

Innkallingen er utarbeidet både på norsk og engelsk. Ved uoverensstemmelser mellom de to versjonene, skal den norske versjonen ha forrang.

### **Innkalling til ekstraordinær generalforsamling i Ensurge Micropower ASA**

Det innkalles med dette til ekstraordinær generalforsamling i Ensurge Micropower ASA («**Selskapet**») den 17. august 2022 kl. 09.00 (CET).

Når nærværende innkalling sendes ut er Selskapets registrerte aksjekapital NOK 211 178 713,68 fordelt på 213 311 832 aksjer hver aksje pålydende NOK 0.99, likevel slik at den vedtatte aksjekapital er NOK 214 561 213,02 fordelt på 216 728 498 aksjer hver aksje pålydende NOK 0,99. Hver aksje gir rett til én stemme på den ekstraordinære generalforsamlingen. Når nærværende innkalling sendes ut eier ikke Selskapet egne aksjer. Selskapets registrerte vedtekter er tilgjengelig på Selskapets nettsider [www.ensurge.com](http://www.ensurge.com).

Styret har vedtatt at den ekstraordinære generalforsamlingen vil avholdes som et elektronisk møte, hvor aksjonærene kan delta elektronisk ved å følge den ekstraordinære generalforsamlingen gjennom en live audiocast, sende inn skriftlige spørsmål, og utøve stemmerett gjennom det elektroniske systemet. Se vedlagt guide for nærmere informasjon om hvordan man deltar online på den ekstraordinære generalforsamlingen.

**Dersom De ønsker å delta på den den ekstraordinære generalforsamlingen, må melding om dette på vedlagte møteseddel/fullmaktsblankett være DNB Bank ASA Verdipapirtjenester i hende innen 15. august 2022 kl. 12.00. Møteseddelen/fullmaktsblanketten gir nærmere informasjon om påmelding, stemmegivning, mv. Aksjonærer som ikke har meldt fra om sin deltakelse i rett tid, kan iht. vedtektene nektes å delta på den ekstraordinære generalforsamlingen.**

**Ved elektronisk deltakelse må De logge inn på det elektroniske møtet før den ekstraordinære generalforsamlingen åpner for å kunne delta og stemme på den ekstraordinære generalforsamlingen.**

This notice has been prepared in both Norwegian and English. In case of any discrepancy between the two versions, the Norwegian version shall prevail.

### **Notice of Extraordinary General Meeting in Ensurge Micropower ASA**

Notice is hereby given that an Extraordinary General Meeting of Ensurge Micropower ASA (the "**Company**") will take place on 17 August 2022 at 09:00 (CET).

At the date of the instant notice the Company's registered share capital amounts to NOK 211,178,713.68 divided into 213,311,832 shares with a par value per share of NOK 0.99; provided; however, that the resolved share capital is NOK 214,561,213.02 divided into 216,728,498 shares with a par value per share of NOK 0.99. Each share gives right to one vote at the Extraordinary General Meeting. At the date of the instant notice, the Company does not hold any of its own shares. The Company's registered Articles of Association are available on the Company's website [www.ensurge.com](http://www.ensurge.com).

The Board has determined that the Extraordinary General Meeting will be held as an electronic meeting, whereby the shareholders can participate electronically by following the Extraordinary General Meeting through a live audiocast, submit questions in writing during the Extraordinary General Meeting and exercise voting rights through the electronic system. See the enclosed briefing for further information on how to participate online at the Extraordinary General Meeting.

**If you wish to participate at the Extraordinary General Meeting, we ask that you submit the enclosed Notice of Attendance/Power of Attorney form to: DNB Bank ASA, Verdipapirtjenester, to arrive no later than 15 August 2022 at 12.00 hours CET. The Notice of Attendance/Power of Attorney form provides more information about attendance, voting etc. According to the Company's Articles of Association, shareholders who have not timely given such Notice of Attendance may be barred from participating at the Extraordinary General Meeting.**

**When participating electronically, you will need to log in to the electronic meeting before the Extraordinary General Meeting opens in order to attend and vote at the Extraordinary General Meeting.**

Styret oppfordrer aksjonærene til på forhånd å sende inn spørsmål til styret, og inviterer aksjonærene til å utøve sin stemmerett ved å sende inn fullmaktsblankett med stemmeinstruks i forkant av den ekstraordinære generalforsamlingen.

Hver aksjonær kan ta med seg en rådgiver som vil ha rett til å stille spørsmål på vegne av aksjonæren på den ekstraordinære generalforsamlingen. Aksjonæren kan videre kreve at styremedlemmer og daglig leder gir slike opplysninger som fremgår av allmennaksjeloven §5-15.

Denne innkalling med vedlegg og andre dokumenter tilknyttet den ekstraordinære generalforsamlingen er tilgjengelig på Selskapets nettsider [www.ensurge.com](http://www.ensurge.com) eller kan bestilles vederlagsfritt fra Selskapet på [info@ensurge.com](mailto:info@ensurge.com).

Den ekstraordinære generalforsamlingen vil behandle og fatte vedtak i følgende saker. For å unngå tvil nevnes at enhver aksjonær har rett til å fremme alternative vedtaksforslag i de ulike sakene.

**1 Registrering av deltakende aksjonærer; valg av møteleder og en person til å medundertegne protokollen**

Styret foreslår at den ekstraordinære generalforsamlingen ledes av styreleder Morten Opstad.

**2 Godkjenning av innkalling og dagsorden**

Styret foreslår at innkalling og dagsorden godkjennes.

**3 Godkjenning av konvertible lån**

Det vises til Selskapets børsmeldinger på Oslo Børs den 21. og 25. juli 2022 om styrets foreslåtte kapitalinnhenting gjennom konvertible lån fra noen av Selskapets eksisterende aksjonærer. Disse aksjonærer har bekreftet sin deltagelse i den konvertible lånefinansieringen.

Styret har vurdert det foreslåtte konvertible lånet i lys av likebehandlingsprinsippet i allmennaksjeloven og bestemmelsene om likebehandling i Oslo Regelbok Del II for selskaper notert på Oslo Børs, samt Oslo Børs sine retningslinjer for likebehandling, og styret er av den oppfatning at en fravikelse av fortrinnsretten til eksisterende aksjonærer til å tegne konvertible lån, hensyntatt Selskapets umiddelbare kapitalbehov, tid, kostnader og risiko ved alternative finansieringsstrukturer, samt det forhold at den foreslåtte konverteringskursen i det vesentlige er på

The Board invites the shareholders to submit questions to the Board in advance, and to exercise their voting rights by submitting Power of Attorney forms with voting instructions prior to the Extraordinary General Meeting.

Each shareholder may be accompanied by one adviser and the adviser may submit questions on behalf of the shareholder at the Extraordinary General Meeting. Furthermore, shareholders have the right to request information from the board members and the managing director in accordance with Section 5-15 of the Norwegian Public Limited Companies Act ("PLCA").

The instant notice with attachments and other documents related to the Extraordinary General Meeting are available at the Company's website [www.ensurge.com](http://www.ensurge.com) or can be requested from the Company at no charge from [info@ensurge.com](mailto:info@ensurge.com).

The Extraordinary General Meeting will consider and resolve the following matters. For the avoidance of doubt, it is noted that any shareholder has the right to put forward alternative resolutions on the various agenda items.

**1 Registration of participating shareholders; election of a person to chair the meeting and a person to co-sign the minutes**

The Board proposes that the Extraordinary General Meeting is chaired by the Chair of the Board, Morten Opstad.

**2 Approval of the Notice and agenda**

The Board proposes that the notice and agenda are approved.

**3 Approval of convertible loans**

Reference is made to the Company's stock exchange announcements on 21 and 25 July 2022 regarding the Board's proposed fundraising through convertible loans from certain existing shareholders. These shareholders have confirmed their participation in the convertible loan financing.

The Board has considered the convertible loan funding in light of the equal treatment obligations under the PLCA and the rules on equal treatment under Oslo Rule Book II for companies listed on Oslo Børs and Oslo Børs' Guidelines on the rule of equal treatment, and the Board is of the opinion that the deviation from the preferential rights of the existing shareholders in respect of the convertible loans, taking into consideration the Company's imminent funding needs, the time, costs and risk of alternative methods of securing the desired

markedsnivå, er i Selskapets og aksjonærenes felles interesse og i henhold til gjeldende regler og veiledninger.

Styret foreslår derfor at den ekstraordinære generalforsamlingen fatter følgende vedtak:

*Selskapet beslutter herved å ta opp konvertibelt lån med samlet pålydende NOK 46 790 000. Lånet skal tegnes til dets nominelle verdi (pålydende) og kan tegnes av långiverne angitt i Vedlegg 1, og med andel av det konvertible lånet fordelt per långiver inntatt ved siden av navnet.*

*Eksisterende aksjonærs fortrinnsrett etter allmennaksjeloven § 11-4 fravikes.*

*Lånet skal tegnes på en separat tegningsblankett innen 22. august 2022.*

*Lånets innbetalingsfrist (hvis ikke allerede innbetalt) er 22. august 2022 (eller slik senere dato som fastsettes av styret) til en konto skriftlig angitt av Selskapet.*

*Lånet skal ha være rentebærende med 5% per år. og Selskapet skal betale påløpte renter til långiverne på forfallsdato angitt i neste avsnitt (uavhengig av om lånet tidligere er blitt konvertert til aksjer).*

*Lånet forfaller og skal tilbakebetales (hvis ikke lånet er blitt konvertert til aksjer) den 17. august 2023.*

*Långiverne kan beslutte at lånet helt eller delvis skal konverteres til aksjer i Selskapet ved skriftlig varsel til Selskapet tidligst seks måneder fra dato for denne generalforsamling og senest innen 17. august 2023, likevel slik at Selskapet forbeholder seg retten til å registrere nødvendige kapitalforhøyelser for å utstede aksjer i forbindelse med konverteringen ikke mer enn én gang hver tredje måned (seks og ni måneder etter dato for denne generalforsamling, og på forfallsdato for tilbakebetaling av lånet).*

*Konverteringen gjøres til tegningskurs per aksje tilsvarende NOK 3,00. Aksjeinnskuddet skal dekkes mot at fordringen under lånet nyttes til motregning.*

*Tegningsretten skal ikke kunne skilles fra fordringen og utnyttes uavhengig av denne.*

*Det konvertible lånet kan ikke overdras av långiverne uten skriftlig forhåndssamtykke fra*

funding, as well as the fact that the proposed conversion price is substantially at market price, is in the common interest of the Company and the shareholders and in compliance with applicable obligations and guidelines.

Thus, the Board proposes that the Extraordinary General Meeting approves the following resolutions:

*The Company resolves to obtain a convertible loan with a total par value of NOK 46,790,000. The loan shall be subscribed for at its nominal value (par value) and may be subscribed for by the lenders stated in Attachment 1, with the part of the convertible loan allocated per lender included next to the name.*

*The existing shareholders' preferential rights pursuant to Section 11-4 of the PLCA are deviated from.*

*The loan shall be subscribed for on a separate subscription form within 22 August 2022.*

*The payment deadline for the loan (if not already paid) is 22 August 2022 (or such later date as resolved by the Board) to a bank account specified by the Company in writing.*

*The loan shall carry interest at the rate of 5% per annum and the Company shall pay the lender the accrued interest on the maturity date, as stated in the next paragraph (irrespective of any earlier conversion of the convertible loan).*

*The loan matures and shall be repaid (unless the loan has been converted into shares) on 17 August 2023.*

*The lenders may claim conversion of all or part of the loan into shares in the Company by written notice to the Company at earliest six months from the date of this general meeting and, at latest, within 17 August 2023; provided, however, that the Company reserves the right to register share capital increases necessary for the issuance of shares upon conversion no more than once every three months (six and nine months after this extraordinary general meeting and at the maturity date).*

*The conversion price shall be NOK 3.00 per share. The share contribution shall be settled by set-off of the accounts receivable under the loan.*

*The subscription rights cannot be separated from the receivable and be used independently thereof.*

*The convertible loan shall not be assigned by the lenders without the advance written approval by*

*Selskapet styre, som ikke urimelig skal tilbakeholdes.*

*Långiverne skal ikke ha aksjonærrettigheter før lånet er blitt konvertert til aksjer i Selskapet, og kapitalforhøyelsen i den forbindelse er registrert i Foretaksregisteret. Hvis Selskapet før forfallsdatoen beslutter forhøyelse eller nedsetting av aksjekapitalen, nytt opptak av lån etter allmennaksjeloven § 11-1 følgende, eller øvrig utstedelse av tegningsretter iht. allmennaksjelovens kapittel 11, eller ved oppløsning, fusjon eller fisjon skal långiverne ha samme rettigheter som en aksjonær (långiverne vil imidlertid ikke ha stemmerettigheter i forhold til lånet før konvertering til aksjer).*

*Aksjer utstedt som ledd i konvertering av lån skal ha rett til utbytte fra det tidspunkt kapitalforhøyelsen er registrert i Foretaksregisteret.*

*Selskapets årsregnskap for 2021 med årsberetning og revisjonsberetning er utlagt på kontoret til Selskapets juridiske rådgivere, Advokatfirmaet Ræder AS i Oslo, og er også tilgjengelig på Selskapets nettsider [www.ensurge.com](http://www.ensurge.com).*

\* \* \*

27. juli 2022

Morten Opstad  
Styreleder

*the Company's Board, which shall not be unreasonably withheld.*

*The lenders shall not have shareholder rights until the loan has been converted into shares in the Company, and the associated share capital increase have been registered in the Norwegian Register of Business Enterprises. If, before the maturity date, the Company decides to increase or decrease the share capital, obtain new borrowing pursuant to section 11-1 of the PLCA, issue subscription rights pursuant to chapter 11 of the PLCA, or by dissolution, merger or demerger, the lenders shall have the same rights as a shareholder (however, the lenders will not have voting rights in regard to the loan until conversion into shares).*

*Shares issued upon conversion of the loan shall have the right to dividends from the time the share capital increase is registered in the Register of Business Enterprises.*

*The Company's annual accounts for 2021, with report from the Board and audit statement, are available at the offices of the Company's legal counsel, Advokatfirmaet Ræder AS in Oslo, and are also available at the Company's website [www.ensurge.com](http://www.ensurge.com).*

\* \* \*

27 July 2022

Morten Opstad  
Chair of the Board

**VEDLEGG 1 / ATTACHMENT 1**

Alden AS	NOK 6,000,000
Andrew Badowski	NOK 240,000
Arild Johansen	NOK 1,000,000
Bent Lomholt	NOK 250,000
Bernt Jansrud	NOK 150,000
Christian Svae	NOK 300,000
Ellingsen Lofoten Eiendom AS	NOK 2,500,000
Felipe Matzner Paz	NOK 300,000
Håvi AS	NOK 800,000
Jaco Invest AS	NOK 1,500,000
Jacob Boje Jensen	NOK 100,000
Jarl Frode Forsland	NOK 400,000
Jens Andreas Henriksen	NOK 450,000
Livermore Invest AS	NOK 1,000,000
Middelborg Invest AS	NOK 2,000,000
NumaQuest AS	NOK 100,000
R Sundvall Invest AS	NOK 2,000,000
Rasmus Albrechtsen Holding ApS	NOK 1,400,000
Robert N. Keith	NOK 15,000,000
Runar Forsland	NOK 800,000
Schlytter-Henrichsen AS	NOK 7,000,000
Sebastian Wittero	NOK 100,000
Tigerstaden AS	NOK 2,500,000
Thomas Hansen	NOK 100,000
Viken Energimontasje AS	NOK 800,000

---

**TOTAL / TOTALT: NOK 46 790 000**

Ref no:

PIN code:

**Notice of Extraordinary General Meeting**

Meeting in Ensurge Micropower ASA will be held on 17 August 2022 at 09.00 a.m. Virtual.

The shareholder is registered with the following amount of shares at summons: \_\_\_\_\_ and vote for the number of shares owned per Record date: 16. August 2022.

**IMPORTANT MESSAGE:**

*The Extraordinary General Meeting will be held as a digital meeting only, with no physical attendance for shareholders.*

Please log in at <https://web.lumiagm.com/107827500>

You must identify yourself using the reference number and PIN code from VPS that you will find in investor services (Corporate Actions – General Meeting – ISIN) or sent you by post on this form (for non-electronic actors) Shareholders can also get their reference number and PIN code by contacting DNB Bank Registrars Department by phone +47 23 26 80 20 (8:00-a.m. to 3:30 p.m. ) or by e-mail [genf@dnb.no](mailto:genf@dnb.no).

On the company's web page You will find an online <https://ensurge.com/> guide describing more in detail how you as a shareholder can participate in the Virtual meeting.

**Deadline for registration of proxies and instructions: 15 August 2022 at 12:00 p.m.**

**Notice of attendance**

Shareholders are only allowed to participate online and no pre-registration is required. Shareholders must be logged in before the meeting starts. **If you are not logged in before the general meeting starts, you will not be able to attend.** Log in starts an hour before.

Shareholders who do not wish to participate online can give proxy to another person.

**Proxy without voting instructions** for Extraordinary General Meeting of Ensurge Micropower ASA

Ref no:

PIN code:

**Proxy should be registered through the Company's website <https://ensurge.com/> or through VPS Investor Services.**

For granting proxy through the Company's website, the above-mentioned reference number and PIN code must be stated.

In VPS Investor Services chose *Corporate Actions - General Meeting – ISIN*.

Investor Services can be accessed either through <https://www.euronextvps.no/> or your account operator.

Alternatively you may send this form by e-mail to [genf@dnb.no](mailto:genf@dnb.no), or by regular Mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. The proxy must be received no later than **15 August 2022 at 12:00 p.m.**

**The form must be dated and signed in order to be valid.**

If you do not state the name of the proxy holder, the proxy will be given to the Chair of the Board of Directors or an individual authorised by him or her.

**The undersigned:** \_\_\_\_\_  
hereby grants (tick one of the two)

the Chair of the Board of Directors (or a person authorised by him or her), or

\_\_\_\_\_ (NB: Proxy holder must send an e-mail to [genf@dnb.no](mailto:genf@dnb.no) for log in details)  
(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the Extraordinary General Meeting of Ensurge Micropower ASA on 17 August 2022.

Place

Date

Shareholder's signature (only for granting proxy)





Ref no:

PIN code:

**Proxy with voting instructions** for Extraordinary General Meeting in Ensurge Micropower ASA

If you are unable to attend the meeting, you may use this proxy form to give voting instructions to Chair of the Board of Directors or the person authorised by him or her. For instruction to other Proxy holders, submit a Proxy without voting instructions and agreed directly with the proxy holder how votes should be cast.

Proxies with voting instructions to Chair of The Board of Directors cannot be submitted electronically, and must be sent to [genf@dnb.no](mailto:genf@dnb.no) (scanned form) or by regular Mail to DNB Bank ASA, Registrars' Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. The form must be received by DNB Bank ASA, Registrars' Department no later than **15 August 2022 at 12:00 p.m.**

**Proxies with voting instructions must be dated and signed to be valid.**

The undersigned: \_\_\_\_\_

hereby grants the Chair of the Board of Directors (or the person authorised by him or her) proxy to attend and vote for my/our shares at the Extraordinary General Meeting of Ensurge Micropower ASA on 17 August 2022.

The votes shall be exercised in accordance with the instructions below. If the sections for voting are left blank, this will be counted as an instruction to vote in accordance with the Board's and Nomination Committee's recommendations. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the Notice, the proxy holder may vote at his or her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

Agenda for the Extraordinary General Meeting 17 August 2022		For	Against	Abstention
1	Registration of participating shareholders; election of a person to chair the meeting and a person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Approval of the Notice and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval of convertible loans	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place \_\_\_\_\_ Date \_\_\_\_\_ Shareholder's signature (Only for granting proxy with voting instructions) \_\_\_\_\_

## GUIDE FOR ONLINE PARTICIPATION ENSURGE MICROPOWER ASA 17 AUGUST 2022

Ensurge Micropower ASA will hold extraordinary general meeting on 17 August 2022 at 09:00 am CET as a digital meeting, where you get the opportunity to participate online with your PC, phone or tablet. Below is a description of how to participate online.

We also point out that you also can give a proxy before the meeting. See the notice for further details on how to authorize a proxy. If you give a proxy, you can still log on to the general meeting to follow and ask questions, but you will not have the opportunity to vote on the items.

By participating online, shareholders will receive a live webcast from the general meeting, the opportunity to ask written questions, and vote on each of the items. Secure identification of shareholders is done by using the unique reference number and PIN code assigned to each shareholder by the Norwegian Central Securities Depository (**Euronext VPS**) in relation to this General Meeting.

No registration is required for shareholders who want to participate online, but shareholders **must be logged in before the general meeting starts.**

Shareholder who does not find their reference number and PIN code for access or have other technical questions is welcome to call DNB Registrars Department on phone + 47 23 26 80 20 (between 08:00-15:30), or send an e-mail to [genf@dnb.no](mailto:genf@dnb.no)

---

### HOW TO ACCESS THE ONLINE GENERAL MEETING

To be able to participate online, you must go to the following website: <https://web.lumiagm.com>

either on your smartphone, tablet or PC. All major known browsers, such as Chrome, Safari, Edge, Firefox etc. are supported.

enter Meeting ID: **107-827-500** and click **Join**:

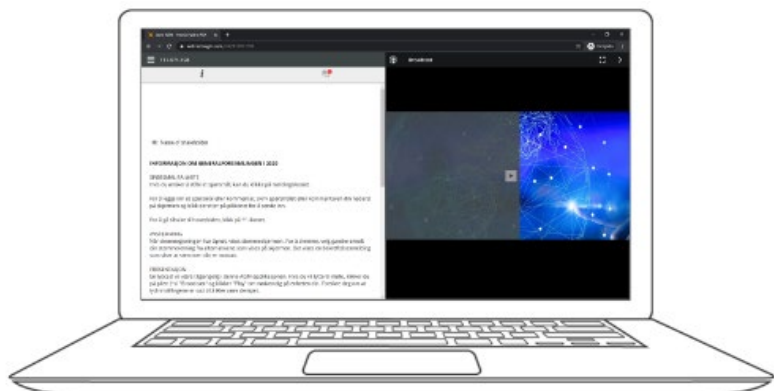
You must then identify yourself with.

**a) Ref. number from VPS for the general meeting**

**b) PIN code from VPS for general meeting**

**You will have the opportunity to log in one hour before the general meeting starts.**

Once you have logged in, you will be taken to the information page for the general meeting. Here you will find information from the company, and how this works technically. Note that you must have internet access throughout the meeting.





## HOW TO RECEIVE YOUR REFERENCE NUMBER AND PIN CODE

All shareholders registered in the VPS are assigned their own unique reference and PIN code for use in the General Meeting, available to each shareholder through VPS Investor Services. Access VPS Investor Services, select Corporate Actions, General Meeting. Click on the ISIN and you can see your reference number (Ref.nr.) and PIN code.

All VPS directly registered shareholders have access to investor services either via <https://www.euronextvps.no> or internet bank. Contact your VPS account operator if you do not have access.

Shareholders who have not selected electronic corporate messages in Investor Services will also receive their reference number and PIN code by post together with the summons from the company (on registration form).

**Custodian registered shareholders:** Shares held through Custodians (nominee) accounts must be transferred to a segregated VPS account registered in the name of the shareholder to have voting rights on the General Meeting. Once shares are transferred to the segregated VPS account, a reference number and PIN code are assigned to this account. Please contact your custodian for further information.

---

## HOW TO VOTE

### VOTING

When items are available for voting, you can vote on all items as quickly as you wish. Items are closed for voting as the general meeting considers them. Items will be pushed to your screen. Click on the vote icon if you click away from the poll.

To vote, press your choice on each of the issues. FOR, AGAINST or ABSTAIN. Once you have cast your vote, you will see that your choice is marked. You also get a choice where you can vote jointly on all items. If you use this option, you can still override the choice on items one by one if desired.

To change your vote, click on another option. You can also choose to cancel. You can change or cancel your vote until the chair of the meeting concludes the voting on the individual items. Your last choice will be valid.

**NB: Logged in shareholders who have given a power of attorney will not have the opportunity to vote but can follow and write messages if desired.**



---

## QUESTIONS TO THE CHAIRPERSON

### MESSAGING

Questions or messages relating to the items on the agenda can be submitted by the shareholder or appointed proxy at any time during the meeting as long as chair of the meeting holds this open.

If you would like to ask a question relating to the items on the agenda, select the messaging icon.

Enter your question in the message box that says "Ask a Question". When you have finished writing your question, click on the submit button.

Questions submitted online will be moderated before going to the chair. This is to avoid repetition of questions as well as removal of inappropriate language.

**All shareholders who submit questions will be identified with their full names, but not holding of shares.**