

TERMS AND CONDITIONS OF THE RIGHTS ISSUE

Authorisation to issue shares granted by the Extraordinary General Meeting

On 9 March 2021, the Extraordinary General Meeting of Enedo Plc (“**Enedo**” or the “**Company**”) authorised the Board of Directors of the Company to decide on the issue of a maximum of 25,298,205 new shares in a rights issue.

Based on the authorisation, the Board of Directors of the Company may decide on the issuance of new shares in which the shareholders have a pre-emptive right to subscribe for new shares in the same proportion as they already own Shares in the Company (the “**Shares**”). The authorisation includes the right for the Board of Directors to resolve to offer, on a secondary basis, the potentially unsubscribed Shares in the Company to other shareholders or other persons for subscription. The Board of Directors was authorised to decide on all other terms and conditions of the share issue. The authorisation is valid until 31 December 2021. The authorisation did not revoke any prior authorisations granted to the Board of Directors.

Share issue decision made by the Board of Directors of the Company

On 11 March 2021, the Board of Directors of the Company resolved, based on the above authorisation of the Extraordinary General Meeting, to issue a maximum of 25,090,458 new shares (the “**Offer Shares**”) in accordance with the shareholders’ pre-emptive right as set forth in these terms and conditions (the “**Rights Issue**”).

The Offer Shares to be issued in the Rights Issue represent approximately 300% of all of the Shares and votes in the Company before the Rights Issue and approximately 75% of all of the Shares and votes in the Company after the Rights Issue, assuming the Rights Issue is completed in full. As a result of the Rights Issue, the total number of Shares in the Company may increase from the current 8,432,735 Shares to a maximum of 33,523,193 Shares.

UB Securities Ltd is the lead manager of the Rights Issue (“**UB**” or the “**Lead Manager**”).

Company shareholders Rausanne Oy, Rausatum Oy, Adafor Oy, Soinitilat Oy, 4capes Oy, Jaakko Heininen and Pekka Heininen have, subject to certain customary conditions, undertaken to subscribe for Offer Shares in the Rights Issue with a total of EUR 1,659,617. Rausanne Oy, Rausatum Oy and Adafor Oy gave their subscription undertakings on 12 February 2021, Jaakko Heininen and Pekka Heininen on 14 February 2021, and Soinitilat Oy and 4capes Oy 15 February 2021. Joensuun Kauppa ja Kone Oy (“**Joensuun Kauppa ja Kone**”) undertook on 12 February 2021 to subscribe for a total of 4,781,127 Offer Shares in the Rights Issue using Subscription Rights based on Shares in the Company held by Jussi Capital Oy. Chairman of the Company’s Board of Directors Tuomo Lähdesmäki, members of the Company’s Board of Directors Matti Miettunen and Taru Narvanmaa as well as Company President and CEO Vesa Leino have on 9 March 2021, subject to certain customary conditions, undertaken to subscribe for Offer Shares with a total of EUR 149,080.60. The subscription undertakings received correspond to a total of 13,824,614 Offer Shares, i.e. a total of 55.1% of all of the Offer Shares in the Rights Issue. In accordance with their subscription undertakings, Joensuun Kauppa ja Kone, Rausanne Oy, 4Capes Oy and Soinitilat Oy will each separately subscribe for over 5.0% of the Offer Shares in the Rights Issue. Following the execution of the Loan Arrangement, Jussi Capital Oy will sell all of the 1,593,709 Company shares it owns (EUR 318,742) to Joensuun Kauppa ja Kone at the price of EUR 0.20 per share.

Right to subscribe for Offer Shares using Subscription Rights (Primary Subscription)

The Offer Shares will be offered for subscription by the shareholders of the Company in proportion to their holding of Existing Shares.

A shareholder who on the record date of the Rights Issue, 15 March 2021, (the “**Record Date**”) is registered in the Company’s shareholders’ register maintained by Euroclear Finland Oy (“**Euroclear Finland**”) or, in respect of nominee-registered Existing Shares, a shareholder on whose behalf the Shares have been registered in the Company’s shareholders’ register on the Record Date, will automatically receive three (3) freely transferable subscription rights as book-entries for every one (1) Existing Share owned on the Record Date (the “**Subscription Right**”).

The Subscription Rights will be registered on the shareholders’ book-entry accounts in the book-entry system maintained by Euroclear Finland on 16 March 2021.

A shareholder, or a person or an entity to whom such Subscription Rights have been transferred, is entitled to subscribe one (1) Offer Share for one (1) Subscription Right (the “**Primary Subscription**”). No fractions of Offer Shares can be subscribed for. Shares held by the Company do not entitle to Subscription Rights.

Right to subscribe for Offer Shares not subscribed for using Subscription Rights (Secondary Subscription)

In the event not all the Offer Shares are subscribed for based on the Subscription Rights in the Primary Subscription, shareholders and other investors in the Company have, without a Subscription Right, the right to subscribe for Offer Shares not subscribed for in the Primary Subscription (the “**Secondary Subscription**”).

In the event not all the Offer Shares have been subscribed for in the Secondary Subscription, the remaining Offer Shares may be allocated for subscription in a manner decided by the Board of Directors.

Subscription Price

The subscription price is EUR 0.20 per Offer Share (the “**Subscription Price**”). The Subscription Price will be credited in its entirety into the invested unrestricted equity fund. The Subscription Price is based on negotiations between the Company and the parties to the Loan Arrangement and the parties that have made subscription undertakings and is, thus, justified in order to execute the Loan Arrangement and secure the Company’s working capital requirements.

Subscription Period

The subscription period for the Offer Shares will commence on 18 March 2021 at 10:00 a.m. and expire on 1 April 2021 at 4:30 p.m. Finnish time (the “**Subscription Period**”). Subscription locations, i.e. account operators, custodians and nominees, may impose a deadline for subscription that is earlier than the expiry of the Subscription Period. The pre-emptive subscription right must be exercised during the Subscription Period.

Exercise of Subscription Rights in the Primary Subscription and payment of the Subscription Price

A holder of Subscription Rights may participate in the Rights Issue by subscribing for Offer Shares by using the Subscription Rights on the holder’s book-entry account and by paying the Subscription Price in full.

One (1) Subscription Right entitles its holder to subscribe for one (1) Offer Share. No fractions of Offer Shares can be subscribed for. The Subscription Price of the Offer Shares subscribed for in the Rights Issue must be paid in full when making the subscription in accordance with the instructions given by the Lead Manager or the account operator or custodian. In order to participate in the Rights Issue, holders of Subscription Rights must submit their subscription orders in accordance with the instructions of their own book-entry account operator or custodian. Holders of Subscription Rights who do not receive instructions from their account operator may contact the Lead Manager.

If a Share entitling to a Subscription Right is pledged or subject to any other restrictions, it may not necessarily be possible to exercise the Subscription Right without the consent of the pledgee or the holder of the relevant right.

Those shareholders or other investors participating in the Rights Issue, whose Shares or Subscription Rights are registered in the name of a nominee, must submit a subscription order in accordance with the instructions of the nominee. Holders of Subscription Rights purchased on the Helsinki Stock Exchange must submit their subscription orders in accordance with the instructions given and within the time limits set by their book-entry account operator, custodian or nominee.

Incomplete or erroneous subscription orders may be rejected. A subscription order may be rejected if the subscription payment is not made according to these terms and conditions or if such payment is not made in full. In such a case, the paid subscription payment will be refunded to the subscriber. No interest will be paid on the returned funds.

Any subscription made by virtue of a Subscription Right is irrevocable and may not be modified or withdrawn other than as set forth in section “*Withdrawal of subscriptions under certain circumstances*” of these terms and conditions.

Any unexercised Subscription Rights will expire with no value at the end of the Subscription Period on 1 April 2021 at 4:30 p.m. Finnish time and they will be removed from the book-entry accounts of the holders without separate notice or compensation. In order for the holder of Subscription Rights to not lose the value of the Subscription Rights, the holder must either subscribe for Offer Shares in accordance with the terms and conditions of the Rights Issue or sell the unused Subscription Rights no later than on the last trading day of the Subscription Rights on 26 March 2021.

Subscription for Offer Shares without Subscription Rights (Secondary Subscription) and payments

Shareholders and other investors may subscribe for Offer Shares without Subscription Rights in the Secondary Subscription.

The subscription of Offer Shares in the Secondary Subscription shall be made by submitting a subscription order and at the same time paying the Subscription Price in full in accordance with the instructions of the relevant custodian or account operator or, in case of nominee-registered investors, of the nominee.

Incomplete or erroneous subscription orders may be rejected. A subscription order may be rejected if the Subscription Price is not made according to these terms and conditions or if the Subscription Price is not paid in full. In such a case, the paid subscription payment will be refunded to the subscriber. No interest will be paid on the returned funds. If several subscription orders are submitted in respect of a particular book-entry account, such orders will be combined into one subscription order of that book-entry account. Subscriptions must be made separately for each book-entry account.

Any subscription made in the Secondary Subscription is binding and may not be modified or withdrawn otherwise than as set forth in section “*Withdrawal of subscriptions under certain circumstances*” of these terms and conditions.

In the event not all the Offer Shares have been subscribed for in the Secondary Subscription, the remaining Offer Shares may be allocated for subscription in a manner decided by the Board of Directors. The subscription period for the Offer Shares not subscribed for after the Secondary Subscription will end on 7 April 2021 at 09:30 a.m. Finnish time. The Subscription Price of the subscribed Offer Shares shall be paid in full at the time of subscription.

Withdrawal of Subscriptions under certain circumstances

If, after the Financial Supervisory Authority has approved the Prospectus but before the Offer Shares or Interim Shares have been admitted to trading on the Helsinki Stock Exchange, a significant new factor arises or a material mistake or material inaccuracy is discovered in the Prospectus and said factor, mistake or inaccuracy could influence the assessment of the securities, the Prospectus will be supplemented in accordance with Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). If the Prospectus is supplemented or corrected due to a mistake or inaccuracy or material new information that could be of material relevance to investors, any subscribers who have already agreed to subscribe for Offer Shares before the supplement document to the Prospectus is published shall have the right to withdraw their subscription in accordance with the Prospectus Regulation within the withdrawal period. The withdrawal period will be at least three business days from the publication of the supplement document. The right of withdrawal is also conditional on the factor leading to the supplementation of the Prospectus having arisen or been discovered before the end of the subscription period.

The procedures regarding the withdrawal of subscriptions will be announced through a stock exchange release together with any supplement to the Prospectus. Any withdrawal of a subscription must concern the entire subscription made by the investor. The withdrawal shall be notified in writing to the account operator, custodian or nominee where the subscription order was given.

After the time limit set for the withdrawal of subscriptions has expired, the right of withdrawal is no longer valid. If a subscription is withdrawn, the paid Subscription Price will be refunded to the subscriber within approximately two business days from the notice of withdrawal. No interest will be paid on the returned funds. If the holder of a Subscription Right or Interim Share has sold or otherwise transferred its Subscription Rights or Interim Shares, such sale or transfer cannot be withdrawn.

Trading in Subscription Rights

Holders of Subscription Rights may sell their Subscription Rights at any time prior to the end of trading in the Subscription Rights. The Subscription Rights are subject to trading on the official list of the Helsinki Stock Exchange from 10:00 a.m. Finnish time on 18 March 2021 to 6:30 p.m. Finnish time on 26 March 2021. Investors may sell or purchase Subscription Rights by giving sell or purchase instructions to their book-entry account operator or securities broker. The price of the Subscription Rights on the Helsinki Stock Exchange will be determined in market trading.

The ISIN code of the Subscription Rights on the Helsinki Stock Exchange is FI4000490966 and the trading code is ENEDOU0121.

Approval of subscriptions and announcing the final results of the Rights Issue

The Board of Directors of the Company will approve all subscriptions made with Subscription Rights and in accordance with these terms and conditions of the Rights Issue and in accordance with the laws and regulations applicable to the Rights Issue.

In the event that all the Offer Shares issued in the Rights Issue have not been subscribed for in the Primary Subscription, the Board of Directors of the Company shall make a decision to determine the allocation of the unsubscribed Offer Shares to such subscribers that have made a subscription in the Secondary Subscription. In the event of oversubscription pursuant to subscriptions made on the basis of Secondary Subscription, the allocation to subscribers, including the members of the Company’s Board of Directors and management, to the extent they have made subscriptions in the Secondary Subscription, will be determined by book-entry account in accordance with the proposal made by the Lead Manager in proportion to the number of Subscription Rights exercised by the subscribers by virtue of the Subscription Right and, where this is

not possible, by drawing lots. In case several subscription orders are given in respect of a particular book-entry account, such orders will be combined into one single order in respect of such book-entry account.

In the event that not all of the Offer Shares subscribed for in the Secondary Subscription are allocated in accordance with the subscriber's subscription order, the Subscription Price for Offer Shares not allocated to the subscriber will be returned to the subscriber on or about 12 April 2021. No interest will be paid on the returned funds.

The Board of Directors of the Company will decide on the approval of the subscriptions on or about 8 April 2021. The Company will publish the final results of the Rights Issue in a stock exchange release on or about 8 April 2021.

Registration of the Offer Shares on book-entry accounts and trading in Offer Shares

A person making a subscription order must have a book-entry account with a Finnish account operator or with an account operator operating in Finland, and the investor must submit the number of his or her book-entry account in the subscription order. The personal identification number, the number of the book-entry account and other personal data necessary for the execution of the subscription order can be given to the other parties involved in the tasks related to the order or the Rights Issue.

The Offer Shares subscribed for on the basis of Subscription Rights will be recorded on the subscriber's book-entry account after subscription and payment as interim shares representing the Offer Shares (ISIN-code FI4000490974 and trading code ENEDON0121) (the "**Interim Shares**") after the end of the Subscription Period. The Interim Shares will be freely transferable and subject to trading on the official list of the Helsinki Stock Exchange as a separate share series as of the first trading day after the end of the Subscription Period, i.e. approximately as of 6 April 2021. Interim Shares will be combined with the Company's Shares (ISIN-code FI4000415252) after the Offer Shares have been registered in the Trade Register maintained by the Finnish Patent and Registration Office (the "**Trade Register**"), on or about 9 April 2021. The Offer Shares subscribed for, paid for and approved in the Secondary Subscription will be recorded on subscribers' book-entry accounts after the Offer Shares have been registered in the Trade Register, on or about 9 April 2021. Trading in the Offer Shares on the official list of the Helsinki Stock Exchange will commence on or about 12 April 2021.

Shareholders resident in certain restricted jurisdictions

The issuance of Subscription Rights to the Company's shareholders residing in countries other than Finland and the issuance of the Offer Shares to persons exercising Subscription Rights and residing in countries other than Finland may be affected by the securities legislation of those countries. Consequently, and subject to certain exceptions, shareholders whose existing Shares are registered directly in a book-entry account and whose registered address is in the United States, Canada, Australia, Hong Kong, South Africa, Singapore, Japan, New Zealand, or any other country in which participation to the Rights Issue would not be permitted (the "**Restricted Jurisdictions**"), may not necessarily receive Subscription Rights and are not entitled to subscribe for the Offer Shares. Each such shareholder registered in the Company's shareholder register in Finland may sell some or all of the Subscription Rights, managed on their behalf through a bank, nominee, custodian or other financial intermediary holding their Shares, to the extent permitted under contractual arrangements and applicable law, and may receive sales revenues (less any expenses) to their account.

Shareholder rights

The Offer Shares will carry the right to receive full dividends and other distributions of funds by the Company, if any, and to other shareholder rights in the Company as of the registration of the Offer Shares with the Trade Register on or about 9 April 2021 and in the shareholders' register of the Company maintained by Euroclear Finland on or about 12 April 2021. Each Offer Share confers its holder one (1) vote at the Company's General Meeting.

Fees and expenses

No transfer tax or service fees are payable on the subscription for Offer Shares. Account operators, custodians and securities brokers may charge a commission for trading in Subscription Rights in accordance with their own price lists. Account operators and custodians may also charge a fee in accordance with their price lists for the maintenance of the book-entry account and the custody of shares.

Information required to be made available

The documents referred to in chapter 5, section 21 of the Finnish Limited Liability Companies Act are available on the Company's website at www.enedopower.com/sijoittajille/ from the beginning of the Subscription Period.

Applicable law and dispute resolution

The Rights Issue shall be governed by the laws of Finland. Any disputes arising in connection with the Rights Issue shall be settled by the court of competent jurisdiction in Finland.

Other matters

The Board of Directors of the Company will decide on other matters and practical measures related to the issuance of the Offer Shares and the Rights Issue. The Board of Directors of the Company may resolve to not approve subscriptions, including subscriptions made based on Subscription Rights, and to not carry out the Rights Issue if the Board of Directors concludes that carrying out the Rights Issue is no longer in the Company's interest. If the Board of Directors of the Company resolves to not carry out the Rights Issue, the Subscription Rights and Interim Shares will lapse.

If a subscription is withdrawn or the Rights Issue is not carried out, the paid Subscription Price will be refunded to the subscriber within approximately two business days from the notice of withdrawal. No interest will be paid on the returned funds. If the holder of a Subscription Right or Interim Share has sold or otherwise transferred its Subscription Rights or Interim Shares, such sale or transfer cannot be withdrawn.

By subscribing for Offer Shares in the Rights Issue, the subscriber authorises their account operator, custodian or nominee to disclose necessary personal data, the subscriber's book-entry account number and details of the subscription to parties involved in the allocation and clearing of the subscription order or Offer Shares.