

Agenda of Enersense International Plc's Annual General Meeting 2023

The Annual General Meeting (the "General Meeting") of Enersense International Plc ("Enersense" or the "Company") will be held on Tuesday 4 April 2023 at 2:00 p.m. (EET) at Hotel Haven, Auditorium, at the address Unioninkatu 17, FI-00130 Helsinki, Finland.

A. MATTERS ON THE AGENDA OF THE ANNUAL GENERAL MEETING

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. **Presentation of the financial statements, which include the consolidated financial statements, the report of the Board of Directors and the auditor's report for the financial period 1 January 2022 to 31 December 2022**

- CEO's review

The financial statements of Enersense, which include the consolidated financial statements, the report of the Board of Directors and the auditor's report, will be available on the Company's website at <https://enersense.com/investors/governance/general-meeting/> during week 10 at the latest.

7. **Adoption of the financial statements**
8. **Resolution on the use of the result shown on the balance sheet and the distribution of funds**

The Board of Directors proposes to the General Meeting that the result for the financial period 1 January 2022 to 31 December 2022 be transferred to the profit and loss account for previous financial periods and that, based on the balance sheet to be adopted for the financial period, funds be distributed to shareholders from the invested unrestricted equity reserve of the Company as a return of capital of EUR 0.10 per share, i.e. EUR 1,649,253.10 in total. The return of capital shall be paid in two instalments.

The first instalment, EUR 0.05 per share, shall be paid to shareholders that are registered in the Company's shareholders' register maintained by Euroclear Finland Oy on the record date of the first instalment of the return of capital on 6 April 2023. The Board of Directors proposes that the first instalment of the return of capital shall be paid as from 5 May 2023.

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

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meeting to be held in October 2023. The record date for the second instalment of the return of capital is planned to be on 1 November 2023, and the payment date as from 8 November 2023.

According to the proposal, no dividend would be paid based on the balance sheet to be adopted for the financial period.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability for the financial period 1 January 2022 to 31 December 2022

10. Consideration of the remuneration report for governing bodies

The Board of Directors proposes that the remuneration report for the Company's governing bodies for 2022 be approved. The resolution is advisory in accordance with the Finnish Companies Act.

The remuneration report will be available on the Company's website at <https://enersense.com/investors/governance/general-meeting/> during week 10 at the latest.

11. Resolution on the remuneration of the members of the Board of Directors

The Shareholders' Nomination Board proposes to the General Meeting that the fees to be paid to the members of the Board of Directors in the upcoming term of office will be:

- annual fee of EUR 42,000 (40,000) for the Chair
 - annual fee of EUR 32,000 (30,000) for the Vice Chair
 - annual fee of EUR 27,000 (25,000) for each member
- In addition, meeting fees for each meeting of the Board of Directors and committees:

- EUR 1,000 for Chairs of the Board of Directors and committees
- EUR 500 for other members.

Travel expenses are proposed to be reimbursed in accordance with the company's current travel reimbursement policy.

12. Resolution on the number of members of the Board of Directors

According to the Company's Articles of Association, the Board of Directors consists of at least three (3) and a maximum of seven (7) members.

The Shareholders' Nomination Board proposes to the General Meeting that the Board of Directors is composed of six (6) members.

13. Election of the members of the Board of Directors

The Shareholders' Nomination Board proposes that, for the term of office lasting until the end of the Annual General Meeting 2024, Jaakko Eskola, Sirpa-Helena Sormunen, Sari Helander and Petri Suokas will be re-elected as board members, and Anna Miettinen and Carl Haglund will be elected as new board members. Current board members Herkko Plit and Päivi Jokinen will no longer continue as board members.

The Nomination Board has considered the requirements set by Enersense's operations and Enersense's diversity principles as it has prepared the composition of the Board of Directors.

Information about the proposed board members is available on Enersense's website at <https://enersense.com/investors/governance/general-meeting/>.

The Board of Directors elects its Chair and Vice Chair from among its members. The Nomination Board recommends the first meeting of the Board of Directors that Jaakko Eskola is re-elected as Chair of the Board of Directors and Sirpa-Helena Sormunen is elected as Vice Chair of the Board of Directors.

All candidates have given their consent to be elected for the duty and the Nomination Board assesses that all candidates are independent of the company at the time of submitting the proposal. In addition, Sirpa-Helena Sormunen, Sari Helander, Carl Haglund and Anna Miettinen are independent of any significant shareholders. Jaakko Eskola is not independent of one of the company's significant shareholders as he holds the position of Senior Industrial Advisor at Nidoco AB. Petri Suokas is not independent of one of the company's significant shareholders as he is a member of the Board of Directors of MBÅ Invest Oy.

14. Resolution on the remuneration of the auditor

On the recommendation of the Audit Committee, the Board of Directors proposes to the General Meeting that the auditor's remuneration be paid according to a reasonable invoice approved by the Audit Committee.

15. Election of the auditor

On the recommendation of the Audit Committee, the Board of Directors proposes to the General Meeting that auditing firm KPMG Oy Ab be re-elected as the Company's auditor. KPMG Oy Ab has notified the Company that Authorized Public Accountant Heli Tuuri would 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 Audit Committee has prepared its recommendation in accordance with the EU Audit Regulation (537/2014). The Audit Committee hereby confirms that its recommendation is free from influence by a third party and that no clause of the kind referred to in paragraph 6 of Article 16 of the EU Audit Regulation, which would restrict the choice by the General Meeting as regards the appointment of the auditor, has been imposed upon it.

16. Authorizing 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 Board of Directors proposes to the General Meeting that the General Meeting authorize 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 1,649,250 new and/or treasury shares of the Company may be issued under the authorization (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 convocation of the General Meeting.

Within the limits of the authorization, the Board of Directors is authorized 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 authorized 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 authorization 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 authorization revokes the authorizations granted by the Annual General Meeting on 4 April 2022 and by the Extraordinary General Meeting of 10 November 2022 concerning the issuance of shares and the issuance of option rights and other special rights entitling to shares, but not the authorization granted by the Extraordinary General Meeting on 23 December 2022 to decide on the issuance of special rights entitling to shares.

The authorization is proposed to be valid until the end of the next Annual General Meeting, but no later than 30 June 2024.

17. Authorizing the Board of Directors to decide on the repurchase and/or on the acceptance as pledge of the Company's own shares

The Board of Directors proposes to the General Meeting that the General Meeting authorize 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 824,630 shares may be repurchased and/or accepted as pledge, which corresponds to approximately 5 percent of all the shares in the Company at the time of the convocation of the General Meeting.

The shares will be purchased in trading organized by Nasdaq Helsinki Ltd at a price formed in public trading on the date of repurchase.

Own shares may be repurchased and/or accepted as pledge in deviation from shareholders' proportional holdings (directed repurchase and/or directed acceptance as pledge). The repurchase and/or acceptance as pledge of shares reduces the Company's unrestricted equity. The Board of Directors decides how the shares are to be repurchased and/or accepted as pledge.

The authorization revokes previous authorizations granted by the general meeting to repurchase and/or pledge shares.

The authorization is proposed to be valid until the end of next Annual General Meeting, but no later than 30 June 2024.

18. Closing of the meeting

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