



Resolutions of Enersense International Plc's Annual General Meeting and the organizing meeting of the Board of Directors

Enersense International Plc
Stock Exchange Release 4 April 2023 at 5:10 p.m.

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

The Annual General Meeting approved all proposals made by the Shareholders' Nomination Board and the Board of Directors to the Annual General Meeting.

ADOPTION OF THE FINANCIAL STATEMENTS

The Annual General Meeting resolved to adopt the financial statements, which include the consolidated financial statements, for the financial period 1 January 2022–31 December 2022.

DISCHARGE FROM LIABILITY

The Annual General Meeting resolved to discharge all persons that had acted as members of the Board of Directors or as CEO from liability for the financial period 1 January 2022–31 December 2022.

RESOLUTION ON THE USE OF THE RESULT SHOWN ON THE BALANCE SHEET AND THE DISTRIBUTION OF FUNDS

The Annual General Meeting resolved that the result for the financial period 1 January 2022–31 December 2022 be transferred to the profit and loss account for previous financial periods and that, based on the balance sheet 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. 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 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 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.

The Annual General Meeting resolved that no dividend would be paid based on the balance sheet adopted for the financial period.

CONSIDERATION OF THE REMUNERATION REPORT FOR GOVERNING BODIES

The Annual General Meeting approved the remuneration report for the Company's governing bodies for 2022. The resolution is advisory in accordance with the Finnish Companies Act.

RESOLUTION ON THE 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:

- annual fee of EUR 42,000 for the Chair
- annual fee of EUR 32,000 for the Vice Chair
- annual fee of EUR 27,000 for each member

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

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

Furthermore, travel expenses are reimbursed in accordance with the Company's current travel reimbursement policy.

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, Sari Helander and Petri Suokas as members of the Board of Directors as well as elect Anna Miettinen and Carl Haglund as new members of the Board of Directors.

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.

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 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 1,649,250 new and/or treasury shares of the Company may be issued under the authorization (including shares issued on the basis of special rights). 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 valid until the end of the next Annual General Meeting, but no later than 30 June 2024.

AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE AND/OR 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 824,630 shares may be repurchased and/or accepted as pledge.

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 accept as pledge of own shares.

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

MINUTES OF THE ANNUAL GENERAL MEETING

The minutes of the Annual General Meeting shall be available on the Company's website on 18 April 2023 at the latest.

ORGANIZING MEETING OF THE BOARD OF DIRECTORS

The Board of Directors, which convened after the Annual General Meeting, elected Jaakko Eskola as the Chairperson of the Board of Directors and Sirpa-Helena Sormunen as Vice Chairperson of the Board of Directors. In addition, the Board of Directors elected the members of the Audit Committee and the Remuneration Committee from among its members.

Sari Helander was elected as the Chairperson of the Audit Committee and Carl Haglund and Petri Suokas as members of the Audit Committee.

Jaakko Eskola was elected as the Chairperson of the Remuneration Committee and Anna Miettinen and Sirpa-Helena Sormunen were elected as members of the Remuneration Committee.

The Board of Directors has assessed the independence of its members and concluded that all Board members are independent of the company. In addition, all members except for Jaakko Eskola are independent of the company's major shareholders. Jaakko Eskola is not considered to be independent from major shareholders because of his role as Senior Industrial Advisor to Nidoco AB.

ENERSENSE INTERNATIONAL PLC
Board of Directors

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Enersense in brief:

Enersense International Plc is a creator of zero emission energy solutions and strongly supports the ongoing energy transition and enabling a zero-emission society.

Enersense Group's revenue in 2022 was EUR 268 million. The company has approximately 2,000 employees, with operations in Finland and internationally. Enersense's shares are listed on Nasdaq Helsinki (ESENSE). The company's investor pages can be found at www.enersense.com/investors.