

Agenda of Enersense International Plc's Annual General Meeting 2024

The Annual General Meeting ("General Meeting") of Enersense International Plc ("Enersense" or "Company") will be held on Thursday 4 April 2024 at 2:00 p.m. (EET) at the address Töölönlahdenkatu 2, FI-00100 Helsinki, Finland.

A. MATTERS ON THE AGENDA OF THE GENERAL MEETING

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of persons to scrutinise 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 for the financial period 1 January 2023 to 31 December 2023, which include the consolidated financial statements, the report of the Board of Directors and the auditor's report**
 - 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 www.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 profit 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 2023 to 31 December 2023 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, no dividends be paid to shareholders.

In addition, the Board of Directors proposes to the General Meeting that the Board of Directors be authorized to decide on the distribution of funds to shareholders from the invested unrestricted equity reserve as a return of capital of at most EUR 0.10 per share, i.e. at most EUR 1,649,252.70 in total. The return of capital could be paid in up to two instalments during the period between July and December 2024 as determined by the Board of Directors. The possible return of capital would be paid to shareholders who, on the record dates determined subsequently by the Board of Directors, are registered in the shareholders' register of the Company maintained by Euroclear Finland Ltd. The authorization is valid until 31 December 2024 at the latest.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability for the financial period 1 January 2023 to 31 December 2023

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 2023 be approved. Pursuant to the Finnish Limited Liability Companies Act, the decision is advisory.

The remuneration report for governing bodies will be available on the Company's website at www.enersense.com/investors/governance/general-meeting/ during week 10 at the latest.

11. Proposal of the Board of Directors for amending the Articles of Association

The Board of Directors proposes to the General Meeting that Article 5 and Article 8 of the Articles of Association be amended so that Article 5 is amended by increasing the maximum number of ordinary members of the Board of Directors by one, and Article 8 is amended to reflect the terminology of the Limited Liability Companies Act, among others by adding subsections concerning the processing of the remuneration report and the CSRD assurance provider and their election. After the amendments, the above-mentioned sections of the Articles of Association read as follows:

"5. The company has a Board of Directors which consists of a minimum of three (3) and a maximum of eight (8) ordinary members.

The Board members' term of office ends at the close of the first Annual General Meeting following their election."

"8. The Annual General Meeting shall be held annually on a date determined by the Board of Directors, within six months from the end of the financial period.

At the Annual General Meeting shall be

presented

- 1. the financial statements, including the income statement and the balance sheet*
- 2. the report of the Board of Directors*
- 3. the auditor's report*
- 4. the remuneration report*

decided

- 5. the adoption of the financial statements*
- 6. the use of the profit shown on the balance sheet*
- 7. the discharge of the members of the Board of Directors and the Managing Director from liability*
- 8. the adoption of the remuneration report*
- 9. the remuneration of the members of the Board of Directors and the auditor*
- 10. the number of members of the Board of Directors*

elected

- 11. the members of the Board of Directors*
- 12. the auditor, who is an authorised public accountant, or an accounting firm, whose principal auditor must be an authorised public accountant.*
- 13. the CSRD assurance provider, which must be a sustainability auditing firm, and the key sustainability partner named by which must be a sustainability reporting auditor."*

12. Resolution on the remuneration of the members of the Board of Directors and on the grounds for compensation of travel expenses

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

In addition, meeting fees are paid for each meeting of the Board of Directors and of committees:

- EUR 1,000 for Chairs of the Board of Directors and of committees; and

- EUR 500 for other members.

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

13. 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 at most of seven (7) ordinary members, however, such that after the possible approval of the amendment of the Articles of Association mentioned in section 11 and its registration in the Trade Register, the Board of Directors of the Company shall consist of at least three (3) and at most eight (8) ordinary members.

The Shareholders' Nomination Board proposes to the General Meeting that the Board of Directors be composed of eight (8) ordinary members, the term of office of the new members of the Board of Directors beginning after the amendment of the Articles of Association proposed in section 11 has been entered in the Trade Register.

14. Election of the Members of the Board of Directors

The Shareholders' Nomination Board proposes to the General Meeting that, for the term of office ending at the end of the 2025 Annual General Meeting, Jaakko Eskola, Sirpa-Helena Sormunen, Sari Helander, Petri Suokas, Anna Miettinen and Carl Haglund be re-elected as board members, and Ville Vuori and Anders Dahlbom be elected as new board members. According to the proposal, the term of office of the new board members will begin after the amendment of the Articles of Association proposed in section 11 has been entered in the Trade Register.

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

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

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

All candidates have given consent to their election to office and, according to the Nomination Board's assessment, all candidates are independent of the Company at the time of the submission of the proposal. Sirpa-Helena Sormunen, Sari Helander, Petri Suokas, Carl Haglund, Anna Miettinen and Ville Vuori are in addition independent of significant shareholders. Jaakko Eskola is not independent of the Company's significant shareholders as he holds the position of Senior Industrial Advisor at Nidoco AB. Anders Dahlbom is not independent of the Company's significant shareholders as he holds the position of Chief Operating Officer at Virala Oy Ab, which is the parent company of Nidoco AB.

15. Resolution on the remuneration of the auditor

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

16. Election of the Auditor

On the recommendation of the Board's Audit Committee, the Board of Directors proposes to the General Meeting that audit firm KPMG Oy Ab, who have named Authorized Public Accountant Heli Tuuri as the principal auditor, be elected as the auditor. The term of office of the auditor ends at the close of the first 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.

If KPMG Oy Ab is elected as the Company's auditor, in accordance with the transitional provision of the Act amending the Companies Act (1252/2023), it will also act as the Company's CSRD assurance provider for a term ending at the close of the Company's next Annual General Meeting, and a fee for this duty will be paid according to an invoice approved by the Audit Committee.

17. Authorizing the Board of Directors to decide on a share issue and on granting option rights and other special rights entitling to shares

The Board of Directors proposes that the General Meeting authorize the Board to decide on a paid share issue and on granting option rights and other special rights entitling to shares as

set out in Chapter 10 Section 1 of the Finnish Limited Liability Companies Act, or on the combination of some of the aforementioned instruments in one or more tranches on the following terms and conditions:

A maximum of 1 649 250 new and/or treasury shares of the Company (including shares to be issued based on special rights) may be issued under the authorization, which corresponds to approximately 10 per cent of all the shares in the Company's shares at the time of the convocation of the General Meeting.

Within the limits of the foregoing authorization, the Board of Directors is given the right to decide on all terms and conditions for issuing shares and granting option rights and other special rights entitling to shares.

The Board of Directors is authorized to decide on the recording of the subscription price either as a share capital increase, or fully or partly in the reserve for invested unrestricted equity. A share issue and the issuance of special rights entitling to shares may also take place as a directed issue in deviation of the shareholder's pre-emptive right if the Company has a weighty financial reason for this under the Limited Liability Companies Act (directed issue). In that case, the authorization can be used to finance corporate acquisitions 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 authorization does not revoke the authorization granted by the Company's Extraordinary General Meeting on 23 December 2022 to decide on the issuance of special rights entitling to shares.

The authorization is proposed to be effective until the close of the next Annual General Meeting, but no longer than until 30 June 2025.

18. 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 the Company's 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 the market price on the date of repurchase.

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

The authorization is proposed to be effective until the close of the next Annual General Meeting, but no longer than until 30 June 2025.

19. Closing of the Meeting