



Enersize Plc  
Company Announcement

4 April 2018 at [ ] (CET)

## **Notice to the Annual General Meeting of Enersize Plc.**

Notice is given to the shareholders of Enersize Plc. to the Annual General Meeting to be held on Thursday, 26 April 2018 at 1.00 p.m. (EET) at Tekniskan Salit, address Eerikinkatu 2, 6<sup>th</sup> floor, Helsinki, Finland. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 12.30 p.m. (EET).

### **A. Matters on the agenda of the General Meeting**

At the General Meeting, 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 the annual accounts and the auditor's report for the year 2017**  
- Review by the CEO

### **7. Adoption of the annual accounts**

### **8. Loss shown on the balance sheet and resolution on the payment of dividends**

The Board of Directors proposes that the net loss of EUR -1,820,407 be transferred to retained earnings / loss account and that no dividend be paid.

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

### **10. Resolution on the remuneration of the members of the Board of Directors**

Shareholders representing approximately 44.84 per cent of the company's shares and votes propose that the members of the Board of Directors to be elected be paid the following remuneration for the term that begins at the end of the Annual General Meeting and ends at the end of the next Annual General Meeting: EUR 2,000 for each member of the Board. The remuneration is not paid to members of the Board of Directors who are in employment or service relationship with the company.

It is also proposed that the members of the Board of Directors be reimbursed for reasonable travel and lodging costs. Travel and lodging costs would not be compensated to those members of the Board of Directors who reside in the greater Helsinki area when the meetings are held in the greater Helsinki area.



#### **11. Resolution on the number of members of the Board of Directors**

Shareholders representing approximately 44.84 per cent of the company's shares and votes propose to the Annual General Meeting that four (4) members be elected to the Board of Directors.

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

Shareholders representing approximately 44.84 per cent of the company's shares and votes propose to the Annual General Meeting that the current members of the Board of Directors Mr. Christian Merheim, Mr. Thomas Bengtsson, Mrs. Pirita Mikkänen and Mr. Sami Mykkänen be re-elected according to their consents. The term of office of the members of the Board of Directors ends at the closing of the Annual General Meeting following the election.

#### **13. Resolution on the remuneration of the auditor**

The Board of Directors proposes that the auditor's fees be paid according to the auditor's reasonable invoice approved by the company.

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

The Board of Directors will make its proposal on election of the auditors on 19 April 2018 at the latest.

#### **15. Authorizing the Board of Directors to decide on issuance of shares, options and other special rights**

The Board of Directors proposes that the General Meeting authorises the Board of Directors to decide, in one or more transactions, on the issuance of shares and the issuance of options and other special rights entitling to shares referred to in Chapter 10 Section 1 of the Companies Act as follows:

The number of shares to be issued based on the authorisation may in total amount to a maximum of 7,000,000 shares, representing approximately 23.9 per cent of the company's shares on the date of this notice.

The Board of Directors decides on all the terms and conditions of the issuances of shares and of options and other special rights entitling to shares. The issuance of shares and of options and other special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue), if there is a weighty financial reason for the company. Reasoning for the authorization is to enable the Board of Directors to finance potential company acquisitions in the future or other development of the operations.

The authorization cancels the authorization given by the Annual General Meeting of 1 March 2017 to the Board of Directors to decide on the issuances of shares. However, the authorization does not cancel the authorization given by the Extraordinary General Meeting of 3 February 2017 to the Board of Directors to resolve on issuance of stock options. The authorization shall be valid until 30 June 2019.

#### **16. Closing of the meeting**

##### **B. Documents of the General Meeting**

The annual accounts of Enersize Plc., the auditor's report and the proposals to the Annual General Meeting as well as this notice are available on Enersize Plc.'s website at [www.enersize.com](http://www.enersize.com). The documents mentioned above are also available at the meeting and copies of them will be sent to



shareholders upon request. Minutes of the Annual General Meeting are available on the above-mentioned website as from 10 May 2018 at the latest.

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

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

Each shareholder who is registered on Monday, 16 April 2018 in the shareholders' register of the company held by Euroclear Finland Ltd., has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her/its personal Finnish book-entry account, is registered in the shareholders' register of the company.

A shareholder, who wants to participate in the Annual General Meeting, shall register for the meeting no later than 20 April 2018 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 Plc. is used only in connection with the Annual General Meeting 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 Annual General Meeting by virtue of shares based on which he/she/it on the record date of the meeting, i.e. on 16 April 2018, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the Annual General Meeting requires, in addition, that the shareholder has on the basis of such shares been registered into the temporary shareholders' register of the company held by Euroclear Finland Ltd. at the latest on 20 April 2018 by 10.00 a.m. (EET). As regards nominee-registered shares this constitutes due registration for the Annual General Meeting.

A holder of nominee-registered shares is advised without delay to request necessary instructions regarding the registration in the temporary shareholder's register of the company, the issuing of proxy documents and registration for the Annual General Meeting from his/her/its custodian bank. The account management organization of the custodian bank has to register a holder of nominee-registered shares, who wants to participate in the Annual General Meeting, into the temporary shareholders' register of the company at the latest on the date and time mentioned above.

#### **3. Shares registered at Euroclear Sweden AB**

Shareholder whose shares are registered in the securities system of Euroclear Sweden AB and who wants to participate in the Annual General Meeting and use his/her/its voting right, shall be registered at the shareholder's register held by Euroclear Sweden AB on 16 April 2018 at the latest.

In order to be entitled to request for temporary registration in the shareholder's register of Enersize Plc. held by Euroclear Finland Ltd., a shareholder of nominee-registered shares shall request that his/her/its shares are temporarily registered under his/her/its own name in the shareholder's register held by Euroclear Sweden AB and to ensure that the custodian bank will send the above-mentioned request for temporary registration to Euroclear Sweden AB. The registration shall be made on 16



April 2018 at the latest, and therefore a shareholder shall give the request to his/her/its custodian bank in good time prior to the above date.

Shareholder, whose shares are registered in the securities system of Euroclear Sweden AB and who intends to participate in the Annual General Meeting and use his/her/its voting right, shall request for a temporary registration of his/her shares to the shareholder's register of Enersize Plc. held by Euroclear Finland Oy. The request to Enersize Plc. shall be made in written at the latest on 17 April 2018 at 10.00 a.m. Swedish time (CET). The temporary registration through Enersize Plc. constitutes a due registration to the Annual General Meeting.

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

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

Possible proxy documents should be delivered to in originals to Enersize Plc., Annual General Meeting, Malminrinne 1 B, Helsinki 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 Annual General Meeting has the right to request information with respect to the matters to be handled at the meeting.

The language of the meeting is Finnish. Part of the material to be presented in the meeting may be in English.

On the date of the notice to the Annual General Meeting, 4 April 2018, the total number of shares in Enersize Plc. is 29,229,680. Each share carries one vote at General Meeting.

In Helsinki, 4 April 2018

ENERSIZE PLC  
Board of Directors

#### **For more information:**

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This company announcement contains information that Enersize Plc is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication on 4 April 2018 at [ ] (CET).

***Enersize in brief***

*With proprietary software for data collection and analysis, Enersize provides up to 30% energy savings in industrial compressed air systems. 90% of the manufacturing industry uses compressed air that accounts for 5% of the world's electricity consumption. Enersize shares the merit of energy saving with the customer, who does not have to pay anything for the solution, but only shares the savings made. Among Enersize's existing customers are: one of the world's largest manufacturers of flat panel displays and well-known car manufacturers and steelworks. The company has its headquarters in Helsinki and a development office in Lund. The company is listed on Nasdaq Stockholm First North under ticker: ENERS. [www.enersize.com](http://www.enersize.com)*

*The company's Certified Adviser is Sedermera Fondkommission.*