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INSIDE INFORMATION: The Board of Directors of Enersize proposes a rights issue of up to approximately SEK 12 million and raises a bridge loan

The Board of Directors of Enersize Oyj ("Enersize" or the "Company") (Nasdaq First North Growth Market: ENERS) proposes that an extraordinary general meeting (the "Extraordinary General Meeting") resolves on a rights issue of shares and issue of warrants which, upon full subscription, will provide the Company with a maximum of approximately SEK 12 million before issue costs (the "Rights Issue"). In addition, the Company may receive a maximum of approximately SEK 15 million upon full exercise of the warrants issued as part of the Rights Issue. The subscription price in the Rights Issue has been set at SEK 0.04 per unit, corresponding to SEK 0.002 per share (EUR 0.000180). A number of existing shareholders and senior executives in Enersize have undertaken to subscribe for units corresponding to approximately 35 per cent of the Rights Issue, corresponding to approximately SEK 4.2 million. A number of external investors have undertaken to guarantee approximately 34 per cent of the Rights Issue, corresponding to approximately SEK 4.1 million for a compensation for the guarantee of fifteen (15) per cent of the guaranteed amount in cash compensation. The Rights Issue is thus secured up to approximately 70.0 per cent through subscription undertakings and underwriting commitments, corresponding to approximately SEK 8.3 million. The proposed Rights Issue is conditional upon approval by the Extraordinary General Meeting as described in more detail in the notice to the Extraordinary General Meeting, which will be announced in a separate press release.

Summary of the Rights Issue

- The Board of Directors of Enersize has today proposed that the Extraordinary General Meeting resolves on an issue of a maximum of 5,943,453,320 shares and an equal number of free of charge warrants with preferential rights for the Company's shareholders.
- The subscription price in the Rights Issue has been set at SEK 0.04 per unit, corresponding to SEK 0.002 per share (EUR 0.000180), which, assuming that the Rights Issue is fully subscribed, corresponds to proceeds of approximately SEK 12 million, before issue costs, which are estimated to amount to approximately SEK 2.5 million.

- Holders of shares registered in the shareholders' register maintained by Euroclear Sweden AB on the record date will receive unit rights for participation in the Rights Issue with preferential rights. For each share, one (1) unit right is received. The unit rights entitle to subscription of units with preferential rights, whereby thirteen (13) unit rights entitle to subscription of one (1) unit. One (1) unit consists of twenty (20) shares and twenty (20) warrants of series TO 4.
- Holders of shares registered in the shareholders' register maintained by Euroclear Finland Oy on the record date will receive subscription rights for participation in the Rights Issue with preferential rights. For each share, one (1) subscription right will be received. The subscription rights entitle to subscription of shares with preferential rights, whereby thirteen (13) subscription rights entitle to subscription of twenty (20) shares. In addition, registered shareholders in Finland will receive twenty (20) warrants of series TO 4 for each of twenty (20) new shares that they have subscribed and paid for.
- A number of existing shareholders and senior executives in Enersize have undertaken to subscribe for units corresponding to approximately 35 per cent of the Rights Issue, corresponding to approximately SEK 4.2 million. A number of external investors have undertaken to guarantee approximately 34 per cent of the Rights Issue, corresponding to approximately SEK 4.1 million for a compensation for the guarantee of fifteen (15) per cent of the guaranteed amount in cash compensation. The Rights Issue is thus covered by subscription undertakings and guarantee commitments to approximately 70.0 per cent, corresponding to approximately SEK 8.3 million.
- The Rights Issue is subject to the resolution of the Extraordinary General Meeting scheduled to be held on 9 May 2025. The notice to the Extraordinary General Meeting will be published in a separate press release.
- The record date for participation in the Rights Issue is expected to be 16 May 2025. The subscription period in the Rights Issue is expected to run from 20 May 2025 up to and including 3 June 2025 in Sweden, while the subscription period in Finland is expected to run from 21 May 2025 up to and including 5 June 2025.

Background and rationale

In 2024, commercialisation efforts have intensified, resulting in an 87 per cent increase in revenue compared to the same period last year. The Company has also actively continued to reduce costs and now has a much more attractive and homogeneous cost level. In parallel, the development of the new generation of monitoring systems is ongoing, which further enables increased flexibility and scalability. The energy market is constantly evolving and has great potential. In order to meet customers' needs and customise solutions, the packaging of services and service offerings is continuously evaluated through ongoing tests with both existing and new customers.

The Company perceives that customer interest has increased, both thanks to Enersize's increased market presence but also as a result of regulatory requirements from both the EU and nationally.

Enersize is today a company that can monitor and manage energy needs and solutions for industrial customers. In order to promote growth and meet an estimated increased demand, the Board of Directors has decided to propose to the Extraordinary General Meeting that it resolves on the Rights Issue of approximately SEK 12 million. The Company believes that there is a compelling financial reason for the issue of the warrants as the issue of the warrants is related to the Company'

s financial needs and ability to ensure that the Rights Issue is realised, and that sufficient financing is raised. In order to secure the financing needs until the Rights Issue is completed, the Company has raised a bridge loan totalling SEK 3 million. The proceeds from the Rights Issue are intended to be used for the following purposes stated in order of priority:

- Market expansion and sales efforts (50 per cent)
- Product, licence and technical validation and development (25 per cent)
- Operational costs and strategic partnerships (25 per cent)

Enersize's CEO, Patrik Elfving, comments:

"Through this capitalisation, the Company strengthens its sales and delivery organisation, with the capacity to nurture and further develop both our existing and new customer relationships.

I believe it is of great importance that we now have the opportunity to quickly meet the customer needs and further develop both established and new customers, while preparing for increasing demands from both national and international markets. With these new resources, we will have increased opportunities to fulfil our current needs while investing to expand for future growth. We are grateful for the confidence of our shareholders and new investors in helping us achieve our goals and create long-term shareholder value."

Terms and further information on the Rights Issue

Under the proposed terms, registered shareholders in Enersize in Sweden will receive one (1) unit right for each share held on the record date. Thirteen (13) unit rights entitle shareholders to subscribe for one (1) unit. One (1) unit consists of twenty (20) shares and twenty (20) warrants of series TO 4. The subscription price in the Rights Issue has been set at SEK 0.04 per unit, corresponding to SEK 0.002 per share (EUR 0.000180). The warrants are issued free of charge. Registered shareholders in Finland will receive one (1) subscription right for each share held on the record date. Thirteen (13) subscription rights entitle to subscription of twenty (20) shares. In addition, registered shareholders in Finland will receive twenty (20) warrants of series TO 4 for each of twenty (20) new shares that they have subscribed and paid for. In total, a maximum of 5,943,453,320 shares will be issued through the Rights Issue, corresponding to an amount of approximately SEK 12 million before issue costs, which are estimated to amount to approximately SEK 2.5 million. In total, a maximum of 5,943,453,320 warrants of series TO 4 will also be issued through the Rights Issue, corresponding to a maximum of approximately SEK 15 million if fully utilised.

The record date for determining which shareholders are entitled to participate in the Rights Issue is 16 May 2025. The subscription period in the Rights Issue is expected to run from 20 May 2025 up to and including 3 June 2025 in Sweden, while the subscription period in Finland is expected to run from 21 May 2025 up to and including 5 June 2025, with the right for the Company's board of directors to extend the subscription period. Subscription of new shares without unit rights will take place during the same period.

Subscription may also be made without unit rights and subscription rights. In the event that not all units are subscribed for with the exercise of unit rights or not all shares are subscribed for with the exercise of subscription rights, the Company's Board of Directors shall, within the framework of the maximum amount of the Rights Issue, decide on the allotment of units subscribed for without unit rights and shares and warrants for shares subscribed for without subscription rights. Allocation will then be made in the following order of priority. Firstly, allotment shall be made to those who have subscribed for units with unit rights or shares with subscription rights, regardless of whether they were shareholders on the record date or not, proportionally in relation to the number of units subscribed for through the exercise of unit rights or shares subscribed for through the exercise of subscription rights and, to the extent that this cannot be done by drawing lots. Secondly, allotment shall be made to those who have subscribed for units without unit rights or shares without subscription rights, in proportion to the number of units or shares subscribed for and, to the extent that this cannot be done, by drawing lots. Thirdly, allotment shall be made to those who have entered into guarantee commitments, in proportion to such guarantee commitments.

Trading in paid subscribed units ("BTU") on Nasdaq First North Growth Market is expected to take place during the period from 20 May 2025 up to and including the day the Finnish Trade Register has registered the Rights Issue and BTU are converted into shares and warrants of series TO 4.

Preliminary timetable for the Rights Issue

- 9 May 2025: The Extraordinary General Meeting
- 14 May 2025: Last day of trading in the share, including the right to receive unit rights
- 15 May 2025: First day of trading in the share, excluding the right to receive unit rights
- 16 May 2025: Record date for participation in the Rights Issue, i.e. holders of shares registered in the shareholders' register maintained by Euroclear Sweden AB on this date will receive unit rights for participation in the Rights Issue with preferential rights while holders of shares registered in the shareholders' register maintained by Euroclear Finland Oy will receive subscription rights for participation in the Rights Issue with preferential rights
- 20 May – 28 May 2025: Trading in unit rights
- 20 May – 3 June 2025: Subscription period in Sweden
- 21 May – 5 June 2025: Subscription period in Finland
- 10 June 2025: Expected date for publication of the outcome of the Rights Issue
- 1 October – 15 October 2025: Exercise period for warrants

Subscription undertakings and guarantee commitments

A number of existing shareholders and senior executives in Enersize have undertaken to subscribe for units corresponding to approximately 35 per cent of the Rights Issue, corresponding to approximately SEK 4.2 million.

A number of external investors have undertaken to underwrite approximately 34 per cent of the Rights Issue, corresponding to approximately SEK 4.1 million for an underwriting compensation of fifteen (15) per cent of the guaranteed amount in cash. The Rights Issue is thus covered by subscription commitments and guarantee commitments to approximately 70 per cent, corresponding to approximately SEK 8.3 million.

An underwriting fee will be paid to the underwriters, based on current market conditions, of fifteen (15) per cent of the underwritten amount. No compensation will be paid for subscription commitments from existing shareholders. Neither subscription commitments nor guarantee commitments are secured by bank guarantees, blocked funds, pledged assets or similar.

All existing shareholders who have entered into subscription undertakings in the Rights Issue have also undertaken to vote in favour of the Rights Issue at the Extraordinary General Meeting.

Warrants of series TO 4

One (1) warrant of series TO 4 entitles the holder to subscribe for one (1) new share in accordance with the detailed terms and conditions of the warrants which will be published in accordance with applicable regulations separately, however, no later than 2 May 2025. The subscription period for shares pursuant to the warrants will run from 1 October 2025 up to and including 15 October 2025 and the subscription will be made at a subscription price per share of SEK 0.0025 (EUR 0.000225), corresponding to 125 per cent of the subscription price per share in the Rights Issue. The warrants are intended to be admitted to trading on Nasdaq First North Growth Market. The warrants are issued free of charge.

Shares and dilution

Through the Rights Issue, the number of shares in Enersize can increase by a maximum of 5,943,453,320 shares, from 3,863,244,663 shares to 9,806,697,983 shares, which corresponds to a dilution of approximately 61 per cent.

In addition, if all warrants of series TO 4 issued within the framework of the Rights Issue are exercised, the number of shares may increase by a maximum of 5,943,453,320 shares, from 9,806,697,983 shares (assuming the Rights Issue is fully subscribed) to 15,750,151,303 shares.

If the Rights Issue is fully subscribed and the warrants of series TO 4 issued within the framework of the Rights Issue are fully exercised, a total dilution of approximately 76 per cent will arise.

Information for Finnish shareholders

In order to trade in unit rights and BTUs on Nasdaq First North Growth Market, Finnish shareholders will need to transfer their shares to Euroclear Sweden AB's securities depository system before the record date of the offer. In order to trade in shares on Nasdaq First North Growth Market, a Finnish shareholder will need to transfer its shares to Euroclear Sweden AB's securities depository system. If a Finnish investor acquires shares through trading on Nasdaq First North Growth Market, such shareholder will need to transfer its shares to Euroclear Finland's system in order to be registered as a shareholder in the shareholders' register administered by Euroclear Finland Oy. Such cross-border settlement is associated with additional costs and lead times. The account operator will be charged a transfer fee by Euroclear Sweden AB and Euroclear Finland Oy and that fee and other costs charged by the banks involved are likely to be passed on to the shareholder.

The Extraordinary General Meeting

The Extraordinary General Meeting to resolve on the Board of Directors' proposal for a resolution on the Rights Issue is planned to be held on 9 May 2025. Notice of the Extraordinary General Meeting will be published in a separate press release.

Information memorandum and basic information document

An information memorandum and a basic information document in relation to the Rights Issue will be published no later than 19 May 2025. Full terms and conditions and information on subscription and underwriting commitments will be available in the information memorandum and the basic information document, respectively, which will be published on the Company's website.

Bridge loans

In order to secure the Company's liquidity needs until the Rights Issue has been completed, the Company has raised bridge loans totalling SEK 3 million from a consortium of external investors. As compensation for the loans, fixed interest of 10 per cent is paid on the loan amount. According to the agreements, the loans shall be repaid in connection with the Rights Issue or, at the latest, on 30 June 2025, if the loans are not set off against units in connection with the Rights Issue.

Advisors

Bergs Securities AB is acting as Sole Manager and Bookrunner in connection with the Rights Issue. Nordea Bank Abp is acting as issuing agent in connection with the Rights Issue. Castrén & Snellman Attorneys Ltd acts as legal advisor to Enersize regarding Finnish law in connection with the Rights Issue. Moll Wendén Law Firm AB acts as legal advisor to Enersize regarding Swedish law in connection with the Rights Issue.

Important information

The publication, release or distribution of this press release in certain jurisdictions may be restricted by law and persons in the jurisdictions in which this press release has been published or distributed should inform themselves about and observe any such legal restrictions. The recipient of this press release is responsible for using this press release and the information contained herein in accordance with the applicable rules in each jurisdiction. This press release does not constitute an offer to sell or the solicitation of an offer to buy or subscribe for any securities issued by the Company in any jurisdiction in which such offer or solicitation would be unlawful.

This press release is not a prospectus within the meaning of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and has not been approved or reviewed by any regulatory authority in any jurisdiction. This press release does not constitute a document in the form prescribed in Annex IX of the Prospectus Regulation.

Within the European Economic Area ("**EEA**"), no offer of shares, warrants or other securities ("**Securities**") is made to the public in any country other than Sweden. In other member states of the European Union ("**EU**"), such an offer of Securities may only be made in accordance with the exemptions in the Prospectus Regulation (EU) 2017/1129. In other countries in the EEA that have implemented the Prospectus Regulation in national legislation, such an offer of Securities may

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This press release does not identify or purport to identify any risks (direct or indirect) that may be associated with an investment in new shares. This press release does not constitute an invitation to underwrite, subscribe or otherwise acquire or transfer securities in any jurisdiction. This press release does not constitute a recommendation for any investor's decision regarding the Rights Issue. Each investor or potential investor should conduct its own investigation, analysis and evaluation of the business and information described in this press release and any publicly available information. The price and value of the securities may go down as well as up and past performance is not a guide to future results. Neither the contents of the Company's website nor any other website accessible through hyperlinks on the Company's website are incorporated into or form part of this press release.

Forward-looking statements

This press release contains forward-looking statements that reflect the Company's intentions, beliefs or expectations regarding the Company's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company operates. Forward-looking statements are statements that are not historical facts and can be identified by the use of words such as "believes", "expects", "anticipates", "intends", "estimates", "will", "may", "anticipates", "should", "could" and, in each case, the negatives thereof, or similar expressions. The forward-looking statements in this press release are based on various assumptions, many of which are based on additional assumptions. Although the Company believes that the assumptions reflected in these forward-looking statements are reasonable, there can be no assurance that they will materialise or that they are accurate. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, actual results or outcomes could differ materially from those in the forward-looking statements for a variety of reasons. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this press release by the forward-looking statements. The Company does not guarantee that the assumptions underlying the forward-looking statements contained in this press release are accurate and any reader of this press release should not place undue reliance on the forward-looking statements contained in this press release. The information, opinions and forward-looking statements expressed or implied herein are made only as of the date of this press release and are subject to change. Neither the Company nor anyone else undertake to review, update, confirm or to release publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise in relation to the content of this press release, except as required by law or the rules of Nasdaq First North Growth Market.

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The English text is an in-house translation of the original Swedish text. Should there be any disparities between the Swedish and the English text, the Swedish text shall prevail.

About Enersize

Enersize develops and delivers smart software, tools, and services to enable energy optimisation of industrial compressed air systems. The industry expertise of our people and solutions, together with a commitment to become the global leader in compressed air efficiency software, has made Enersize a recognised leader for customers around the world. Enersize is a merger of multiple Nordic companies with experience from more than 7,000 customer projects.

The company is listed on Nasdaq Stockholm First North Growth Market under the ticker: ENERS.

For more information visit <https://enersize.com>

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This information is information that Enersize is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2025-04-17 22:46 CEST.

Attachments

[INSIDE INFORMATION: The Board of Directors of Enersize proposes a rights issue of up to approximately SEK 12 million and raises a bridge loan](#)