Notice to the Annual General Meeting of Ponsse Plc

Notice is given to the shareholders of Ponsse Plc ("Ponsse" or the "company") to the Annual General Meeting which shall be held on Tuesday 8 April 2026 at 11:00 a.m. (EEST) in the auditorium of the company's customer service centre at Ponssentie 22, FI-74200 Vieremä, Finland. Reception of those registered for the meeting and the distribution of ballots will begin at 10:00 a.m. (EEST).

Shareholders of Ponsse may exercise their voting rights also by voting in advance. Instructions for advance voting are presented in section C of this notice.

All times stated in this notice are in Finnish time.

A. Matters on the agenda of the Annual General Meeting

The following matters will be discussed at the Annual General Meeting:

1. **Opening of the meeting**
2. **Calling the meeting to order**
3. **Election of persons to scrutinize the minutes and 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 financial statements, including the consolidated financial statements, the report of the Board of Directors, the auditor's report and the sustainability reporting assurance report for the financial year 1 January – 31 December 2025**
   - CEO's review
   - Financial statements, the consolidated financial statements, the report of the Board of Directors, the auditor's report and the sustainability reporting assurance report have been available on the company's website since 11 March 2026.
7. **Adoption of the financial statements and the consolidated financial statements**
8. **Resolution on the use of the profit shown on the balance sheet and the distribution of dividend**

   The company had distributable funds of EUR 247,041,678.72 as at 31 December 2025, of which the profit for the financial year amounted to EUR 12,773,250.03.

   The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.55 per share to be distributed from the company's distributable assets for the financial year 2025. The dividend is to be paid to shareholders registered in the company's register of shareholders maintained by Euroclear Finland Ltd on the dividend record date of 10 April 2026. The Board of Directors proposes that the dividend pay date be 17 April 2026.
9. **Payment of profit commission to personnel**

   The Board of Directors proposes to the Annual General Meeting that a maximum of EUR 100 profit commission (in Finnish "voittopalkkio") per person per working month be paid for financial year 2025 to the personnel employed by the group. Board of Directors proposes to

the Annual General Meeting that the Board of Directors is authorized to decide on other matters related to the payment of profit commission.

10. Resolution on the discharge of the members of the Board of Directors and the CEO from liability for the financial year 1 January – 31 December 2025

11. Adoption of the remuneration report for governing bodies

The Board of Directors proposes to the Annual General Meeting the adoption of the remuneration report for the governing bodies of Ponsse for 2025. According to the Finnish Companies Act, the resolution is advisory. The remuneration report has been available on the company's website since 11 March 2026.

12. Resolution on the remuneration of the members of the Board of Directors

Shareholders representing a total of more than 50 % votes of the company, propose to the Annual General Meeting that remuneration of the members of the Board of Directors remains unchanged and therefore, the members of the Board of Directors to be elected will be paid the following remuneration for the term of office starting at the end of the Annual General Meeting on 8 April 2026 and ending at the end of the Annual General Meeting following the election:

- the Chairman of the Board of Directors will receive EUR 48,000 a year,
- the deputy chairman of the Board of Directors will receive EUR 45,000 a year, and
- other members of the Board of Directors will each receive EUR 38,000 a year.

In addition, the shareholders in question propose that costs related to participation in the meetings of the Board of Directors will be reimbursed to the members in accordance with the company's travel policy.

13. Resolution on the number of the members of the Board of Directors

Shareholders representing a total of more than 50 % votes of the company, propose to the Annual General Meeting that the number of the members of the Board of Directors shall be eight (8).

14. Election of the Board of Directors

Shareholders representing a total of more than 50 % votes of the company, propose to the Annual General Meeting that for the term starting at the end of the Annual General Meeting on 8 April 2026 and ending at the end of the Annual General Meeting following the election, the current members of the Board of Directors Jarmo Vidgren, Mammu Kaario, Terhi Koipijärvi, Matti Kylävainio, Ilpo Marjamaa, Juha Vanhainen and Juha Vidgren will be re-elected as the members of the Board of Directors. It is proposed that Sanna Otava be elected as a new member of the Board of Directors.

Sanna Otava (b. 1975) has over 25 years of international experience in leadership and development roles within the technology and industrial sectors. She serves as Chief Operating Officer (COO) and Interim Chief Technology Officer (CTO) of Kempower Oyj. At Kempower, she has been responsible for developing the company's operations and operating model and has played a key role in building the company and preparing it for its listing. Prior to Kempower, she held strategy and development roles at Kemppi Oy. Earlier in her career, she worked in business development at Digita Oy and as a Patent Attorney. She holds a Master of Science (Technology). According to the assessment of the proposing shareholders, Otava is independent of the Company and its significant shareholders.

All proposed candidates have consented to their respective appointments as members of the Board of Directors.

The above-mentioned shareholders propose that the Annual General Meeting takes a position on the proposal regarding the election of the members of the Board of Directors as a whole. The proposing body has evaluated the proposed composition from the point of view of the corporate governance code, both as a whole and with regard to individual member candidates. The proposing body considers that in addition to the complementary excellent competence and experience of the individual member candidates, the proposed Board of Directors as a whole also meets the requirements of the corporate governance code.

Information about the member candidates that is relevant in the work of the Board of Directors and their independence assessments have been presented on the company's website at https://www.ponsse.com/en/company/investors/corporate-info/board-of-directors.

15. Resolution on the remuneration of the auditor

The Board of Directors proposes to the Annual General Meeting that the remuneration to the auditor be paid according to the reasonable invoice approved by the company.

16. Election of the auditor

The Board of Directors proposes to the Annual General Meeting that PricewaterhouseCoopers Oy be elected as the company's auditor. PricewaterhouseCoopers Oy has informed that Markku Katajisto, APA, would act as the principal auditor. The term of the auditor expires at the end of the first Annual General Meeting following the election.

The Board of Directors confirms that its proposal is free from influence by a third party and that no clause of the kind referred to in paragraph 6 of Article 16 of the EU Audit Regulation (No. 537/2014), which would restrict the Annual General Meeting's choice regarding the election of the auditor, has been imposed upon the Board of Directors.

17. Resolution on the remuneration of the sustainability reporting assurance provider

The Board of Directors proposes to the Annual General Meeting that the remuneration to the sustainability reporting assurance provider be paid according to the reasonable invoice approved by the company.

18. Election of the sustainability reporting assurance provider

The Board of Directors proposes to the Annual General Meeting that PricewaterhouseCoopers Oy be elected as the sustainability reporting assurance provider of the company. PricewaterhouseCoopers Oy has notified that in the event it is elected as sustainability reporting assurance provider, APA, authorized sustainability auditor (ASA) Markku Katajisto would act as the principal authorized sustainability auditor.

19. Authorization to the Board of Directors to decide on the repurchase of the company's own shares

Shareholders representing a total of more than 50 % votes of the company, propose to the Annual General Meeting that the Annual General Meeting would authorize the Board of Directors to decide on the repurchase of company's own shares as follows:

A maximum of 250,000 shares may be repurchased in one or more tranches. The maximum amount corresponds to approximately 0.89 % of the company's total shares and votes.

The shares shall be acquired through public trading, for which reason the shares are acquired otherwise than in proportion to the share ownership of the shareholders and the consideration paid for the shares shall be the market price of the company's share in public trading at Nasdaq Helsinki Ltd at the time of the acquisition. Shares may also be acquired outside public trading for a price which at most corresponds to the market price in public trading at the time of the acquisition. The Board of Directors will be authorized to decide how the shares are acquired. The Board of Directors may, pursuant to the authorization, only decide on the repurchase of the company's own shares with funds from the company's unrestricted shareholders' equity.

The Board of Directors decides how the shares are acquired. The company's own shares may be repurchased other than in proportion to the shares held by the shareholders (directed repurchase), if there is a weighty financial reason for the company to do so as provided for in Chapter 15, Section 6 of the Finnish Companies Act. The company's own shares may be acquired to develop the company's capital structure, to be used to finance or execute possible acquisitions or investments supporting the company's growth strategy or other arrangements related to the company's business, to be used in the company's incentive schemes or otherwise to be transferred, held, or cancelled.

The decision to repurchase company's own shares shall not be made so that the shares of the company in the possession of by the company and its subsidiaries would exceed 10 % of all shares.

The authorization is valid until the closing of the next Annual General Meeting, however, no longer than 30 June 2027. The authorization cancels the authorization given to the Board of Directors by the Annual General Meeting on 8 April 2025.

20. Authorization to the Board of Directors to decide on the share issue and the issuance of option rights and other special rights entitling to shares

Shareholders representing a total of more than 50 % votes of the company, propose to the Annual General Meeting that the Annual General Meeting the Board of Directors to be authorized to, in one or more tranches, decide on the issuance of shares as well as the issuance of options and other special rights entitling to shares referred to in Chapter 10, Section 1 of the Finnish Companies Act as follows:

The number of shares to be issued based on the authorization may in total amount to a maximum of 250,000 shares (including shares issued based on options or special rights), corresponding to approximately 0.89 % of all the shares in the company.

The Board of Directors decides on the terms and conditions of the issuance of shares. The authorization concerns both the issuance of new shares as well as the transfer of treasury shares either against payment or without consideration. The issuance of shares may be carried out in deviation from the shareholders' pre-emptive right (directed issue) for a weighty financial reason for the company, such as using the shares to develop the company's capital structure, to execute possible acquisitions or investments supporting the company's growth strategy or in other arrangements related to the company's business or to be used in the company's incentive schemes. The Board of Directors may also decide on a free share issue to the company itself.

The authorization is valid until the closing of the next Annual General Meeting, however, no longer than 30 June 2027. The authorization cancels the authorization given to the Board of Directors by the Annual General Meeting on 8 April 2025.

21. Closing of the meeting

B. Documents of the Annual General Meeting

This notice of the meeting, which includes all matters on the agenda of the Annual General Meeting, is available on the company's website at https://www.ponsse.com/agm.

The annual report of Ponsse, which includes the financial statements, the report of the Board of Directors (including the sustainability report), the auditor's report and the sustainability reporting assurance report as well as remuneration report for governing bodies have been available on the company's website since 11 March 2026.

Aforementioned documents are available for review at the meeting and copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the Annual General Meeting will be available on the above-mentioned website no later than 22 April 2026.

C. Instructions for the participants in the Annual General Meeting

1. Shareholders registered in the shareholders' register of the company

A shareholder, who is registered in the shareholders' register of the company held by Euroclear Finland Ltd on the record date of the Annual General Meeting, which is 25 March 2026, has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on their personal Finnish book-entry account, is registered in the shareholders' register of the company.

Registration for the Annual General Meeting will begin on 12 March 2026 at 12:00 p.m. (EET). A shareholder registered in the shareholders' register of the company, who wishes to participate in the Annual General Meeting, must register for the Annual General Meeting no later than by 31 March 2026 at 4:00 p.m. (EEST), by which time the registration must have been received. Registration for the Annual General Meeting can be made in the following ways:

- Electronically through the company's website at https://www.ponsse.com/agm.

  Registration requires strong electronic authentication of a shareholder who is a natural person. When a shareholder who is a natural person logs into the service through the company's website, they are directed to electronic authentication. After this, a shareholder can in one session register for the Annual General Meeting, authorize another person and vote in advance. Strong electronic authentication can be made with a Finnish bank ID or a mobile certificate. In connection with the registration, a shareholder is required to provide the requested personal information.

  For shareholders who are legal persons, electronic registration requires their book-entry account number, registration number or business ID and other required information.

  For shareholders who are legal persons, electronic registration does not require strong electronic authentication. However, if the shareholders who are legal persons use the electronic Suomi.fi e-authorization described in section C.3 below, registration requires a strong electronic authentication of the authorized person by using a Finnish bank ID or mobile certificate.

- By e-mail tanja.karppinen@ponsse.com or by regular mail Ponsse Plc, Share Register, Ponssentie 22, 74200 Vieremä

- By telephone to +358 20 768 800 from Monday to Friday between 8.00 a.m. and 4.00 p.m.

In connection with the registration, the requested personal information is required to be provided, such as the shareholder's name, date of birth / personal identification number or business ID,

address, phone number and email address, as well as name of a possible proxy representative and the date of birth / personal identity number of a possible proxy representative. The personal information given to the company by shareholders is only used in connection with the Annual General Meeting and with the processing of related necessary registrations.

Shareholders, their representatives, or their proxy representatives must be able to prove their identity and/or right of representation at the meeting venue if deemed necessary.

2. Holders of nominee-registered shares

A holder of nominee-registered shares has the right to participate in the Annual General Meeting by virtue of such shares for which they on the record date of the Annual General Meeting, on 25 March 2026, would be entitled to be registered in the shareholders' register of the company maintained by Euroclear Finland Ltd. The right to participate in the Annual General Meeting also requires the shareholder to have been temporarily registered on the basis of those shares in the shareholders' register maintained by Euroclear Finland Ltd no later than 1 April 2026 by 10:00 a.m. (EEST). As regards nominee-registered shares, this constitutes due registration for the Annual General Meeting. Changes in the ownership of shares after the record date of the Annual General Meeting do not affect the right to participate in the Annual General Meeting or the number of votes of the shareholder.

A holder of nominee-registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholders' register of the company, the issuing of proxy documents and registration for the Annual General Meeting from their 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 by 1 April 2026 by 10:00 a.m. (EEST), as well as take care of the voting in advance on behalf of the holder of nominee-registered shares within the registration period applicable to nominee-registered shares. For the sake of clarity, it is noted that the holders of nominee-registered shares cannot directly register for the Annual General Meeting through the company's website, but registration must be done through their custodian bank.

More information on the company's website at https://www.ponsse.com/agm.

3. Proxy representative and powers of attorney

A shareholder is entitled to participate and make use of their rights as a shareholder at the Annual General Meeting by a proxy representative. A proxy representative of a shareholder may also vote in advance as described in this notice. A person holding a shareholder's proxy should be in possession of a dated proxy document or otherwise be able to show in a reliable manner that they are entitled to act in this capacity on behalf of the shareholder. A template for proxy document and voting instructions will be available on the company's website from 12 March 2026 at https://www.ponsse.com/agm. The proxy representative must be prepared to present the original proxy document at the Annual General Meeting at the latest.

In the event that a shareholder is represented by more than one proxy representative representing shares held in different book-entry accounts, each proxy representative should state which shares they represent when registering to attend the Annual General Meeting.

A proxy representative must deliver a proxy document given to them by email tanja.karppinen@ponsse.com or by regular mail to Ponsse Plc, Share Register, Ponssentie 22, 74200 Vieremä before the expiration of the registration period on 31 March 2026 at 4:00 p.m.

(EEST), by which time the documents or corresponding information must be received. In addition to the delivery of proxy documents, the shareholders or their proxy representatives must take care of the registration for the Annual General Meeting as described above in this notice.

Shareholders can also use the electronic Suomi.fi authorization service for authorizing an assignee instead of the traditional proxy document. An assignee will be nominated in the Suomi.fi service at https://www.suomi.fi/e-authorizations using the authorization topic "Representation at the General Meeting". An assignee must identify themselves with strong electronic authentication in Euroclear Finland Ltd's general meeting service when registering, after which the electronic mandate is automatically checked. The strong electronic authentication works with a Finnish bank ID or a mobile certificate. More information on www.suomi.fi/e-authorizations.

4. Advance voting

Shareholders with a Finnish book-entry account may register and vote in advance on certain matters on the agenda of the Annual General Meeting during the period between 12 March 2026 at 12:00 p.m. (EET) and 31 March 2026 at 4:00 p.m. (EEST).

a) Through the company's website at https://www.ponsse.com/agm.

   Shareholders who are natural persons log into the service with strong electronic authentication, which works with a Finnish bank ID or a mobile certificate. Strong electronic authentication for registration or voting in advance requires the use of a Finnish bank ID or a Finnish mobile certificate and the shareholder needs to provide personal identification number or business ID, e-mail address and/or telephone number.

   Strong electronic authentication is not required from shareholders that are legal persons. In this case, shareholders that are legal persons must provide their book-entry account number in addition to their business ID / identification number. The account number can be found in account statement of the book-entry account.

   If the shareholder's authorized representative uses the Suomi.fi electronic authorization, registration requires strong electronic identification of the authorized person, which can be conducted with Finnish bank ID or a Finnish mobile certificate.

b) By email or regular mail

   A shareholder may send an advance voting form available on the company's website from 12 March 2026 or corresponding information by regular mail to Ponsse Plc, Share Register, Ponssentie 22, 74200 Vieremä or by email to tanja.karppinen@ponsse.com. Instructions for voting in advance are available on the company's website at https://www.ponsse.com/agm.

   If a shareholder participates in the Annual General Meeting by submitting votes in advance by regular mail or email to Ponsse before the deadline for registration and voting in advance, the submission constitutes due registration for the Annual General Meeting, provided that it contains the information required for registration stated on the advance voting form. Advance votes must be received by the closing date for advance voting.

In connection with the advance voting, a shareholder is required to provide the requested personal information. The personal information given to Ponsse by shareholders is only used in connection with the Annual General Meeting and with the processing of related necessary registrations.

Shareholders who have voted in advance may not exercise the right to ask questions or the right to demand a vote according to the Finnish Companies Act, unless they participate in the Annual General Meeting at the meeting venue in person or by way of proxy representative. Shareholders may make a statement on any matter they want and change their votes cast in advance during the

advance voting period, as well as browse the votes they cast in advance even after the Annual General Meeting. Shareholders may also print out a confirmation of the votes they have given in advance.

For holders of nominee-registered shares, advance voting is carried out via the account manager. The account manager may cast advance votes on behalf of the holders of nominee-registered shares in accordance with the voting instructions provided by the holders of nominee-registered shares during the registration period for the nominee-registered shares.

Proposals which are subject to advance voting are considered to have been presented unchanged at the Annual General Meeting. The terms and conditions as well as other instructions for electronic advance voting are available on the company's website at https://www.ponsse.com/agm. On the above-mentioned website, information is also available for registration for the Annual General Meeting and voting in advance for a minor, other impaired person or foreign shareholder who has a Finnish book-entry account.

5. Other instructions and information

The meeting will be conducted in Finnish and there is no simultaneous translation at the meeting.

Pursuant to chapter 5, section 25 of the Companies Act, a shareholder who is present at the Annual General Meeting has the right to ask questions with respect to the matters to be considered at the meeting.

Changes in the ownership of shares after the record date of the Annual General Meeting do not affect the right to participate in the meeting or the number of votes of the shareholder.

On the date of this notice to the Annual General Meeting, 12 March 2026, the total number of shares and votes in Ponsse Plc is 28,000,000 shares and votes. On the date of this notice, the company holds 5 366 own shares in its possession that are not entitled to vote at the Annual General Meeting.

Vieremä, Finland, 11 March 2026

Ponsse Plc.

The Board of Directors

MORE INFORMATION:
Petri Härkönen, CFO, tel. +358 50 409 8362

DISTRIBUTION:
Nasdaq Helsinki Ltd
Principal media
www.ponsse.com

Ponsse Plc specializes in the sale, production, maintenance and technology of cut-to-length method forest machines and is driven by a genuine interest in its customers and their business operations. Ponsse develops and manufactures sustainable and innovative harvesting solutions based on customer needs.

The company was established by forest machine entrepreneur Einari Vidgrén in 1970 and has been a leader in timber harvesting solutions based on the cut-to-length method ever since. Ponsse is headquartered in Vieremä, Finland. The company's shares are quoted on the Nasdaq Nordic List.