

ANNUAL GENERAL MEETING OF ENERSENSE INTERNATIONAL PLC

Time: 16 April 2025 at 2 p.m. (EET)

Place: Event Venue Eliel, Sanomatalo, Töölönlahdenkatu 2, 00100 Helsinki

Present: The shareholders set out in the list of votes ([Appendix 1](#)) adopted at the meeting were present or represented at the meeting.

Present at the meeting were, in addition, all members of the Board of Directors of Enersense International Plc ("Enersense" or the "Company") Anders Dahlblom, Sari Helander, Petri Suokas, Anna Miettinen, Carl Haglund and Ville Vuori, the Company's principal auditor Heli Tuuri, the President & CEO of the Company Kari Sundbäck and members of the Company's management and technical personnel.

1 OPENING OF THE MEETING

The Chair of the Company's Board of Directors, Anders Dahlblom, opened the meeting.

2 CALLING THE MEETING TO ORDER

Harri Tolppanen, attorney-at-law, was elected as the Chair of the Annual General Meeting and he called Sami Takila, Senior Vice President, Legal, to act as the secretary for the Annual General Meeting.

The Chair explained the procedures for handling the matters on the agenda of the meeting.

It was noted that the meeting was held in Finnish.

The Chair noted that shareholders who have a Finnish book-entry account had been able to vote in advance on decision items 7–19 on the agenda of the Annual General Meeting. In addition, custodian banks representing nominee-registered shareholders had had the opportunity to participate in the advance voting on behalf of the shareholders they represented.

The Chair described the votes cast in the advance voting and also noted that in accordance with the Finnish Limited Liability Companies Act, the resolution proposals that had been subject to advance voting are considered to have been presented without amendments at the Annual General Meeting. It was recorded that 12 shareholders had voted in advance, representing 5,444,767 shares and votes.

A summary of the votes cast in advance provided by Innovatics Oy was appended to the minutes ([Appendix 2](#)).

It was noted that if nothing else was brought forward in connection with the handling of the matters of the Annual General Meeting, shareholders would be deemed to support the proposals made to the Annual General Meeting. It was recorded that advance votes will be taken into account in the voting results, should a full vote count be conducted under the relevant item on the agenda. It was further noted that a summary of the advance votes cast will be presented to the Annual General Meeting under the respective items on the agenda.

3 ELECTION OF PERSONS TO SCRUTINISE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Johanna Juureva was elected as scrutinizer of the minutes. Eero Mäkelä was elected as supervisor of the counting of votes.

4 RECORDING THE LEGALITY OF THE MEETING

It was noted that the notice of the meeting had been published on the Company's website on 7 March 2025. In addition, the notice of the meeting was announced by a stock exchange release on March 7, 2025, and the proposals of the Board of Directors and the Shareholders' Nomination Board to the Annual General Meeting were included in the notice. The proposals for resolutions were also made available to shareholders on the Company's website.

It was recorded that the documents and information required under the Finnish Limited Liability Companies Act and the Finnish Securities Markets Act to be made available for review had been available for review on the Company's website at least three weeks before the meeting. The documents were also available for review at the meeting venue.

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

The notice of the Annual General Meeting, including the proposals of the Board of Directors and the Shareholders' Nomination Board to the Annual General Meeting, which had been available for review, was appended to the minutes ([Appendix 3](#)).

5 RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES

A list of the attendance status at the beginning of the meeting and the list of votes were presented, according to which 40 shareholders, representing a total of 10,329,844 shares and votes, were represented at the beginning of the

meeting either through advance voting, in person, or by a legal representative or an authorized proxy representative, corresponding to approximately 62.63 percent of the Company's total share capital.

The list of the attendance status at the beginning of the meeting and the list of votes were appended to the minutes. ([Appendix 1](#)).

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

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 2024 TO 31 DECEMBER 2024

The President & CEO of the Company, Kari Sundbäck, presented an overview of the Company's operations for the financial period 1 January 2024 to 31 December 2024 as well as of material events after the financial period, and presented the main items of the financial statements and the report of the Board of Directors.

The President & CEO's review was appended to the minutes ([Appendix 4](#)).

It was noted that the financial statements had been available for review on the Company's website as of 26 March 2025 and were also available for review at the meeting venue.

The financial statements were appended to the minutes ([Appendix 5](#)).

The Company's auditor and sustainability reporting assurer Heli Tuuri, presented the auditor's report for the financial year 1 January 2024–31 December 2024, as well as the assurance opinion on the sustainability reporting, both of which are included in the financial statement documents ([Appendix 5](#)).

7 ADOPTION OF THE FINANCIAL STATEMENTS

The Annual General Meeting unanimously adopted the financial statements for the financial period 1 January 2024 to 31 December 2024.

It was recorded that, with respect to this agenda item, a total of 5,544,767 shares and votes participated in the advance voting. All votes cast in the advance voting supported the adoption of the financial statements, and no shareholder abstained from voting.

8 RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE DISTRIBUTION OF FUNDS

It was noted that the Board of Directors had, in accordance with the proposal included in the notice of the Annual General Meeting appended to the minutes (Appendix 3), proposed to the Annual General Meeting that the result for the financial period 1 January 2024 to 31 December 2024 be transferred to the profit and loss account of previous financial periods and that, based on the balance sheet to be adopted for the financial period, no dividends be paid to the shareholders.

The Annual General Meeting resolved unanimously, in accordance with the proposal of the Board of Directors, that the result for the financial period 1 January 2024 to 31 December 2024 be transferred to the profit and loss account of previous financial periods and that, based on the balance sheet adopted for the financial period, no dividends be paid to the shareholders.

It was noted that, with respect to this agenda item, a total of 5,544,767 shares and votes participated in the advance voting. All votes cast in the advance voting supported the Board of Directors' proposal on the use of the profit and the distribution of funds, and no shareholder abstained from voting.

9 RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEOS FROM LIABILITY FOR THE FINANCIAL PERIOD 1 JANUARY 2024 TO 31 DECEMBER 2024

It was noted that the discharge from liability concerned all such persons who have served as members of the Board of Directors or as CEO during the financial period 1 January 2024 to 31 December 2024.

The Annual General Meeting unanimously resolved to discharge all persons who had acted as members of the Board of Directors or as CEO from liability for the financial period 1 January 2024 to 31 December 2024.

It was recorded that, with respect to this agenda item, a total of 5,544,767 shares and votes participated in the advance voting. All votes cast in the advance voting supported the granting of discharge from liability, and no shareholder abstained from voting.

10 CONSIDERATION OF THE REMUNERATION REPORT FOR GOVERNING BODIES

The Chair of the Company's Board of Directors, Anders Dahlblom, presented Enersense's remuneration report for the 2024 financial period.

It was noted that the remuneration report had been published through a stock exchange release on 26 March 2025 and on the Company's website on the same day and was also available for review at the meeting venue.

The remuneration report was appended to the minutes ([Appendix 6](#)).

It was noted that the resolution of the Annual General Meeting on the approval of the remuneration report is advisory.

The Annual General Meeting resolved to adopt the presented remuneration report.

It was recorded that the approval of the remuneration report was supported by 10,328,883 votes, of which 5,543,806 votes were in favor in advance voting, when 961 votes were against the approval in the advance voting.

11 RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE GROUNDS FOR COMPENSATION OF TRAVEL EXPENSES

The Chair of the Shareholders' Nomination Board, Alexander Ehrnrooth, presented to the Annual General Meeting the Nomination Board's proposal regarding the remuneration of the members of the Board of Directors and the grounds for compensation of travel expenses.

The Shareholders' Nomination Board had proposed to the Annual General Meeting that the fees to be paid to the members of the Board of Directors remain the same and are as follows in the upcoming term of office:

- annual fee of EUR 42,000 for the Chair
- 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
- EUR 500 for other members.

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

The proposal of the Shareholders' Nomination Board was appended to the minutes ([Appendix 7](#)).

The Annual General Meeting resolved unanimously that the remuneration of the members of the Board of Directors be paid in accordance with the proposal of the Shareholders' Nomination Board.

It was noted that, with respect to this agenda item, a total of 5,544,767 shares and votes participated in the advance voting. All votes cast in the advance voting supported the proposed resolution on the remuneration of the members

of the Board of Directors and the grounds for compensation of travel expenses, and no shareholder abstained from voting.

12 RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

The Chair of the Shareholders' Nomination Board, Alexander Ehrnrooth, presented to the Annual General Meeting the Nomination Board's proposal regarding the number of members of the Board of Directors.

It was noted that according to the Company's Articles of Association, the Board of Directors of the Company consists of at least three (3) and at most of eight (8) ordinary members.

It was recorded that the Shareholders' Nomination Board had, in accordance with the proposal appended to the minutes ([Appendix 7](#)), proposed to the Annual General Meeting that the Board of Directors be composed of five (5) ordinary members.

The Annual General Meeting resolved unanimously, in accordance with the proposal of the Shareholders' Nomination Board, to confirm that the number of ordinary members of the Board of Directors is five (5).

It was recorded that, with respect to this agenda item, a total of 5,544,767 shares and votes participated in the advance voting. All votes cast in the advance voting supported the proposed resolution on the number of members of the Board of Directors, and no shareholder abstained from voting.

13 ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS

The Chair of the Shareholders' Nomination Board, Alexander Ehrnrooth, presented to the General Meeting the Nomination Board's proposal regarding the members to be elected to the Board of Directors.

It was noted that the Shareholders' Nomination Board had, in accordance with the proposal appended to the minutes ([Appendix 7](#)), proposed to the Annual General Meeting that, for the term of office ending at the close of the 2026 Annual General Meeting, Anders Dahlbom, Sari Helander, Anna Miettinen, Carl Haglund and Ville Vuori be re-elected as board members.

The Annual General Meeting unanimously resolved to elect the members of the Board of Directors in accordance with the proposal of the Shareholders' Nomination Board.

It was recorded that, with respect to this agenda item, a total of 5,544,767 shares and votes participated in the advance voting. All votes cast in the advance voting supported the proposed resolution on the election of the members of the Board of Directors, and no shareholder abstained from voting.

14 RESOLUTION ON THE REMUNERATION OF THE AUDITOR

It was noted that the Board of Directors had, in accordance with the proposal included in the notice of the Annual General Meeting appended to the minutes (Appendix 3), on the recommendation of the Audit Committee, proposed to the Annual General Meeting that the auditor's remuneration be paid according to a reasonable invoice approved by the Audit Committee.

The Annual General Meeting resolved unanimously, in accordance with the proposal of the Board of Directors, that the auditor's remuneration will be paid according to a reasonable invoice approved by the Audit Committee.

It was recorded that, with respect to this agenda item, a total of 5,544,767 shares and votes participated in the advance voting. All votes cast in the advance voting supported the proposed resolution on the remuneration to be paid to the auditor, and no shareholder abstained from voting.

15 ELECTION OF THE AUDITOR

It was noted that the Board of Directors had, in accordance with the proposal included in the notice of the Annual General Meeting appended to the minutes (Appendix 3), on the recommendation of the Audit Committee, proposed to the Annual General Meeting that auditing firm KPMG Oy Ab be re-elected as the Company's auditor. KPMG Oy Ab had notified the Company that Authorized Public Accountant Heli Tuuri would be the principal auditor. The term of office of the auditor shall end at the close of the first Annual General Meeting following the election.

The Annual General Meeting resolved unanimously, in accordance with the proposal of the Board of Directors, that auditing firm KPMG Oy Ab be re-elected as the Company's auditor for a term of office ending at the close of the next Annual General Meeting.

It was recorded that, with respect to this agenda item, a total of 5,544,767 shares and votes participated in the advance voting. All votes cast in the advance voting supported the proposed resolution on the election of the auditor, and no shareholder abstained from voting.

16 RESOLUTION ON THE REMUNERATION OF THE SUSTAINABILITY REPORTING ASSURER

It was noted that the Board of Directors had, in accordance with the proposal included in the notice of the Annual General Meeting appended to the minutes (Appendix 3), on the recommendation of the Audit Committee, proposed to the Annual General Meeting that the sustainability reporting assurer's remuneration be paid according to a reasonable invoice approved by the Audit Committee.

The Annual General Meeting resolved unanimously, in accordance with the proposal of the Board of Directors, that the sustainability reporting assurer's

remuneration will be paid according to a reasonable invoice approved by the Audit Committee.

It was recorded that, with respect to this agenda item, a total of 5,544,767 shares and votes participated in the advance voting. All votes cast in the advance voting supported the proposed resolution on the remuneration to be paid to the auditor, and no shareholder abstained from voting.

17 ELECTION OF THE SUSTAINABILITY REPORTING ASSURER

It was noted that the Board of Directors had, in accordance with the proposal included in the notice of the Annual General Meeting appended to the minutes (Appendix 3), on the recommendation of the Audit Committee, proposed to the Annual General Meeting that the sustainability audit firm KPMG Oy Ab be elected as the Company's sustainability reporting assurer. The term of office the sustainability reporting assurer ends at the close of the first Annual General Meeting following the election. KPMG Oy Ab has informed the Company that Authorized Public Accountant, Authorized Sustainability Auditor Heli Tuuri would act as the principally responsible sustainability reporting assurer.

The Annual General Meeting resolved unanimously, in accordance with the proposal of the Board of Directors, that the sustainability audit firm KPMG Oy Ab be elected as the Company's sustainability reporting assurer for a term ending at the close of the next Annual General Meeting.

It was recorded that, with respect to this agenda item, a total of 5,544,767 shares and votes participated in the advance voting. All votes cast in the advance voting supported the proposed resolution on the election of the sustainability reporting assurer, and no shareholder abstained from voting.

18 AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SHARES AS WELL AS OPTION RIGHTS AND OTHER SPECIAL RIGHTS ENTITLING TO SHARES

It was noted that the Board of Directors had, in accordance with the proposal included in the notice of the Annual General Meeting appended to the minutes (Appendix 3), proposed to the Annual General Meeting that the Annual General Meeting authorize the Board of Directors to decide on a paid share issue and on issuing 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 3,298,505 new and/or treasury shares of the Company (including shares to be issued based on special rights) may be issued under the authorization, which amount corresponds to approximately 20 per cent of all the shares in the Company at the time of convocation of the General Meeting.

Within the limits of the foregoing authorization, the Board of Directors is authorized to decide on all terms and conditions for issuing shares and 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 an increase of the share capital, or wholly or partly in the invested unrestricted equity fund.

A share issue and the issuance of special rights entitling to shares may also take place as a directed issue in deviation from the shareholders' pre-emptive right if the Company has a weighty financial reason pursuant to the Limited Liability Companies Act (directed issue) for doing so. In that case, the authorization may 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 as well as 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 shall remain in force until the close of the next Annual General Meeting, however no longer than until 30 June 2026.

The Annual General Meeting resolved to authorize the Board of Directors to decide on the issuance of shares as well as option rights and other special rights entitling to shares in accordance with the proposal of the Board of Directors.

It was recorded that the proposal was supported by 10,328,883 votes, of which 5,543,806 votes were in favor in the advance voting, when 961 votes were against the approval in the advance voting.

19 AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE AND/OR THE ACCEPTANCE AS PLEDGE OF THE COMPANY'S OWN SHARES

It was noted that the Board of Directors had, in accordance with the proposal included in the notice of the Annual General Meeting appended to the minutes (Appendix 3), proposed to the Annual General Meeting that the Annual General Meeting authorize the Board of Directors to decide on the repurchase and/or 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 amount corresponds to approximately 5 percent of all the shares in the Company at the time of convocation of the Annual 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 and/or accepted as pledge.

The authorization shall remain in force until the close of the next Annual General Meeting, but no longer than until 30 June 2026.

The Annual General Meeting unanimously resolved to authorize the Board of Directors to decide on the repurchase and/or the acceptance as pledge of the Company's own shares in accordance with the proposal of the Board of Directors.

It was noted that, with respect to this agenda item, a total of 5,544,767 shares and votes participated in the advance voting. All votes cast in the advance voting supported the proposed resolution authorizing the Board of Directors to decide on the repurchase and acceptance as pledge of the Company's own shares, and no shareholder abstained from voting.

20 CLOSING OF THE MEETING

The Chair noted that all matters mentioned in the notice of the Annual General Meeting had been considered.

It was recorded that all resolutions made at the Annual General Meeting had been supported by all shareholders in attendance, unless otherwise indicated in the minutes.

It was noted that the minutes of the meeting will be available on the Company's website as of 30 April 2025, at the latest.

The Chair closed the meeting at 15.32 p.m. (EET).

Chair of the Annual General Meeting:

Harri Tolppanen

In fidem:

Sami Takila

The minutes have been scrutinized
and approved:

Johanna Juureva

Appendices

<u>Appendix 1</u>	Attendance status and list of votes
<u>Appendix 2</u>	Summary of votes cast in the advance voting
<u>Appendix 3</u>	Notice of the Annual General Meeting
<u>Appendix 4</u>	President & CEO's review
<u>Appendix 5</u>	Financial statements, including the Auditor's report and the Assurance Opinion on the sustainability reporting
<u>Appendix 6</u>	Remuneration report
<u>Appendix 7</u>	Shareholders' Nomination Board's proposal