

Notice to the Extraordinary General Meeting of Enersize Oyj

Notice is given to the shareholders of Enersize Oyj ("Enersize" or the "Company") to the Extraordinary General Meeting (the "EGM") to be held on Friday, 5 November 2021 at 1.00 p.m. (CET) at TM & Partners Advokatfirma KB, Jakobs torg 3, 111 52 Stockholm, Sweden.

In order to reduce the risk of infection resulting from the coronavirus (COVID-19) situation, Enersize will seek to keep the EGM as short as possible and to limit the number of participants, however, without restricting the shareholders' rights. For this reason, Enersize respectfully requests that its shareholders give serious thought to whether it is necessary for them to participate in the EGM at the meeting venue in person without a proxy representative. No catering will be arranged in connection with the meeting.

A. Matters on the agenda of the EGM

At the EGM, the following matters will be considered:

1. **Opening of the meeting**
2. **Calling the meeting to order**
3. **Election of persons to scrutinize 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. **Resolution on a pre-emptive rights issue and directed share issue**

Basis for the pre-emptive rights issue and directed share issue

The use of compressed air in manufacturing industry is widespread worldwide and corresponds to a total energy cost of more than SEK 2,000 billion. Several reports show that as much as 50 percent of this energy is lost due to leakage and inefficient use. At the same time, there is today a great interest in energy saving and reduced carbon footprint, and the interest increases as we see more direct consequences of the climate impact that energy use worldwide contributes to. Over the years, Enersize has helped numerous customers, large and small, to effectively reduce this huge waste.

Enersize provides a software solution for the analysis and monitoring of compressed air systems in industry. By using the Company's patented end-to-end solution for optimizing compressed air systems, manufacturing companies can achieve significant savings for both energy costs and carbon dioxide emissions.

In the past year, Enersize has launched a new business model, which is based on the sale of Software-as-a-Service (SaaS) subscriptions to the Company's cloud services. By providing software for analysis and monitoring of compressed air systems, more customers than ever before can use Enersize services to achieve a more efficient use

of compressed air. The change has meant that the Company has centralized its operations to the head office in Lund. The sales organization now focuses primarily on signing agreements with strategic partner companies, unlike before when it has been more focused on direct sales, which means a much greater scalability in the business model.

For Enersize, the Covid-19 situation has meant delays in projects as well as restrictions on the ability to visit customers for Enersize and its partner companies. In addition, a change in the business model, previously consisting of larger project revenues, to now consist of recurring revenues from SaaS subscriptions, means that sales are initially expected to be lower, before larger volumes have been built up. All in all, this means that Enersize needs to be provided with additional capital before the Company can achieve cash neutrality.

The Enersize service portfolio is based on well-proven patented technology, developed by the Company's R&D department, which has tripled in size over the past year. The investment lays the foundation for Enersize's next generation of software and, together with important recruitments of key competencies within the Company's management, has laid the foundation for a planned growth of the business in 2022.

In 2021, the Board has actively investigated various alternatives for the Company's long-term financing. In May, a bridge financing of SEK 8.4 million was received from a small group of investors, maturing on December 31, 2021. The loan financing secured the working capital requirement in 2021, and enabled financial sustainability for the Board in the work of securing long-term, stable financing and an optimal capital structure for the coming years.

The new share issuances are estimated to secure Enersize's working capital during 2022. The issue proceeds will enable the continued establishment of the new business model and focused marketing and sales work in order to increase the number of partner companies offering Enersize's service portfolio, and:

- increase Enersize's recurring revenue from long and financially stable SaaS contracts,
- further trim and shape the organization for growth,
- continue the expansion of the R&D department, develop the next generation of cloud-based software solution and expand the patent portfolio.

In addition, the Board of Enersize has made progress in previously announced intentions to further centralize and streamline operations in Enersize in order to achieve a simplified company structure and administration and to reduce overhead costs. The Board has been looking at various opportunities to implement the streamlining, and domicile change and reverse acquisition have been developed as prime alternatives.

Pre-emptive Rights Issue

The Board of Directors has proposed on 12 October 2021 that the EGM resolves on an issuance of no more than 116,886,926 new shares with preferential rights for the Company's existing shareholders (the "**Rights Issue**") on the following terms:

The new shares are offered for subscription to existing shareholders of the Company in accordance with the pre-emptive right of shareholders in proportion to their holding of the existing shares in the Company, and secondarily to others, as further described below.

The Company will allot one (1) subscription right to all shareholders registered in the Company's shareholders' register maintained by Euroclear Finland Oy or Euroclear Sweden AB (or, in respect of nominee-registered existing shares, a shareholder on whose behalf the shares have been registered in the shareholders' register) on the record date, for every (1) share held on the record date, which is scheduled to be 9 November 2021. The subscription rights will be allotted free of charge to entice the current shareholders of the Company to participate in the issuance and subscribe for shares.

Two (2) subscription rights entitle to subscription of one (1) new share in the Company. No fractions of shares will be issued and it will not be possible to partially exercise a single subscription right. Any subscription rights remaining unexercised at the end of the subscription period will expire without any compensation.

The subscription rights will be registered on the shareholders' book-entry accounts in the book-entry system maintained by Euroclear Sweden AB no later than on 12 November 2021 in Sweden or by Euroclear Finland Oy no later than on 11 November 2021 in Finland.

The subscription price is SEK 0.12 or EUR 0.012 per share. The subscription price has been determined through negotiations with a number of investors and on the terms that the Board of Directors deems the issue can be carried out, adapted to the prevailing market situation. The Company's Board of Directors therefore considers that the subscription price is market-based.

The subscription period in the Rights Issue runs from and including 12 November 2021, until and including 25 November 2021 in Sweden and 29 November 2021 in Finland. The Company's Board of Directors shall have the right to extend the subscription period.

A holder of subscription rights may participate in the Rights Issue during the subscription period by subscribing for new shares by submitting the subscription notice and paying the subscription price in accordance with the instructions of the relevant custodian or account operator.

In the event that not all shares are subscribed for under subscription rights, the Company's Board of Directors shall, within the maximum amount of the issue, resolve

on allotment of shares without subscription rights. Allotment will then take place in the following order of priority:

- a. Primarily, allotment shall be made to those who subscribed for shares under subscription rights, regardless of whether the subscriber was a shareholder on the record date or not, pro rata in relation to the number of subscription rights exercised for subscription and, to the extent that this cannot be done, by drawing lots.
- a. Secondly, allotment shall be made to others who have signed up for subscription without subscription rights. In the event that they cannot receive full allotment, allotment shall be made pro rata in proportion to the number of shares subscribed for by each and, to the extent that this cannot be done, by drawing lots.
- a. In the third and final stage, any remaining shares shall be allotted to the parties who have underwritten the Rights Issue, in relation to the underwriting commitments made.

In the event that the shares are oversubscribed, the Board of Directors may decide to use an over-allotment option and issue up to an additional 11,688,692 shares (amounting to 10% of the issue or approximately SEK 1.4 million).

The subscription price shall be added to the reserve for invested unrestricted equity of the Company.

The new shares shall entitle to dividends for the first time on the record date for dividends that occur after the issue has been registered.

Each member of the Company's Board of Directors, or persons authorised by any of them, shall be authorised to decide on and take any practical actions related to the implementation of the Rights Issue.

Directed Share Issue

The Board of Directors has on 12 October 2021 further proposed that the EGM resolves on a directed issuance of no more than 116,886,926 new shares of the Company (the "**Directed Issue**") on the following terms:

The shares are offered for subscription, by deviating from the pre-emptive right of the shareholders to the share subscription, pro-rata to the following qualified investors: John Fällström, Gerhard Dal, Råsunda Förvaltning AB, Modelio Equity AB, J. O. Möllerström Brothers Operation AB, Torsion Invest AB, Hajelo AB, Mikael Blihagen, Ironblock AB, Staffansgården i Trää AB.

The basis for deviation from pre-emptive subscription rights, in addition to the matters described above under *Basis for the pre-emptive rights issue and directed share issue*, is that the Company is able to obtain and engage certain new strategically important shareholders to support the Company's business

development. Thus, the Board of Directors of the Company is of the view that there is a weighty financial reason for the Company to deviate from the pre-emptive subscription right of the shareholders.

The subscription price is SEK 0.12 or EUR 0.012 per share. The subscription price has been determined through negotiations with a number of investors and on the terms that the Board of Directors deems the issue can be carried out, adapted to the prevailing market situation. The Company's Board of Directors therefore considers that the subscription price is market-based.

Subscription of shares shall be made no later than on 29 November 2021. The Company's Board of Directors shall have the right to extend the subscription period.

Payment shall be made no later than 6 December 2021 to the account indicated by the Company. The Company's Board of Directors shall have the right to extend the payment period.

The subscription price shall be added to the reserve for invested unrestricted equity of the Company.

The new shares shall entitle to dividends for the first time on the record date for dividends that occur after the issue has been registered.

Shares issued in connection with the Directed Issue are not entitled to participate in the Rights Issue.

Each member of the Company's Board of Directors, or persons authorised by any of them, shall be authorised to decide on and take any practical actions related to the implementation of the Directed Issue.

7. Authorisation to resolve on issue of shares

The investors who are entitled to subscribe in the Directed Issue have entered into agreements to subscribe for shares in the Rights Issue that are otherwise not subscribed for in the framework of the Rights Issue up to an amount of SEK 14 million, corresponding to 100 percent of the Rights Issue. A total of 100 percent of the Rights Issue is thus secured through underwriting commitments. Compensation for the underwriting commitments amounts to 10 percent of the underwritten amount and can be paid in cash or in newly issued shares.

The Board of Directors of the Company proposes that the EGM authorizes the Board of Directors to resolve on a directed issue of no more than 11,688,692 shares to the investors who are entitled to subscribe in the Directed Issue as compensation for their underwriting commitments, if to be paid in shares.

The Board of Directors proposes that all pre-existing authorisations remain in force.

8. Closing of the meeting

B. Documents of the EGM

All documents referred to in Chapter 5, Section 21, Paragraph 2 of the Companies Act, including this notice, are available on Enersize's website at www.enersize.com.

Minutes of the EGM will be available on the above-mentioned website as of 12 November 2021 at the latest.

C. Instructions for the participants

1. Shareholder registered in the shareholders' register

Each shareholder who is registered on the record date, i.e. 26 October 2021, in the shareholders' register of Enersize held by Euroclear Finland Oy has the right to participate in the EGM. A shareholder, whose shares are registered on his/her/its personal Finnish book-entry account, is registered in the shareholders' register of Enersize.

Changes in the shareholding after the record date of the EGM do not affect the right to participate in the meeting or the number of voting rights held in the meeting.

A shareholder, who wants to participate in the EGM, shall register for the EGM no later than 29 October 2021 at 4.00 p.m. (EET), by which time the registration shall be received. The registration may take place by e-mail to address info@enersize.com.

In connection with the registration a shareholder shall notify his/her/its name, personal identification number, address, email address and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. The personal data given to Enersize is used only in connection with the EGM and the processing of related necessary registrations and for shareholder communication. Shareholder, his/her/its representative or proxy representative shall, when necessary, be able to prove his/her/its identity and/or right of representation.

2. Nominee-registered shares

A holder of nominee-registered shares has the right to participate in the EGM by virtue of shares based on which he/she/it on the record date of the EGM, i.e. on 26 October 2021, would be entitled to be registered in the shareholders' register of Enersize maintained by Euroclear Finland Oy. The right to participate in the EGM requires, in addition, that the shareholder has on the basis of such shares been registered into the temporary shareholders' register of Enersize maintained by Euroclear Finland Oy at the latest by 10.00 a.m. EET on 29 October 2021. As regards nominee-registered shares this constitutes due registration for the EGM.

A holder of nominee-registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholder's register of Enersize, the issuing of proxy documents and registration for the EGM from his/her

/its custodian bank. The account management organization of the custodian bank shall register a holder of nominee-registered shares, who wants to participate in the EGM, into the temporary shareholders' register of Enersize at the latest on the date and time mentioned above.

3. Shares registered at Euroclear Sweden AB

A shareholder whose shares are registered in the securities system of Euroclear Sweden AB and who wants to participate in the EGM and use his/her/its voting right, shall be registered at the shareholders' register maintained by Euroclear Sweden AB on 26 October 2021 at the latest.

A shareholder of nominee-registered shares shall, in order to be entitled to request for temporary registration in the shareholder's register of Enersize maintained by Euroclear Finland Oy, request that his/her/its shares are temporarily registered under his/her/its own name in the shareholder's register maintained by Euroclear Sweden AB and to ensure that the custodian bank will send the above-mentioned request for temporary registration to Euroclear Sweden AB. Such registration shall be made on 26 October 2021 at the latest, and therefore a shareholder shall give the request to his/her/its custodian bank in good time before the said date.

A shareholder, whose shares are registered in the securities system of Euroclear Sweden AB and who intends to participate in the EGM and use his/her/its voting right, shall request for a temporary registration of his/her/its shares to the shareholder's register of Enersize maintained by Euroclear Finland Oy. Such request shall be made in written to Enersize no later than at 10.00 a.m. Swedish time (CET) on 26 October 2021. This temporary registration constitutes a due registration to the EGM.

4. Proxy representative and powers of attorney

A shareholder may participate in the EGM and exercise his/her/its rights at the EGM by way of proxy representation.

A proxy representative shall produce a dated proxy document or otherwise provide reliable evidence of the right to represent the shareholder at the EGM. The authorization applies to one meeting, unless otherwise stated. When a shareholder participates in the EGM by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the EGM.

Possible proxy documents should be delivered in originals to Enersize Oyj, Extraordinary General Meeting, c/o Enersize Advanced Research AB, Ideongatan 3B, 223 62 Lund, Sweden, before the end of the registration period.

5. Other instructions and information

Pursuant to Chapter 5 Section 25 of the Companies Act, a shareholder who is present at the EGM has the right to request information with respect to the matters to be considered at the EGM.

The language of the EGM is English.

On the date of the notice to the EGM, 12 October 2021, the total number of shares in Enersize is 233,773,853. Each share carries one vote at the EGM.

In Helsinki, 12 October 2021

ENERSIZE OYJ
Board of Directors

For more information about Enersize, please contact:

Anders Sjögren, CEO
Phone: +46 730 76 35 30
E-mail: ir@enersize.com

Erik Sundqvist, CFO
Phone: +46 720 92 83 62
E-mail: erik.sundqvist@enersize.com

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>

Certified Adviser
Mangold Fondkommission AB
E-mail: ca@mangold.se
Phone: +46 8 503 01 550

Press Release
12 October 2021 11:00:00 CEST



Attachments

[Notice to the Extraordinary General Meeting of Enersize Oyj](#)