

## NOTICE OF ANNUAL GENERAL MEETING

Ponsse Plc's shareholders are hereby invited to attend the Annual General Meeting to be held on Tuesday, 12 April 2016, at 11:00 a.m. EET in the auditorium of the company's customer service centre at Ponsentie 22, FI-74200 Vieremä, Finland. Reception of those registered for the meeting and the distribution of ballots will begin at 10:00 a.m. EET.

## MATTERS DISCUSSED AT THE ANNUAL GENERAL MEETING

1. Opening the meeting
2. Electing the Chairman
3. Summoning the secretary
4. Selecting examiners of the minutes and scrutineers
5. Recording the legality and competence of the meeting
6. Recording the participants and confirming the list of votes
7. Approving the agenda
8. Presenting the 2015 financial statements, including the consolidated financial statements and the annual report

## THE PRESIDENT AND CEO'S REVIEW

9. Presenting the auditor's report
10. Confirming the financial statements and the consolidated financial statements
11. Payment of dividend

Ponsse Plc's Board of Directors will propose to the Annual General Meeting that a dividend of EUR 0.55 per share be paid for 2015. The dividend shall be paid to all shareholders who are listed in the shareholder register maintained by Euroclear Finland Ltd as a company shareholder on the record date, 14 April 2016. The dividend shall be paid on 21 April 2016.

Shareholders who in total represent more than 50% of the votes of the company have notified that they will approve the proposal of the Board of Directors.

12. Deciding on the discharge from liability for the members of the Board of Directors and the President and CEO
13. Deciding on fees for Board members and the auditor

Shareholders who in total represent more than 50% of the votes of the company have notified that they will make a proposal for fees as follows: the chairman of the Board of Directors will receive EUR 46,000, the deputy chairman of the Board of Directors will receive EUR 41,000 and ordinary members will receive EUR 35,000 a year.

Shareholders who in total represent more than 50% of the votes of the company have notified that they will propose that the auditors be paid a fee in accordance with a reasonable invoice presented to the company.

#### 14. Deciding on the number of Board members

Shareholders who in total represent more than 50% of the votes of the company have notified that they will propose that six (6) persons be confirmed as the number of members of the Board of Directors.

#### 15. Electing the members of the Board of Directors

Shareholders who in total represent more than 50% of the votes of the company have notified that they will propose that Mammu Kaario, Ossi Saksman, Janne Vidgrén, Juha Vidgrén and Jukka Vidgrén be re-elected as members of the Board of Directors and that Matti Kylävainio be elected as a new member.

Matti Kylävainio (42), M.Sc. (Econ.), works as the director of sawmill operations of Keitele Group. Kylävainio has worked in Keitele Group, a Kylävainio family company, since 1999, being engaged in various sales and management positions as an export manager, sales director and, most recently, as the director of sawmill operations since 2014. Kylävainio has been a member of the Board of Directors of Keitele Group since 1992. Matti Kylävainio has graduated from the Turku School of Economics, majoring in international business.

Ikkka Kylävainio and Heikki Hortling, long-term members of the Board of Directors of Ponsse Plc, will step down from the Board of Directors of Ponsse.

#### 16. Electing the auditor for 2016

Shareholders who in total represent more than 50% of the votes of the company have notified that they will propose that auditing firm PricewaterhouseCoopers Oy be elected as the auditor and that Sami Posti, Authorised Public Accountant, be appointed as the principal auditor.

#### 17. Proposal for authorising the Board of Directors to acquire treasury shares

Shareholders who in total represent more than 50% of the votes of the company have notified that they will propose that the Annual General Meeting authorise the Board of Directors to decide on the acquisition of treasury shares so that shares can be acquired in one or several instalments to a maximum of 250,000 shares. The maximum amount corresponds to approximately 0.89% of the company's total shares and votes.

The shares will be acquired in public trading organised by Nasdaq Helsinki ("the Stock Exchange"). Furthermore, they will be acquired and paid according to the rules of the Stock Exchange and Euroclear Finland Ltd.

The Board may, pursuant to the authorisation, only decide upon the acquisition of treasury shares using the company's unrestricted shareholders' equity.

The authorisation is required for supporting the company's growth strategy in the company's potential mergers and acquisitions or other arrangements. In addition, shares can be distributed to the company's current shareholders, used for increasing shareholders' ownership value by invalidating shares after their acquisition or used in personnel incentive systems. The authorisation includes the right of the Board to decide upon all other terms and conditions in the acquisition of treasury shares.

The authorisation is proposed to be valid until the next Annual General Meeting; however, no later than 30 June 2017. The previous authorisations are cancelled.

#### 18. Proposal for authorising the Board of Directors to decide on share issues by assigning the treasury shares

Shareholders who in total represent more than 50% of the votes of the company have notified that they will propose that the Annual General Meeting authorise the Board of Directors to decide on the assignment of treasury shares held by the company for payment or without payment so that a maximum of 250,000 shares will be issued on the basis of the authorisation. The maximum amount corresponds to approximately 0.89% of the company's total shares and votes.

The authorisation includes the right of the Board to decide upon all other terms and conditions of the share issue. Thus, the authorisation includes the right to organise a special issue in deviation of the shareholders' subscription rights under the conditions prescribed by law.

The authorisation is proposed for use in supporting the Company's growth strategy in the Company's potential corporate acquisitions or other arrangements. In addition, the shares can be issued to the Company's current shareholders, sold through public trading or used in personnel incentive systems.

The authorisation is proposed to be valid until the next Annual General Meeting; however, no later than 30 June 2017. The previous authorisations are cancelled.

#### 19. Payment of profit bonuses to personnel

The company's Board of Directors proposes to the Annual General Meeting that a profit bonus from 2015 be paid to the personnel employed by the Group.

Shareholders who in total represent more than 50% of the votes of the company have notified that they will propose that the maximum profit bonus is EUR 80 per person per working month over 2015.

## 20. Other issues

## 21. Closing the meeting

**ANNUAL GENERAL MEETING DOCUMENTS ON DISPLAY FOR PUBLIC INSPECTION AND THE ANNUAL REPORT**

The aforementioned Board of Directors' decision proposals on the Annual General Meeting's agenda, this notice of the meeting and the documents concerning the financial statements, including their attachments, are on display for the shareholders three weeks before the Annual General Meeting at the company's head office at Ponsentie 22, Vieremä, and on the company's website at [www.ponsse.com/agm](http://www.ponsse.com/agm). Ponsse Plc's annual report which includes the company's financial statements, Board of Directors' report and auditor's report, will be available on the company's website at <http://www.ponsse.com/investors/financial-information/annual-reports> starting from 18 March 2016. The Board of Directors' proposals and financial statement documents are also available in the Annual General Meeting, and copies of them and this notice of meeting will be sent to shareholders upon request.

**INSTRUCTIONS FOR MEETING PARTICIPANTS**

## a) Right of participation and registration

To be eligible to attend the Annual General Meeting, shareholders must be registered as shareholders in Ponsse Plc's shareholder register maintained by Euroclear Finland Ltd by 31 March 2016. Shareholders whose shares are registered in their personal book-entry account are registered in the company's shareholder register.

Shareholders wishing to attend the Annual General Meeting should notify the Company of their intention to do so by 4:00 pm EET on Thursday, 7 April 2016, either in writing to Ponsse Plc, Share Register, Ponsentie 22, FI-74200 Vieremä, Finland, by telephone on +358 (0)20 768 800, by fax on +358 (0)20 768 8690, or online at [www.ponsse.com/agm](http://www.ponsse.com/agm). Written notifications must arrive before the aforementioned deadline.

Shareholders who are present at the Annual General Meeting will, according to Chapter 5, Section 25, of the Limited Liability Companies Act, have the right to present questions related to the matters discussed at the meeting.

## b) The use of a representative and a power of attorney

Shareholders may take part in the Annual General Meeting and exercise their rights through representatives. Shareholders' representatives must present a dated power of attorney or they must, in another reliable manner, prove their entitlement to represent the shareholder. If a shareholder participates in the Annual General Meeting by a number of representatives who represent the shareholder through shares in different book-entry accounts, the shares on the basis of which each representative represents the shareholder must be indicated.

Any powers of attorney are requested to be submitted as original copies to the aforementioned address before the registration deadline.

c) Holders of administrative-registered shares

Holders of administrative-registered shares are advised to acquire instructions well in advance from their administrator regarding registration in the shareholder register, the issuance of powers of attorney and registration in the Annual General Meeting. The administrator's account management organisation shall notify owners of administrative-registered shares who wish to participate in the Annual General Meeting that they must register in the company's temporary shareholder register no later than on Thursday, 7 April 2016 at 10:00 a.m. EET.

d) Other information

On the day of the notice of the meeting, the company has a total of 28,000,000 shares that confer 28,000,000 votes.

Vieremä, 17 March 2016

PONSSE PLC  
Board of Directors

FURTHER INFORMATION

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DISTRIBUTION

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

*The company was established by forest machine entrepreneur Einari Vidgrén in 1970, and it 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 OMX Nordic List.*