enersense

Business Review

January–March 2025

Contents

The figures in brackets refer to the comparison period (the corresponding period of the previous year), unless otherwise stated. All figures and amounts have been rounded off from exact figures, which may result in minor inaccuracies in additions or subtractions.

Enersense's balance sheet strengthened and strategic change proceeded in January–March

The figures in this release are unaudited.

January–March 2025

- Revenue was EUR 69.7 (98.1) million, -29.0% year-on-year.
- EBITDA was EUR 21.2 (4.5) million with an EBITDA margin of 30.4 (4.6)%.
- EBITDA for the core businesses was EUR 1.3 (3.8) million
- Adjusted EBITDA for the core businesses was EUR 1.9 (4.4) million
- Operating profit was EUR 18.9 (1.7) million. The profit margin was 27.2 (1.8)%.
- Undiluted earnings per share were EUR 1.04 (-0.34).
- At the end of the review period, the order backlog stood at EUR 373 (444) million.
- A new financing arrangement was agreed on 25 March 2025. The arrangement consists of a EUR 5 million senior loan maturing on 31 March 2026 and bank guarantee limits maturing on 30 June 2026.
- Two of the three strategic assessments launched with the strategic direction in summer 2024 were completed:

– Sale of the wind and solar power project development business to Fortum was completed on 26 February 2025, with a positive impact of EUR 22.4 million on EBITDA.
– The decision to ramp down the zero-emission transport solutions business was taken on 28 February 2025, with a negative impact of EUR 2.9 million on EBITDA.
– The assessment of the Marine and Offshore Unit will continue to ensure the best possible outcome in the rapidly evolving market environment for offshore wind and other arctic marine industries.

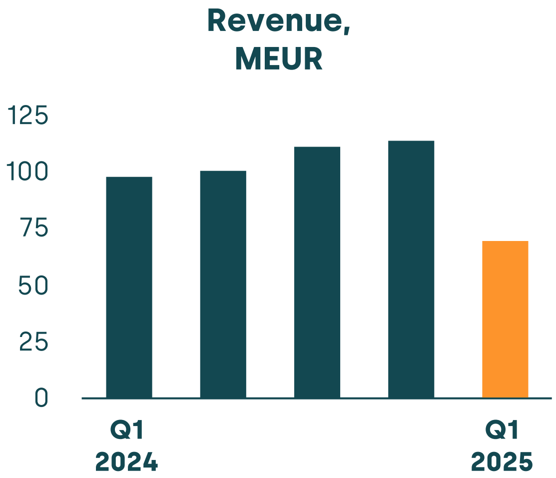
In line with the strategic direction taken in summer 2024, Enersense's core businesses are project and service operations for the green energy transition and telecommunication networks.

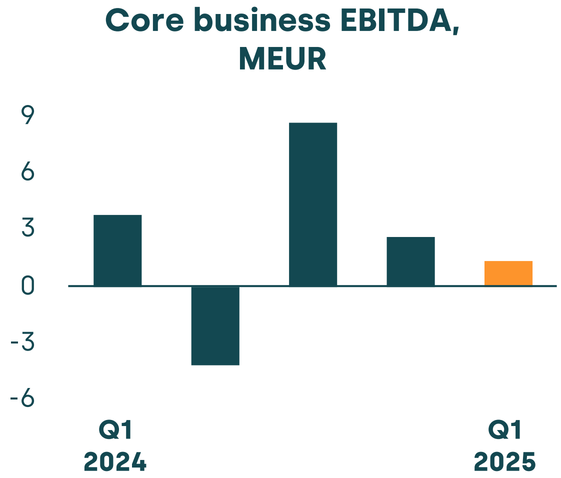
Guidance for 2025 (unchanged)

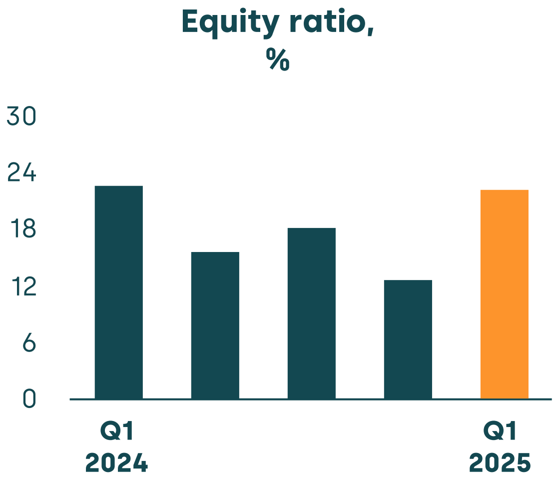
Enersense expects its core businesses' EBITDA to improve from 2024 (2024: EUR 10.4 million) and its core businesses' adjusted EBITDA to be at the same level as in 2024 (2024: EUR 19.9 million). The Marine and Offshore Unit under strategic assessment is not part of the core business and no guidance is given for it.

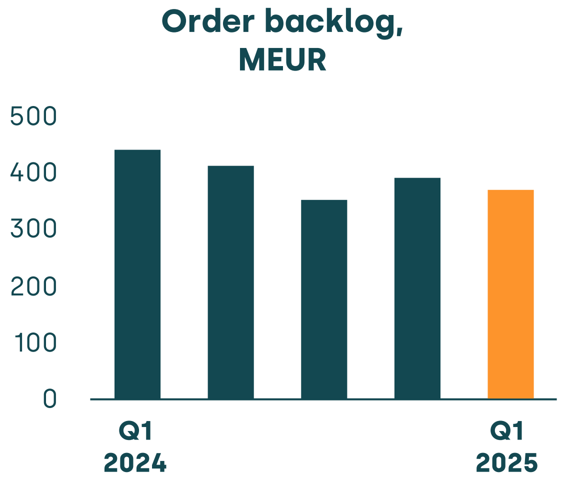
Key figures

	1–3/2025	1–3/2024	1–12/2024
Revenue, (MEUR)	69.7	98.1	424.7
Core businesses	64.7	78.8	335.5
Non-core businesses	5.0	19.4	89.2
EBITDA, (MEUR)	21.2	4.5	14.5
EBITDA, %	30.4	4.6	3.4
EBITDA, Core businesses	1.3	3.8	10.4
EBITDA, non-core businesses	19.9	0.7	4.1
Adjusted EBITDA, core businesses	1.9	4.4	19.9
Operating profit, (MEUR)	18.9	1.7	-14.1
Operating profit, %	27.2	1.8	-3.3
Result for the period, (MEUR)	17.2	-5.5	-28.9
Equity ratio, %	22.3	22.8	12.7
Gearing, %	55.0	84.1	122.7
Return on equity, %	39.9	-10.5	-77.6
Earnings per share, undiluted, EUR	1.04	-0.34	-1.83
Earnings per share, diluted, EUR	0.86	-0.34	-1.83









CEO Kari Sundbäck

Enersense is focused on improving profitability and achieving sustainable growth in its core businesses through customer-centric operational development, the Value Uplift program, and an updated core business strategy to be published in June.

In January-March, we made significant progress on the key targets we set last year. We improved our EBITDA, continued to clarify the strategy of our core businesses and completed two of our three strategic assessments. We also agreed on a new financing arrangement that gave us financial flexibility in our operations.

In the review period, our EBITDA improved to EUR 21.2 (4.5) million, mainly due to a gain of EUR 22.4 million on the sale of our wind and solar power project development business. The transaction was part of our strategic renewal, significantly improving our equity ratio. On the other hand, the ramp-down of the zero-emission transport solutions business weakened the EBITDA by EUR 2.9 million. The EBITDA for the comparison period was strengthened by a EUR 6.9 million income from wind power projects.

Seasonality and a weaker market situation compared to last year reduced first-quarter revenue and profitability in the core businesses. The profitability of our core businesses was in line with our expectations, and strengthened in the Power segment, while in the Industry and Connectivity segments, projects in the beginning of the year had a lower margin than in the comparison period. Revenue increased slightly in the Connectivity segment, but declined in the Industry and Power segments, where revenue fell after the completion of individual large projects at the end of last year and due to the proceeds from wind power project sales strengthening the comparison period. In the Industry segment, revenue from core business services declined due to contract changes and a smaller network of sites than in the comparison year.

We aim to do business in an environmentally and socially sustainable way and to increase our customers' positive carbon handprint. In early 2025, we were starting up Finland's first green hydrogen plant that we built and operate and maintain for our customer, P2X Solutions. Our experience in green hydrogen production gives us a strong starting point for partnering throughout the life cycle of future energy systems.

Our Value Uplift program, launched at the end 2024 to improve efficiency and support profitable growth, has had a strong start. The procurement performance renewal has made encouraging progress and we expect to see benefits already in the second half of this year, whereas previously we estimated that the results would only start to show from the beginning of 2026. In total, we are targeting an annual performance improvement of around EUR 5 million from the second half of 2026 onwards. The Value Uplift program plays an important role in accelerating and financing the implementation of the strategy.

We will continue to patiently assess the Marine and Offshore Unit to ensure the best possible outcome in the rapidly evolving market environment for offshore wind power and other arctic marine industries. Our Marine and Offshore Unit had a positive EBITDA in the first quarter.

The strong commitment of Enersense's people to renewal and profitability improvement provides a good basis for developing our business and achieving our goals. We maintain our guidance for 2025 and expect our core businesses' EBITDA to improve from 2024.

Over the first half of the year, we have been working with our staff and customers to update the strategy of our core businesses. We will share our strategy and new financial targets at our Capital Markets Day on 4 June 2025. We hope to meet as many of you as possible on site or via webcast.

Financial result

Order backlog

The order backlog decreased by 16% and was EUR 373 (444) million at the end of the first quarter of 2025. The order backlog decreased in the Industry and Power segments, but grew in the Connectivity segment.

Order backlog by segment

MEUR	31.3.2025	31.3.2024	Change-%	31.12.2024
Power	159	203	-22	158
Industry	67	120	-44	77
Connectivity	146	121	21	158
Group	**373**	**444**	**-16**	**393**

Revenue and profitability

Revenue by segment

MEUR	1–3/2025	1–3/2024	Change-%	1–12/2024
Power	37.1	51.1	-27.4	188.9
Industry	22.3	37.0	-39.6	159.6
Connectivity	10.3	10.1	2.4	76.3
Total	**69.7**	**98.1**	**-29.0**	**424.7**

EBITDA by segment

MEUR	1–3/2025	1–3/2024	Change-%	1–12/2024
Power	23.0	8.0	188.8	16.5
Industry	0.9	-2.7	—	0.4
Connectivity	-1.0	-0.6	-65.3	4.2
Items not allocated to business areas	-1.7	-0.2	—	-6.6
Total	**21.2**	**4.5**	**372.7**	**14.5**

Revenue by target area

MEUR	1–3/2025	1–3/2024	Change-%	1–12/2024
Finnish sites	39.5	58.5	-32.5	254.3
International sites	30.2	39.6	-23.7	170.4
Total	**69.7**	**98.1**	**-29.0**	**424.7**

Adjusted EBITDA for the core businesses and items affecting comparability

EUR thousand	1–3/2025	1–3/2024	1–12/2024
EBITDA	**21,220**	**4,489**	**14,511**
EBITDA, non-core business	19,904	694	4,089
EBITDA, core business	**1,316**	**3,793**	**10,422**
Year 2019 related indemnity	—	—	-701
Cost of closing down the Hamina unit	—	—	-140
Write-down of the receivable in Lithuania, including expenses	—	-50	-6,071
Unrealized M&A	—	-74	-134
New ERP system	-89	-77	-826
Renewal of the strategy	-450	-228	-1,005
Non-recurring personnel expenses	—	-165	-643
Adjusted EBITDA, core business	**1,856**	**4,388**	**19,942**

January–March 2025

The Group's revenue decreased by 29.0% and was EUR 69.7 (98.1) million. The comparison period's revenue includes EUR 6,9 million in proceeds from the sale of wind power projects. Revenue remained at the comparison period's level in the Connectivity segment, but declined in the Industry and Power segments, where revenue fell after the completion of individual large projects at the end of last year. In the Industry segment, revenue from core business services declined due to contract changes and a smaller network of sites than in the comparison year.

EBITDA improved to EUR 21.2 (4.5) million, mainly due to a gain of EUR 22.4 million on the sale of the wind and solar power project development business. The negative impact of the ramp-down of the zero-emission transport solutions business on EBITDA was EUR 2.9 million, which includes provisions for all future ramp-down costs. The Marine and Offshore Unit under strategic assessment had a positive impact on profitability in the first quarter. The EBITDA for the comparison period improved due to a EUR 6.9 million income from wind power projects. The EBITDA margin was 30.4 (4.6)%. Versus the comparison period, profitability improved in the Power and Industry segments but declined in the Connectivity segment.

The EBITDA of the core businesses decreased to EUR 1.3 (3.8) million as a result of lower revenue. EBITDA of the Power segment's core businesses was up on the comparison period due to good profitability on projects and service agreements. Profitability of the Industry and Connectivity segments declined due to a focus on lower margin projects and the completion of last year's orders.

Operating profit was EUR 18.9 (1.7) million. The profit margin was 27.2 (1.8)%.

Financial position and cash flow

January–March 2025

Net financial expenses were EUR -1.8 (-6.2) million, including interest from the convertible bond as well as other loans and financing. Comparison period included distribution of funds, totalling EUR 4.4 million, to minority shareholders in Enersense Wind based on the shareholders' agreement.

The result before taxes was 17.2 (-4.4) million, and the result for the review period was EUR 17.2 (-5.5) million. Undiluted earnings per share were EUR 1.04 (-0.34).

Cash flow from operating activities decreased to EUR -2.2 (0.6) million due to the negative development of working capital.

Net cash flow from investing activities was EUR 8.1 (-0.5) million, including the cash price paid for the sale of Enersense's wind and solar project development business. Net cash flow from financing activities amounted to EUR -1.4 (-2.4) million.

At the end of the review period, the Group's cash and cash equivalents totalled EUR 24.3 (9.0) million, with an increase of EUR 15.3 million and EUR 4.4 million versus the comparison period and year-end 2024, respectively.

At the end of the review period, the Group's balance sheet total stood at EUR 196.5 (213.6) million.

Equity at the end of the period was EUR 39.7 (46.5) million. Interest-bearing liabilities totalled EUR 59.2 (56.6) million and interest-bearing net debt totalled EUR 34.9 (47.6) million. The equity ratio at the end of the review period was 22.3 (22.8)% and the gearing ratio was 55.0 (84.1)%. The return on equity during the review period was 39.9 (-10.5) percent.

Financial package and covenants

Enersense's financing package that covers the company's senior loans, bank guarantee and leasing facilities, includes quarterly covenants measuring the equity ratio and the ratio of net interest-bearing debt to EBITDA, as well as a minimum liquidity covenant, reviewed on a monthly basis.

As for the convertible bond, it has been agreed with the financiers that it is interpreted as a subordinated loan and treated as debt when calculating equity. In connection with the interest-bearing net debt/EBITDA covenant, the convertible bond loan is interpreted as an interest-bearing loan.

Enersense completed negotiations on a one-year extension of financing on March 25, 2025. Under the new funding agreement, the EUR 10 million revolving credit facility (RCF) maturing on 31 March 2025, was replaced by a EUR 5 million senior loan maturing on 31 March 2026 with a margin of 3.5% plus 3-month Euribor. Bank guarantee limits will mature on 30 June 2026. The table below shows the covenants that entered into force at the end of March 2025 for the senior loans and bank guarantee limits. The company met the covenants on 31 March 2025, and management forecasts that they will be met 12 months from the date of the Business Review.

Covenants are further discussed in Note 20 Financial risk and capital management to the 2024 Financial Statements. The Financial Statements are available on the company's website.

	Actual value	**Covenant value**				
Covenants in the financing package	31 Mar 2025	31 Mar 2025	30 Jun 2025	30 Sep 2025	31 Dec 2025	31 Mar 2026
Equity ratio[1)]	22.3%	15%	16.5%	18%	19.5%	21%
Interest bearing net debt/EBITDA[2)]	1.24x	2.25x	2.25x	2.25x	2.25x	2.25x
Minimum liquidity[3)]	24.3 MEUR	8 MEUR	8 MEUR	8 MEUR	8 MEUR	8 MEUR

1) As a change to the previous practice, convertible bonds are treated as debt in the equity ratio calculation. The covenant is reviewed on a quarterly basis.
2) The covenant is reviewed on a quarterly basis.
3) Minimum liquidity is measured on a monthly basis.

Segment reviews

Power

The Power segment helps its customers to implement the energy transition with projects and services covering the energy sector's entire life cycle. These include design, construction and maintenance of transmission grids, electric substations, wind farms and solar farms. The Power segment includes Enersense's international operations mainly in Estonia, Latvia and Lithuania. The segment's figures include the wind and solar power project development, reported as a non-core business, which was sold to Fortum on 26 February 2025, and the zero-emission transport solutions business, the ramp-down of which was decided on 28 February 2025.

MEUR	1–3/2025	1–3/2024	Change-%	1–12/2024
Revenue	37.1	51.1	-27.4	188.9
Revenue, core business	36.9	43.8	-15.6	169.7
Revenue, non-core business	0.1	7.3	-98.3	19.1
EBITDA	23.0	8.0	188.8	16.5
EBITDA-%	62.1	15.6		8.7
EBITDA, core business	3.8	2.3	67.3	7.5
EBITDA, non-core business	19.2	5.7	237.2	9.0
Adjusted EBITDA, core business	3.8	2.3	67.3	13.5
Order backlog	159	203	-22	158
Personnel (FTE)	778	824		812

January–March 2025

The Power segment's market environment remained relatively stable, but there was a delay in grid investments. Demand for transmission line projects has declined from the comparison period, and wind power construction investment decisions have slowed down significantly. However, the renewable energy market has seen an upturn.

Revenue for the Power segment decreased by 27.4% to EUR 37.1 (51.1) million. The comparison period's revenue includes EUR 6.9 million in proceeds from the sale of wind power projects. The project portfolio decreased from the comparison period in, for example, the construction of transmission lines and wind power in Finland. The substation business continued to grow profitably in Finland.

The Power segment's EBITDA improved to EUR 23.0 (8.0) million. EBITDA includes a gain of EUR 22.4 million on the sale of the wind and solar power project development business and EUR 2.9 million in costs related to the ramp-down of the zero-emission transport solutions business, including provisions for all future ramp-down costs.

EBITDA in the Power segment's core businesses improved to EUR 3.8 (2.3) million. The profitability of substation construction projects and Baltic transmission line projects improved. Otherwise, the profitability of the core businesses remained at the comparison period's level with the completion of individual large projects at the end of last year.

In the review period, Enersense established a new unit in Rovaniemi. With this expansion, the company strengthened its substation construction, maintenance and fault repair services in the Lapland region.

Order backlog

The Power segment's order backlog was EUR 159 (203) million at the end of the review period. The order backlog decreased by EUR 44 million or 22% versus the comparison period. The order backlog grew by 1 million from the end of 2024.

In February, the transmission system operator Fingrid selected Enersense to expand the substation in Lieto. A modern main transformer and new capacitors will make the grid more resilient and improve electricity security in Southwest Finland. The project will occupy Enersense until the end of 2027. It is worth around EUR 8 million and it was recorded in the Power segment's order backlog for the first quarter of 2025.

In March, Enersense agreed with Fingrid on a transmission line maintenance project that will be carried out during 2025.

Industry

The Industry segment serves its customers in the construction, operation and maintenance of production plants and other demanding metal projects. The segment also includes the Marine and Offshore Unit, which is not part of Enersense's core businesses.

MEUR	1–3/2025	1–3/2024	Change-%	1–12/2024
Revenue	22.3	37.0	-39.6	159.6
Revenue, core business	17.5	24.9	-29.8	89.5
Revenue, non-core business	4.9	12.1	-59.7	70.0
EBITDA	0.9	-2.7	—	0.4
EBITDA-%	4.0	-7.2		0.2
EBITDA, core business	0.2	2.3	-91.6	5.1
EBITDA, non-core business	0.7	-5.0	—	-4.7
Adjusted EBITDA, core business	0.2	2.3	-91.6	5.9
Order backlog	67	120	-44	77
Personnel (FTE)	621	757		700

January–March 2025

In the first quarter, demand in the Industry segment's market environment was cautious as customers postponed their investments.

The Industry segment's revenue decreased by 39.6% to EUR 22.3 (37.0) million. Revenue for the project business declined following the completion of major projects, including those for Rauma Marine Constructions and Andritz, in the core businesses and the Marine and Offshore Unit at the end of last year. In addition, revenue for services declined due to contract changes and a smaller site network than in the comparison year. The Hamina and Anjalankoski units were closed down in 2024.

The Industry segment's EBITDA improved to EUR 0.9 (-2.7) million as a result of contract changes in the Marine and Offshore Unit.

EBITDA for the core businesses was EUR 0.2 (2.3) million, negatively impacted by the decline in revenue and the update of service contracts. In addition, the Industry segment's activities in the first quarter were dominated by projects with lower margins. Enersense has identified the reasons for the low profitability and initiated measures to improve this.

Order backlog

The Industry segment's order backlog was EUR 67 (120) million at the end of the review period, down by EUR 53 million or 44% from the comparison period. The order backlog decreased by EUR 10 million from the end of 2024, most of which relates to the order backlog of the Marine and Offshore Unit.

In January, Enersense signed an agreement with Valmet for a piping contract including prefabrication and installation of sophisticated process piping. The order is part of a project in which Valmet will supply Göteborg Energi AB with a biomass power plant in Gothenburg, generating electricity and district heat from renewable and recycled fuels. The piping installation will be completed during 2025.

Connectivity

The Connectivity segment is a project and service provider for the entire lifecycle of communications networks. Enersense designs, builds and maintains both fixed and wireless communications networks. The segment is fully part Enersense's core businesses.

MEUR	1–3/2025	1–3/2024	Change-%	1–12/2024
Revenue	10.3	10.1	2.4	76.3
Revenue, core business	10.3	10.1	2.4	76.3
EBITDA	-1.0	-0.6	-65.3	4.2
EBITDA-%	-9.3	-5.7		5.6
EBITDA, core business	-1.0	-0.6	-65.3	4.2
Adjusted EBITDA, core business	-1.0	-0.5	-89.7	4.4
Order backlog	146	121	21	158
Personnel (FTE)	355	358		360

January–March 2025

The market environment in the Connectivity segment remained stable during the review period.

The Connectivity segment's revenue increased by 2.4% and was EUR 10.3 (10.1) million. Consistent with normal seasonal variation, the first-quarter revenue in the Connectivity segment was the lowest of the year.

The Connectivity segment's EBITDA was EUR -1.0 (-0.6) million. Activities in the first quarter were dominated by lower-margin projects and the completion of last year's projects, which resulted in lower profitability than in the comparison period.

Order backlog

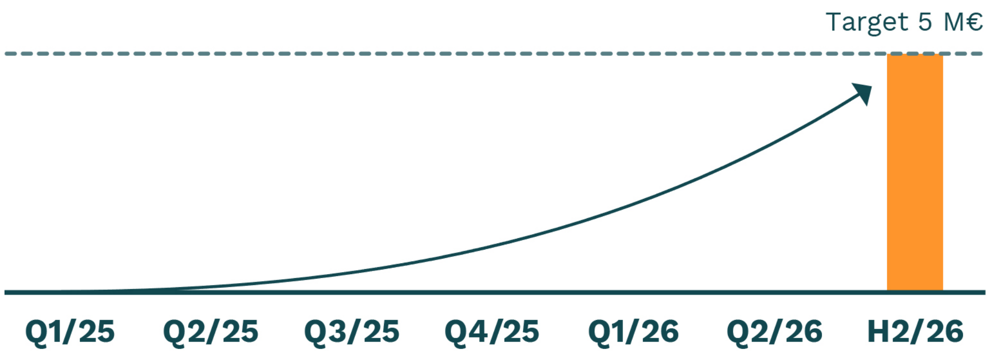
At the end of the review period, the Connectivity segment's order backlog stood at EUR 146 (121) million, an increase of EUR 25 million or 21% versus the comparison period. The order backlog decreased by EUR 12 million compared to the end of 2024.

Strategy and Value Uplift program

On 19 June 2024, Enersense announced that it would focus on its core businesses in project and service operations for the green energy transition in its Industry, Power and Connectivity segments. With the revised strategic direction, Enersense started in late 2024 to update the strategy of its core businesses to create sustainable growth. The company will inform about its updated strategy and new financial targets for the strategy period at its Capital Markets Day on 4 June 2025.

Late 2024, Enersense launched the Value Uplift program to improve efficiency and support profitable growth. The program will continue throughout 2025 and the company will gradually renew its procurement performance, assess its fixed costs and resources supporting the strategy execution, and improve its commercial management Through the program, Enersense is targeting an annual profit improvement of around EUR 5 million from the second half of 2026 onwards. The Value Uplift program has had a good start and Enersense expects to see gradual positive profit impacts from the second half of 2025 onwards, instead of 2026 as previously announced. The program costs are treated as items affecting comparability.

Value Uplift: Annual run-rate improvements in adjusted EBITDA



Figures that affect comparability Q1/2025: 0,45 MEUR

Strategic assessments

As part of the strategic direction set in the summer 2024, Enersense launched a strategic assessment of three businesses: wind and solar power project development, zero-emission transport solutions and Marine and Offshore Unit.

On 19 December 2024, Enersense reported the sale of its wind and solar project development business to Fortum, which was completed on 26 February 2025. At the closing of the transaction, Fortum paid Enersense a fixed debt-free cash price of EUR 9.25 million. Enersense recorded a gain of EUR 22.4 million and the company's equity ratio increased by approximately 10 percentage points from the end of 2024.

The purchase price also includes an earn-out of EUR 74 million tied to the progress of the wind and solar power development projects to be sold, and any payment will be subject to individual projects reaching a final investment decision made by Fortum. Each payment related to the earn-out would be paid in instalments on a project-specific basis. If the project does not reach its final investment decision within 15 years from the closing date, no earn-out will be paid. Enersense estimates a probability-weighted earn-out of EUR 33 million and expects that the potential earn-out cash flow would not be generated before 2027.

On 28 February 2025, Enersense announced it completed the strategic assessment of its business focused on zero-emission transport solutions. The company is ramping down the business under assessment and during the review period made a write-down of EUR 2.9 million, which includes all costs related to the ramp-down of the business.

Enersense's Marine and Offshore Unit has unique expertise in offshore wind power and other arctic marine industries, for example in the manufacture of icebreakers. These sectors are evolving rapidly, so the company will continue the strategic assessment to ensure the best possible outcome.

Group personnel

Enersense mainly operates in Finland, Estonia, Latvia and Lithuania. The Group had an average of 1,836 (2,004) employees in the review period.

Average number of employees (full Time Equivalent, FTE) by segments

	1–3/2025	1–3/2024	1–12/2024
Power	778	824	812
Industry	621	757	700
Connectivity	355	358	360
Other	82	65	75
Group total	**1,836**	**2,004**	**1,946**

Governance

Resolutions of the Annual General Meeting and the organizing meeting of the Board of Directors

The Annual General Meeting of Enersense International Plc was held in Helsinki on 16 April 2025. The AGM adopted the financial statements for the financial period from 1 January to 31 December 2024, including the consolidated financial statements, and granted discharge to all persons that had acted as members of the Board of Directors (Board) or as CEO from liability.

The AGM decided that the profit for the financial period from 1 January to 31 December 2024 will be transferred to the profit and loss account for previous financial periods and that no dividend will be paid to shareholders on the basis of the balance sheet adopted for the financial period.

The AGM approved all proposals made to the AGM and decided to approve the remuneration report. The resolution is advisory in accordance with the Finnish Companies Act.

The AGM resolved that the number of members of the Board is five and that Anders Dahlblom, Sari Helander, Anna Miettinen, Carl Haglund and Ville Vuori are re-elected to the Board.

The Annual General Meeting resolved that auditing firm KPMG Oy Ab continues as the auditor of the Company. Heli Tuuri, Authorised Public Accountant, shall be the principally responsible auditor. The auditor's term of office ends at the close of the next AGM. The auditor's remuneration shall be paid according to a reasonable invoice approved by the Audit Committee. Furthermore, the AGM elected the sustainability auditing firm KPMG Oy Ab as the sustainability reporting assurer for the period ending at the close of the next AGM. Heli Tuuri, APA, Authorized Sustainability Auditor, will be the principally responsible sustainability reporting assurer. The sustainability reporting assurer's remuneration shall be paid according to a reasonable invoice approved by the Audit Committee.

The AGM authorised the Board to decide on the issuance of shares and the repurchase of the Company's own shares in accordance with the proposal of the Board.

More information about the resolutions of the AGM is provided in a stock exchange release issued on 16 April 2025 and on the company's website.

Share-based incentive plans

On 28 February 2025, Enersense International Plc's Board of Directors decided on two new share-based incentive plans for the Group's key personnel.

Performance Share Plan 2025–2027

The Performance Share Plan 2025–2027 consists of one performance period, covering the financial years 2025–2027. Key employees have the opportunity to earn Enersense International Plc shares based on performance. Potential rewards under the plan will be paid after the end of the performance period in spring 2028.

The rewards of the plan are based on the absolute total shareholder return (TSR) of the company's share for the financial years 2025–2027 and on the Group's EBITDA in euro for the financial years 2026 and 2027. Moreover, the criterion for the plan is the promotion of sustainability work, including the reduction of greenhouse gas emissions throughout the value chain and the promotion of the carbon handprint of the offering and the diversity of the workforce. The total estimated value of the rewards payable under the plan is equivalent to a maximum of 620,538 Enersense International Plc shares, also including the proportion to be paid in cash.

The target group of the plan consists of approximately 40 persons, including the CEO and other members of the Enersense International Plc Group Executive Team.

The CEO and members of the Enersense International Plc Executive Team must own at least half of the shares they receive as a net reward under the plan until the total value of the CEO's shareholding in the company equals his annual salary for the preceding year and the total value of the other members of the Executive Team's shareholding in the company equals half of their annual salary for the preceding year. This number of shares must be held as long as the membership in the Executive Team continues.

Restricted Share Plan 2025–2027

The reward from the Restricted Share Plan 2025–2027 is based on a valid employment or director contract and on the continuity of the employment or service during a vesting period. The reward will be paid after the end of a 24–36-month vesting period. The plan is intended for selected key employees only.

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.

Additional information on remuneration is available on the company's website.

Near-term risks and uncertainties

In its operations, Enersense is exposed to strategic, operational and financial risks as well as to external threats. Enersense seeks to protect itself against the risks, for example through a continuous and systematic assessment and by taking risk factors into account comprehensively when deciding on business projects or investments that are significant for the Group. There have been no material changes in the near-term risks and uncertainties compared to those reported in the 2024 Report of the Board of Directors.

The on-going international conflicts maintain geopolitical tensions and uncertainty about the development of the global economy. Shifts in international politics could change the market environment, raise costs and delay green energy transition projects. Investments in the green energy transition are already showing signs of slowing down.

Uncertainty about economic developments continues to have a negative impact on the investment climate. This could lead to a weakening in the financial position of customers and a reduction in demand for Enersense's services. The change in the investment environment may also have a negative impact on Enersense’s financial situation, for example through the availability of financing and value measurement of certain items in the balance sheet.

The tight competitive situation in many of Enersense’s business areas and the offerings of any new competitors may cause pressure in terms of project sales prices and profitability. Challenges in availability of skilled workforce, if realised, may impact Enersense's operation.

A more comprehensive description of the company's principal risks and uncertainties can be found on the company's website.

A more detailed description of the risks associated with the company's financing is provided in Note 20 Financial risk and capital management to the 2024 Financial Statements. The Financial Statements are available on the company's website.

Significant events after the review period

There were no significant events after the review period.

Financial reporting 2025

Enersense will publish the following financial reports in 2025:

- January–June Half-Year Financial Report on Tuesday 12 August 2025
- January–September Business Review on Friday 31 October 2025

Pori, 28 April 2025
ENERSENSE INTERNATIONAL OYJ
The Board of Directors

Webcast

Enersense will host a webcast for investors, analysts and the media on 28 April 2025 at 12:00 EEST. CEO Kari Sundbäck and CFO Jyrki Paappa will present the result for January–March 2025 and answer questions. The event will be held in English and a recording will be available later on the company's website.

Please register for the webcast.

Capital Markets Day 2025

Enersense invites institutional investors, analysts and media representatives to its Capital Markets Day on Wednesday, 4 June 2025, at 13:00 EEST. The event will be held at the Eliel Event Studio in Sanomatalo, Helsinki, at Töölönlahdenkatu 2 and as a webcast.

At the Capital Markets Day, Enersense will present its updated core business strategy and new financial targets for the strategy period. The event will include presentations by Enersense's CEO Kari Sundbäck, CFO Jyrki Paappa, and other members of the Group Executive Team. The language of the event and materials will be English.

Please register for the Eliel Studio event no later than 30 May 2025. The event can also be followed live as a webcast and afterwards as a recording at the same address. Presentation materials will be available on Enersense's website at the start of the event.

Additional information

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Additional information is available on the company's website.

Tables to the Business review

Consolidated income statement

EUR thousand	1–3/2025	1–3/2024	1–12/2024
Revenue	69,705	98,143	424,718
Change in inventories of finished goods and work in progress	-3,839	-4,524	-1,779
Work performed for own purposes and capitalised	-1	-3	-3
Other operating income	22,573	77	825
Material and services	-32,114	-50,480	-242,273
Employee benefits expense	-27,278	-29,116	-117,823
Depreciation and amortisation	-2,294	-2,755	-28,611
Other operating expenses	-7,503	-9,478	-48,440
Share of profit /loss accounted for using the equity method	-323	-131	-714
Operating profit	**18,926**	**1,734**	**-14,100**
Finance income	124	149	663
Finance expense	-1,887	-6,326	-14,993
Finance income and expense	-1,764	-6,177	-14,330
Profit/loss before tax	**17,162**	**-4,443**	**-28,430**
Tax on income from operations	25	-1,077	-491
Profit/loss for the period	**17,187**	**-5,520**	**-28,921**
Other OCI-items			
Items that may be reclassified to profit or loss			
Translation differences	9	-27	-39
Remeasurements of post-employment benefit obligations		—	99
Other comprehensive income for the period, net of tax	9	-27	60
Total comprehensive income for the period	**17,196**	**-5,548**	**-28,861**
Profit (loss) for the period attributable to:			
Equity holders of the parent company	17,187	-5,584	-30,159
Non-controlling interests in net income	—	64	1,238
Profit/loss for the period	**17,187**	**-5,520**	**-28,921**
Total comprehensive income for the period attributable to:			
Owners of the parent company	17,196	-5,612	-30,099
Non-controlling interests	—	64	1,238
Total comprehensive income for the period	**17,196**	**-5,548**	**-28,861**
Earnings per share attributable to the owners of the parent company, undiluted	1.04	-0.34	-1.83
Earnings per share attributable to the owners of the parent company, diluted	0.86	-0.34	-1.83

Consolidated balance sheet

EUR thousand	31.3.2025	31.3.2024	31.12.2024
Assets			
Non-current assets			
Goodwill	26,085	27,805	26,085
Other intangible assets	10,690	40,041	11,100
Property, plant, equipment	18,605	21,424	20,058
Investments accounted for using the equity method	12,787	13,750	13,110
Non-current investment and receivables	36,512	4,462	3,725
Deferred tax-assets	1,253	1,288	1,251
Total non-current assets	**105,932**	**108,768**	**75,330**
Current assets			
Inventories	11,830	14,294	15,836
Trade receivables	28,896	30,436	28,427
Current income tax receivables	—	6	—
Other receivables	25,588	51,130	34,172
Cash and cash equivalents	24,268	9,001	19,830
Total current assets	**90,582**	**104,867**	**98,266**
Assets held for Sale	—	—	20,942
Total assets	**196,514**	**213,635**	**194,537**
Equity and liabilities			
Equity			
Share capital	80	80	80
Unrestricted equity reserve	62,361	62,361	62,361
Other reserves	313	313	313
Translation differences	40	43	32
Retained earnings	-40,295	-10,913	-10,176
Profit (loss) for the period	17,187	-5,584	-30,159
Total equity attributable to owners of the parent company	**39,686**	**46,300**	**22,451**
Non-controlling interests	—	232	—
Total equity	**39,686**	**46,531**	**22,451**
Liabilities			
Non-current liabilities			
Borrowings	26,433	28,482	26,227
Lease liabilities	6,916	8,716	7,462
Other liabilities	—	3	—
Deferred tax liabilities	451	5,916	509
Employee benefit obligations	275	356	275
Provisions	2,410	472	3,027
Total non-current liabilities	**36,484**	**43,945**	**37,500**
Current liabilities			
Borrowings	7,569	4,415	7,577
Lease liabilities	5,162	6,285	5,639
Advances received	18,700	9,931	17,981
Trade payables	19,534	25,385	24,188
Payment arrangement with the Tax administration	13,134	8,713	3,510
Current income tax liabilities	1,797	2,381	1,780
Other payables	53,005	65,173	68,505
Provisions	1,443	876	523
Total current liabilities	**120,344**	**123,159**	**129,702**
Total liabilities	**156,828**	**167,104**	**167,202**
Liabilities held for Sale	—	—	4,885
Total equity and liabilities	**196,514**	**213,635**	**194,537**

Consolidated cash flow statement

EUR thousand	1–3/2025	1–3/2024	1–12/2024
Cash flow from operating activities			
Profit (loss) for the period	**17,187**	**-5,520**	**-28,921**
Adjustments:			
Depreciation, amortisation and impairment	2,294	2,755	28,611
Gains and losses on the sale of subsidiaries	-22,352	—	—
Gains and losses on the sale of property, plant and equipment	-91	-15	-124
Share of profits (losses) of associates	323	131	714
Interest income and other financial income and expenses	1,764	6,177	14,330
Income tax	25	1,077	491
Other adjustments	-309	657	-2,163
Total adjustments	**-18,395**	**10,781**	**41,859**
Changes in working capital			
Change in trade and other receivables	9,573	-6,275	5,009
Change in trade payables and other liabilities	-13,670	-741	7,736
Change in inventories	4,710	3,833	3,390
Interest received	23	37	126
Interest paid	-1,101	-1,098	-5,113
Other financial items	-560	-375	-7,262
Income tax	—	—	-518
Net cash flow from operating activities	**-2,233**	**642**	**16,305**
Cash flow from investing activities			
Investments in tangible and intangible fixed assets	-255	-699	-2,787
Sale of fixed assets	96	4	250
Sale of subsidiaries, less cash and cash equivalents sold	8,953	200	1,150
Dividends from associated companies	—	—	56
Net cash flow from investing activities	**8,075**	**-495**	**-1,331**
Cash flow from financing activities			
Withdrawals of loans	206	3,699	20,806
Repayments of loans	-8	-4,346	-20,494
Paid distribution of funds	—	—	—
Payments of lease liabilities	-1,602	-1,748	-6,704
Net cash flow from financing activities	**-1,404**	**-2,395**	**-6,392**
Net change in cash and cash equivalents	4,438	-2,248	8,581
Cash and cash equivalents at the beginning of the period	19,830	11,249	11,249
Cash and cash equivalents at the end of the period	**24,268**	**9,001**	**19,830**

Consolidated statement of changes in equity

Equity attributable to owners of the parent company

EUR thousand	Share capital	Invested unrestricted equity reserve	Other reserves	Translation differences	Retained earnings	Total equity attributable to owners of the parent company	Non-controlling interest	Total equity
	Equity attributable to owners of the parent company							
Equity at 1 Jan 2025	**80**	**62,361**	**313**	**32**	**-40,335**	**22,451**	**—**	**22,451**
Profit (loss) for the period	—	—	—	—	17,187	17,187	—	17,187
Translation differences	—	—	—	9	—	9	—	9
Total comprehensive income	**—**	**—**	**—**	**9**	**17,187**	**17,196**	**—**	**17,196**
Transactions with owners:								
Share based payments	—	—	—	—	40	40	—	40
Other transactions	—	—	—	—	-0	-0	—	-0
Total transactions with owners	**—**	**—**	**—**	**—**	**39**	**39**	**—**	**39**
Equity at 31 Mar 2025	**80**	**62,361**	**313**	**40**	**-23,108**	**39,686**	**—**	**39,686**

Equity attributable to owners of the parent company

EUR thousand	Share capital	Invested unrestricted equity reserve	Other reserves	Translation differences	Retained earnings	Total equity attributable to owners of the parent company	Non-controlling interest	Total equity
	Equity attributable to owners of the parent company							
Equity at 1 Jan 2024	**80**	**62,361**	**313**	**70**	**-10,885**	**51,940**	**167**	**52,108**
Profit (loss) for the period	—	—	—	—	-5,584	-5,584	64	-5,520
Translation differences	—	—	—	-27	—	-27	—	-27
Total comprehensive income	**—**	**—**	**—**	**-27**	**-5,584**	**-5,612**	**64**	**-5,548**
Transactions with owners:								
Share based payments	—	—	—	—	-22	-22	—	-22
Other transactions	—	—	—	—	-8	-8	—	-8
Total transactions with owners	**—**	**—**	**—**	**—**	**-30**	**-30**	**—**	**-30**
Equity at 31 Mar 2024	**80**	**62,361**	**313**	**43**	**-16,499**	**46,299**	**231**	**46,531**

Notes to the consolidated interim report

1. Accounting principles

This is not an interim report in accordance with IAS 34. The company complies with half-yearly reporting in accordance with the Securities Market Act and publishes business reviews for the first three and nine months.

The information presented in the business review is unaudited. All the figures presented have been rounded. Therefore, the sum of individual figures does not necessarily correspond to the total amount presented.

2. Revenue and business areas

Revenue by segment

EUR thousand	1–3/2025	1–3/2024	1–12/2024
Power	37,077	51,102	188,880
Industry	22,334	36,985	159,567
Connectivity	10,294	10,056	76,251
Items not allocated to business areas	–	–	20
Total	**69,705**	**98,143**	**424,718**

Geographical distribution of revenue by target country

EUR thousand	1–3/2025	1–3/2024	1–12/2024
Finland	39,500	58,502	254,350
Other countries	30,205	39,640	170,368
Total	**69,705**	**98,143**	**424,718**

EBITDA by segment

EUR thousand	1–3/2025	1–3/2024	1–12/2024
Power	23,010	7,966	16,477
Industry	887	-2,675	363
Connectivity	-953	-576	4,239
Items not allocated to business areas	-1,723	-227	-6,568
Total	**21,220**	**4,489**	**14,511**

Reconciliation of (EBITDA) to operating profit

EUR thousand	1–3/2025	1–3/2024	1–12/2024
EBITDA	21,220	4,489	14,511
Depreciation, amortisation and impairment	-2,294	-2,755	-28,611
Operating profit	**18,926**	**1,734**	**-14,100**

3. Changes in the group

Transaction of Enersense's wind and solar power project development business was completed 26.2.2025 by sales of Joupinkangas Wind Farm Oy shares (including its subsidiaries). With the completion of the transaction, Fortum paid Enersense a fixed debt-free cash price of EUR 9.25 million. At the same time, Enersense recorded a profit of approximately EUR 22 million, and its equity ratio increased by approximately 10 percentage points. The transaction also includes Earn-Out up to EUR 74 million, which is based on the progress of the wind and solar power development projects covered by the Transaction, and any payment will be subject to individual projects reaching a final investment decision made by Fortum. Any payment related to the Earn-Out would be paid in instalments on a per project basis. No Earn-Out will be paid for any projects that do not reach the final investment decision in 15 years from the closing date. Enersense estimates a probability-weighted Earn-Out of EUR 33 million. Further, Enersense estimates that the potential Earn-Out cash flow of the Transaction could be generated earliest starting from 2027.

The Group decided on 28 February 2025 to shut down the zero-emission transport solutions business, which had a negative impact of EUR 2.9 million on EBITDA for the reporting period. This includes provisions for all future shutdown costs.

4. Financing

Financing package and covenants

Enersense's financing package that covers the company's senior loans, bank guarantee and leasing facilities, includes quarterly covenants measuring the equity ratio and the ratio of net interest-bearing debt to EBITDA, as well as a minimum liquidity covenant, reviewed on a monthly basis.

As for the convertible bond, it has been agreed with the financiers that it is interpreted as a subordinated loan and treated as debt when calculating equity. In connection with the interest-bearing net debt/EBITDA covenant, the convertible bond loan is interpreted as an interest-bearing loan.

Enersense completed negotiations on a one-year extension of financing on March 25, 2025. Under the new funding agreement, the EUR 10 million revolving credit facility (RCF) maturing on 31 March 2025, was replaced by a EUR 5 million senior loan maturing on 31 March 2026 with a margin of 3.5% plus 3-month Euribor. Bank guarantee limits will mature on 30 June 2026. The table below shows the covenants that entered into force at the end of March 2025 for the senior loans and bank guarantee limits. The company met the covenants on 31 March 2025, and management forecasts that they will be met 12 months from the date of the Business Review.

Covenants are further discussed in Note 20 Financial risk and capital management to the 2024 Financial Statements. The Financial Statements are available on the company's website.

Covenants in the financing package	Actual value	Covenant value				
	31 Mar 2025	31 Mar 2025	30 Jun 2025	30 Sep 2025	31 Dec 2025	31 Mar 2026
Equity ratio[1)]	22,3%	15%	16,5%	18%	19,5%	21%
Interest bearing net debt/EBITDA[2)]	1,24x	2,25x	2,25x	2,25x	2,25x	2,25x
Minimum liquidity[3)]	24.3 MEUR	8 MEUR	8 MEUR	8 MEUR	8 MEUR	8 MEUR

1) As a change to the previous practice, convertible bonds are treated as debt in the equity ratio calculation. The covenant is reviewed on a quarterly basis.
2) The covenant is reviewed on a quarterly basis.
3) Minimum liquidity is measured on a monthly basis.

Calculation principles for key performance indicators

EBITDA	=	Operating profit + depreciation, amortisation and impairment
EBITDA, % of revenue	=	EBITDA / revenue x 100
Adjusted EBITDA	=	EBITDA + items affecting comparability
Adjusted EBITDA (%)	=	Adjusted EBITDA / revenue x 100
Operating profit (EBIT)	=	Revenue + other operating income – materials and services – personnel expenses – other operating expenses + share of the result of associates – depreciation and impairment
EBIT, % of revenue	=	Operating profit / revenue x 100
Profit (loss) for the period, % of revenue	=	Profit (loss) for the period / revenue x 100
Equity ratio	=	Equity / balance sheet total – advances received x 100
Net gearing	=	Interest-bearing debt – cash in hand and at bank / equity x 100
Return on equity (%)	=	Profit for the period / average equity during the review period x 100
Earnings per share (EUR)	=	Profit for the period / average number of shares
Average share price	=	Total share revenue in euros / the issue-adjusted number of shares exchanged during the financial year
The market value of the share capital	=	(Number of shares – own shares) x stock exchange rate on the closing date
Share trading	=	The number of shares traded during the financial year
Turnover rate (%)	=	Share trading (pcs) x 100 / The average number of shares issued during the period

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