

# Notice of Enersize Plc's Annual General Meeting

**Notice is given to the shareholders of Enersize Plc ("Enersize" or the "Company") to the Annual General Meeting (the "AGM") to be held on Friday, 3 June 2022 at 1.00 p.m. (CET) at Eversheds Advokatbyrå, Strandvägen 1, 114 51 Stockholm, Sweden.**

In order to reduce the risk of infection resulting from the coronavirus (COVID-19) situation, Enersize will seek to keep the AGM 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 AGM 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 AGM**

At the AGM, 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. Presentation of financial statements and auditor's report for the year 2021**

- Overview of the CEO

### **7. Adoption of the financial statements**

### **8. Decision on disposition of the loss shown in the balance sheet and dividend**

The Board of Directors proposes that the net loss of EUR 1,624,403 be transferred to the account for retained earnings or loss and that no dividend be paid.

### **9. Resolution on discharge from liability for Board members and the CEO**

### **10. Decision on remuneration fees for Board members**

Shareholders representing approximately 19 percent of the Company's shares and votes in the Company propose to the AGM that the elected Board members be paid the following fees for the term of office beginning at the end of this AGM and ending at the end of the next AGM: EUR 600 per month Chairman of the Board. EUR 400 per month per member. No fee is paid to persons who are employees of the company.

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### **11. Decision on number of Board members**

Shareholders who represent approximately 19 percent of the Company's shares and the votes in the Company propose to the AGM that three to five (3-5) Board members be elected to the Board.

### **12. Election of Board members**

Shareholders who represent approximately 19 percent of the Company's shares and the votes in the Company will propose the election of members for the AGM. Proposals will be presented on the Company's website no later than Friday, May 27, 2022.

### **13. Decision on the auditor's fee**

The Board of Directors proposes that the auditor's fee be paid in accordance with a reasonable invoice approved by the Company.

### **14. Election of auditors**

The Board of Directors proposes that auditing company KPMG Oy Ab be re-elected as the Company's auditor. KPMG Oy Ab has announced that the principal auditor will be the Authorized Public Accountant Mauri Eskelinen. The auditor's term of office ends at the end of the next AGM.

### **15. Authorization of the Board of Directors to decide on a share issue and on the issue of option rights and other special rights that entitle to shares**

The Board of Directors proposes that the AGM resolves to authorize the Board of Directors to, on one or more occasions, decide on the issue of shares, options, and others in Chapter 10. Section 1 of the Finnish Companies Act provides for special rights that entitle to shares. The Board would, with the support of authorizations, decide on all conditions for the issue of shares as well as the issue of option rights and other special rights that entitle to shares. Authorization includes that a share issue and issue of option rights and other special rights that entitle to shares may take place with deviation from the shareholders' preferential rights (directed issue), if there are compelling financial reasons for this from the Company's point of view. Payment must be made in cash or by set-off. The total number of shares that can be issued, or, in the event of an issue of options and other in Ch. 10 § 1 of the Finnish Companies Act, special rights that entitle to shares, accrued after conversion or exercise, may, with the support of the authorization, amount to a maximum of 1,700,000,000 new or held shares held by the company.

The purpose of the authorization is to increase the Company's financial flexibility and the Board's room for maneuver. If the Board decides on an issue deviating from the shareholders' preferential rights, the reason shall be to raise working capital, expand the Company's shareholder circle, finance acquisitions of operations or to fulfill obligations in cooperation agreements, but always only if there are compelling financial reasons for this. A private placement can be executed as a free issue only if, from the Company's point of view and taking into account the interests of all its shareholders, there are extremely compelling financial reasons for this.

The Board of Directors proposes that the authorization replaces all other previous authorizations, except for those that are listed below: The authorization from the Extraordinary General Meeting on March 30, 2021, for the Board of Directors to decide on an option program comprising 25,000,000 warrants is not replaced. The Board proposes that the authorization be in force until the conclusion of the following annual general meeting, however, at the latest until 30 June 2023.

## **16. Change of Articles of Association**

The Board of Directors proposes that the third subsection of paragraph 7 of the Articles of Association of the company is changed to read as follows:

"The general meeting can, in addition to the domicile of the company, be held in the city of Helsinki in Finland and in the cities of Stockholm and Lund in Sweden."

## **17. Closing of the meeting**

### **B. Documents of the AGM**

Enersize's financial statements, the auditor's report and the resolution proposals to the AGM as well as this notice are available on the Company's website [enersize.com](https://enersize.com). Furthermore, the above-mentioned documents will be available at the AGM. The minutes of the AGM will be available on the above-mentioned website no later than 17 June 2022.

### **C. Instructions for the participants**

#### **1. Shareholder registered in the shareholders' register**

Each shareholder who is registered on the record date, i.e. on 23 May 2022, in the shareholders' register of Enersize held by Euroclear Finland Oy has the right to participate in the AGM. 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 AGM 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 AGM, shall register for the AGM no later than 27 May 2022 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](mailto: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 AGM 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.

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## **2. Nominee-registered shares**

A holder of nominee-registered shares has the right to participate in the AGM by virtue of shares based on which he/she/it on the record date of the AGM, i.e. on 23 May 2022, would be entitled to be registered in the shareholders' register of Enersize maintained by Euroclear Finland Oy. The right to participate in the AGM 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 27 May 2022. As regards nominee-registered shares this constitutes due registration for the AGM.

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 AGM 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 AGM, 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 AGM and use his/her/its voting right, shall be registered at the shareholders' register maintained by Euroclear Sweden AB on 23 May 2022 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 23 May 2022 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 AGM 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 23 May 2022. This temporary registration constitutes a due registration to the AGM.

## **4. Proxy representative and powers of attorney**

A shareholder may participate in the AGM and exercise his/her/its rights at the AGM 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 AGM. The authorization applies to one meeting, unless otherwise stated. When a shareholder participates in the AGM 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 AGM.

Possible proxy documents should be delivered in originals to Enersize, Annual 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 Finnish Companies Act, a shareholder who is present at the AGM has the right to request information with respect to the matters to be considered at the AGM.

The language of the AGM is English. Some of the material at the meeting can be presented in Swedish.

On the date of the notice to the AGM, 11 May 2022, the total number of shares in Enersize is 472,547,704. Each share carries one vote at the AGM.

Helsinki on 11 May 2022

ENERSIZE PLC

The Board of Directors

### **For more information about Enersize, please contact:**

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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.*

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## About Enersize

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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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## Attachments

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[Notice of Enersize Plc's Annual General Meeting](#)