGHTS ENTITLING TO SHARES**

The Company's CFO, Mikko Jaskari, presented the background for the proposal of the Board of Directors.

It was noted that the Company's EUR 26 million senior unsecured conditionally convertible notes due 15 January 2027 (the "Notes") will become convertible into shares of the Company subject to a resolution by the Extraordinary General Meeting of the Company authorizing the Company's Board of Directors to resolve, in accordance with the proposal of the Board of Directors, on the issue of special rights entitling to shares. The Company's Board of Directors will, based on this authorization, resolve on the attaching a conversion right to the Notes.

The Board of Directors of the Company had proposed that the Board of Directors be authorized to decide, in one or several instalments, on the issuance of special

rights entitling to shares referred to in Chapter 10 Section 1 of the Finnish Companies Act in respect of the Notes.

The number of shares to be issued based on the special rights shall not exceed 3,575,000 shares, which corresponds to approximately 21.7 % of all of the shares in the Company (approximately 18.1 % on a fully-diluted basis).

The special rights would be granted, based on this authorization, for no consideration, to the initial subscribers of the Notes or to any subsequent purchasers of the Notes. The special rights would be attached to the Notes and could not be separated from the Notes.

The Board of Directors would decide on other conditions of the issuance of special rights entitling to shares in accordance with and subject to the terms and conditions of the Notes.

This authorization does not revoke or replace any previous authorizations granted to the Board of Directors regarding the issuance of special rights entitling to shares.

It was noted that the requirement for the validity of the decision is that the decision is supported by at least two thirds (2/3) of the votes cast and of the shares represented at the meeting.

The General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorize the Board of Directors to decide on the issuance of special rights entitling to shares referred to in Chapter 10 Section 1 of the Finnish Companies Act.

## 7. **CLOSING OF THE MEETING**

It was recorded that all decisions of the General Meeting were unanimously supported by all shareholders represented at the General Meeting.

The Chair noted that all items on the agenda had been addressed and that the minutes of the General Meeting would be available for review by shareholders on the Company's website at the latest as of Thursday, 5 January 2023.

The Chair closed the meeting at 9:45 a.m.

*[Signature page to follow]*

Chair of the General Meeting:

SEPPO KYMÄLÄINEN

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Seppo Kymäläinen

In fidem:

SAMI TAKILA

\_\_\_\_\_  
Sami Takila

Minutes reviewed and approved:

SANNA PÄIVÄNIEMI

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Sanna Päiväniemi

**Appendices**

<u>Appendix 1</u>	List of votes
<u>Appendix 2</u>	Advance votes of shareholders
<u>Appendix 3</u>	Notice to the General Meeting