



Remuneration Report 2025

Remuneration Report

Introduction	3
Remuneration of the Board of Directors	4
Remuneration of the CEO	5
Share-based incentive plans	7



Introduction

This Remuneration Report presents information on the remuneration of Enersense International Plc's ("Enersense" or "the company") Board of Directors ("Board") and the CEO for the period between 1 January 2025 and 31 December 2025. The company's Remuneration Policy was approved in the company's Annual General Meeting on 4 April 2022, and it will be applied until the Annual General Meeting in 2026, unless the Board of Directors decides to present it earlier to the Annual General Meeting.

Enersense's remuneration principles have been designed to attract, retain, and motivate employees, as well as to provide remuneration elements aligned with the interests of the shareholders, to drive long term financial success and value creation of the company. The purpose of Enersense's remuneration is to promote the company's competitiveness and the achievement of its goals and strategy. Incentive schemes are also aimed at rewarding good performance and supporting employees' commitment to sustainable development. The CEO's remuneration follows the same principles as that of other employees.

"In 2025, the Remuneration Committee reviewed the company's remuneration practices and incentive programmes based on the updated lifecycle partnership strategy. We emphasised sustainable growth in shareholder value and integrated criteria related to both financial and sustainability performance into the incentive plans," says **Anders Dahlblom**, Chair of the Remuneration Committee at Enersense.

Development of Remuneration and Company Performance 2021–2025^{*)}

Remuneration & Financial Performance	2021	2022	2023	2024	2025
Members of the Board of Directors, total EUR	183,307	2,325	243	342,807	272,355
CEO, EUR ^{**)}	322,453	284,969	352,877	687,216	450,715
Enersense employee average salary, EUR ^{***)}	41,038	42,869	48,543	51,060	51,029
Revenue, MEUR	239.1	282.0	363.3	424.7	306.9
EBITDA, MEUR	16.6	12.2	14.7	14.5	25.3

^{*)} Changes in the Group structure done in 2025 are described in Note 24 to the IFRS financial statements.

^{**)} The remuneration of the CEO in 2024 includes the remuneration of CEO Jussi Holopainen until 3 May 2024, Interim CEO Juha Silvola from 4 May 2024 until 22 September 2024 and CEO Kari Sundbäck as of 23 September 2024. The remuneration of the CEO in 2025 includes both the remuneration of the CEO Kari Sundbäck and the severance pay for the former CEO Jussi Holopainen.

^{***)} Average employee remuneration comprises personnel costs without other compulsory personnel costs divided by the average number of personnel FTE during the year.

Remuneration of the Board of Directors

At Enersense's Annual General Meeting on 16 April 2025, it was decided that the following annual fees are paid to the members of the Board of Directors:

- Chair of the Board: EUR 42,000
- Other members of the Board: EUR 27,000

In addition, the Annual General Meeting decided that the following meeting fees are paid for each meeting of the Board of Directors and Board Committees:

- Chair of the Board and the Committees: EUR 1,000 per meeting
- Other members of the Board and Committees: EUR 500 per meeting

Travelling expenses are compensated in accordance with the company's policy on the compensation of travel expenses in force at the time.

Remuneration paid to the members of the Board of Directors 2025

EUR	Annual fees	Meeting fees	Total remuneration
Anders Dahlblom, Chair	42,000	37,500	79,500
Jan-Elof Cavander ^{*)}	9,726	8,000	17,726
Carl Haglund ^{*)}	17,347	9,500	26,847
Sari Helander	27,000	21,000	48,000
Anna Miettinen	27,000	17,500	44,500
Sirpa-Helena Sormunen ^{*)}	8,000	3,500	11,500
Petri Suokas ^{*)}	6,750	3,000	9,750
Ville Vuori ^{*)}	10,306	5,000	15,306
Jari Ålgars ^{*)}	9,726	9,500	19,226
Total	157,855	114,500	272,355

^{*)} Sirpa-Helena Sormunen and Petri Suokas were members of the Board of Directors until 16 April 2025. Ville Vuori was a member of the Board until 19 May 2025 and Carl Haglund until 22 August 2025. Jan-Elof Cavander and Jari Ålgars have been members of the Board of Directors as of 22 August 2025.

Remuneration of the CEO

The Board of Directors determines the remuneration of the CEO. The Board considers Enersense's strategy and long-term targets when setting the criteria and targets for remuneration. The criteria selection aims to steer the CEO towards the implementation of the company's strategy and the achievement of sustainable financial results.

In 2025, CEO Kari Sundbäck's total remuneration of EUR 342,715 consisted of a fixed base salary EUR 336,000 and a holiday pay EUR 6,715. The fixed base salary includes fringe benefits of EUR 240. The relative proportion of the paid remuneration in 2025 for the fixed pay was 100% and variable pay 0%.

The CEO's short-term incentive for 2025, with the maximum opportunity of 60% of the annual salary, was based on the Group's EBITDA (weight 70%), cash flow (weight 20%) and occupational safety (weight 10%). The payout under the short-term incentive was conditional upon the minimum target for the Group's EBITDA metric being met, and this target was achieved, with the outcome close to the maximum level (81 %). For the cash flow metric, the outcome fell below the minimum threshold, and therefore no payout will be made under this measure. The outcome for the safety metric was strong and close to the maximum level (83 %). The overall result for the short-term incentive was 65 percent. Based on this, the short-term incentive payable to the CEO in 2026 for the 2025 performance year amounts to EUR 131,524.

CEO Kari Sundbäck participated in three Performance Share Plans 2023–2025, 2024–2026 and 2025–2027. The Performance Share Plan 2023-2025 ended in December 2025. The outcome of the Plan was 3.75 percent, as all other performance metrics fell below their threshold levels and only the Group's Sustainability Plan target was partially achieved. The rewards of the Plan 2023–2025 are due to be paid in 2026 and the CEO will be paid EUR 4,523 in respect of 1,125 gross shares.

The pension benefits of the CEO are determined in accordance with the Finnish legislation in force at the time. In 2025, the CEO did not have a supplementary pension.

Total remuneration of the CEO in 2025

Remuneration element	Description	Kari Sundbäck as of 23 Sep 2024	Jussi Holopainen until 3 May 2024	Total
Fixed salary	Monthly salary, holiday pay and severance pay ¹⁾	342,715	108,000	450,715
Fringe benefits	Mobile phone EUR 240 included in fixed salary	—	—	—
Short-term incentives	Based on financial performance (paid during the financial year)	—	—	—
Long-term incentives	Performance Share Plan 2023–2025 with rewards due to be paid in 2026, Performance Share Plan 2024–2026 with rewards payable in 2027, and Performance Share Plan 2025-2027 with rewards payable in 2028	—	—	—
Total		342,715	108,000	450,715

¹⁾ The former CEO Jussi Holopainen (until 3 May 2024) was paid a severance pay of EUR 108,000 for 4 months in 2025.

Outcomes of the short-term and long-term incentives and rewards due to the CEO

	Measures	Weight, %	Achievement, %	Total outcome, %	Max opportunity of Annual Salary, %	Achievement of Annual Salary, %	Due to be paid in 2026, EUR
STI 2025	Group Adjusted EBITDA	70	81	65	60	39	131,524
	Group Cash Flow	20	0				
	Group Safety	10	83				
	Measures	Weight, %	Achievement, %	Total outcome, %	Allocated gross shares	Awarded gross shares	Due to be paid in 2026, EUR^{*)}
PSP 2023–2025	Absolute total shareholder return of the company's share (TSR)	30	0	3,75	30,000	1,125	4,523
	Group's cumulative adjusted EBITDA in euro	55	0				
	Group's Sustainability Plan	15	25				

*) The share-based award to be granted in 2026 will be paid in cash, with a gross value of EUR 4,523.

Share-based incentive plans

On 28 February 2025, the Board of Directors of Enersense International Plc decided on a new Performance Share Plan 2025–2027, which is a continuation of the Performance Share Plan 2024–2026 and Restricted Share Plan 2025–2027, which is a continuation of the Restricted Share Plan 2022–2024.

The aim of the share-based incentive plans is to align the objectives of the shareholders and key employees to increase the value of the company in the long-term, to retain the key employees at the company and to offer them competitive incentive plans that are based on earning and accumulating the company's shares.

The rewards will be paid partly in Enersense International Plc shares and partly in cash. The cash proportions of the rewards are intended for covering taxes and tax-related expenses arising from the rewards to the participants. In general, no reward is paid if the participant's employment or director contract terminates before the reward payment.

The CEO of Enersense International Plc and the member of the Group Leadership Team must own at least 50 per cent of the shares received as a net reward from the share-based incentive plans, until the value of the CEO's shareholding in Enersense International Plc equals to his annual base salary of the preceding year, and until the value of other Group Leadership Team member's shareholding in Enersense International Plc equals to 50 per cent of their annual base salary of the preceding year. Such number of Enersense International Plc shares must be held as long as the membership in the Group Leadership Team continues.

Performance Share Plan 2023–2025

The Performance Share Plan 2023–2025 consisted of one performance period, covering the financial years 2023–2025. The rewards of the plan were based on the absolute total shareholder return (TSR) of the company's share for the financial years 2023–2025, on the Group's cumulative

adjusted EBITDA in euro for the financial years 2023–2025, and on the implementation of the Group's sustainability plan.

The outcome of the Performance Share Plan 2023–2025 was 3.75 percent. The rewards will be paid in 2026.

Performance Share Plan 2024–2026

The Performance Share Plan 2024–2026 consists of one performance period, covering the financial years 2024–2026. In the plan, the target group is given an opportunity to earn Enersense International Plc shares based on performance. The potential rewards based on the plan will be paid after the end of the performance period, in spring 2027.

The rewards of the plan are based on the absolute total shareholder return (TSR) of the company's share for the financial years 2024–2026, on the Group's cumulative adjusted EBITDA in euro for the financial years 2024–2026, and on the implementation of the Group's sustainability plan. The rewards to be paid based on the plan correspond to the value of an approximate maximum total of 369,784 Enersense International Plc shares, also including the proportion to be paid in cash.

Approximately 40 persons, including the CEO and other members of the Group Leadership Team, belong to the target group of the plan.

Performance Share Plan 2025–2027

The Performance Share Plan 2025–2027 consists of one performance period, covering the financial years 2025–2027. In the plan, the target group is given an opportunity to earn Enersense International Plc shares based on performance. The potential rewards based on the plan will be paid after the end of the performance period, in spring 2028.

The rewards under the plan are based on the company's absolute total shareholder return for the financial years 2025–2027, the Group's cumulative EBITDA in euros for the financial years 2025–2027, and on the implementation of the Group's sustainability plan. The rewards to be paid based

on the plan correspond to the value of an approximate maximum total of 620,538 Enersense International Plc shares, also including the proportion to be paid in cash.

Approximately 40 persons, including the CEO and other members of the Group Leadership Team, belong to the target group of the plan.

Restricted Share Plan 2025–2027

The Restricted Share Plan 2025–2027 is intended for special situations, such as the recruitment or retention of an executive or key employee. The reward will be paid after the end of a retention period of 24–36 months. The plan is intended only for specifically designated key employees.

The rewards to be allocated based on the Restricted Share Plan during the years 2025–2027 correspond to the value of a maximum total of 20,000 Enersense International Plc shares, also including the proportion to be paid in cash.



SHARE-BASED INCENTIVE PLANS	PERFORMANCE SHARE PLAN PSP 2023–2025	PERFORMANCE SHARE PLAN PSP 2025–2027	PERFORMANCE SHARE PLAN PSP 2025–2027	RESTRICTED SHARE PLAN RSP 2025–2027	TOTAL SHARES
Maximum number of shares (gross) to be paid as rewards based on the plan	241,000	369,784	620,538	20,000	1,251,322
Target group of participants	~ 40 Group key employees incl. CEO and Group Leadership Team members	~ 40 Group key employees incl. CEO and Group Leadership Team members	~ 40 Group key employees incl. CEO and Group Leadership Team members	Selected key employees	
Initial grant date	27.2.2023	29.2.2024	28.2.2025	28.2.2025	
Vesting	In 2026	In 2027	In 2028	After the end of a 24–36-month vesting period	
Vesting conditions	Rewards based on three performance measures in 2023–2025: <ul style="list-style-type: none"> absolute total shareholder return (TSR) of the company's share (30%) Group's cumulative adjusted EBITDA in euro (55%) Group's sustainability plan (15%) 	Rewards based on three performance measures in 2024–2026: <ul style="list-style-type: none"> absolute total shareholder return (TSR) of the company's share (30%) Group's cumulative adjusted EBITDA in euro (50%) Group's sustainability plan (20%) 	Rewards based on three performance measures in 2025–2027: <ul style="list-style-type: none"> absolute total shareholder return (TSR) of the company's share (40%) Group's cumulative adjusted EBITDA in euro in 2026-2027 (40%) Group's sustainability plan (20%) 	Rewards based on a valid employment or director contract and on the continuity of the employment or service during a vesting period	
	No reward is paid if the participant's employment or director contract terminates before the reward payment.				
Payment method	Partly in shares and partly in cash (cash portion intended for covering taxes and tax related expenses)				
Ownership obligation for the shares received as rewards	<ul style="list-style-type: none"> CEO's shareholding = value of annual base salary of the preceding year Group Leadership Team member's shareholding = 50 per cent of the value of the annual base salary of the preceding year Shares must be held as long as the membership in the Group Leadership Team continues 				
AS OF DECEMBER 31, 2025	PSP 2023–2025	PSP 2024–2026	PSP 2025–2027	RSP 2023–2025	TOTAL SHARES
Number of participants	15	19	25	0	
Outstanding rewards in shares (gross) including cash portion	88,282	219,017	388,690	0	695,989
CEO	30,000	70,434	115,420	0	215,854
Group Leadership Team	27,130	90,615	143,472	0	261,217
Other key employees	31,152	57,968	129,798	0	218,918