

Notice of Ponsse's Annual General Meeting

Ponsse Plc's ("Ponsse") shareholders are hereby invited to attend the Annual General Meeting, which shall be organized under the temporary legislation due to the coronavirus pandemic to be held on Wednesday 7 April 2021 at 10:00 am in the company's premises at the address of Ponsentie 22, 74200 Vieremä. The reception of the representatives who have registered for the meeting and the distribution of ballot papers will begin at 9.45 a.m.

The company's Board of Directors has decided on an exceptional meeting procedure pursuant to the temporary legislation, which entered into force on 3 October 2020. In order to limit the spread of the COVID 19 pandemic, the Annual General Meeting will be held without the presence of shareholders at the venue.

Shareholders may attend the Annual General Meeting and exercise their shareholder rights only through a representative and by submitting counterproposals or questions in advance. The company strongly recommends that shareholders use the free power of attorney service provided by the company. More detailed instructions can be found in the "Instructions for Meeting Participants" section of this notice.

In addition, the company offers shareholders who have registered for the meeting the opportunity to follow the Annual General Meeting via a video stream. Shareholders following the meeting via video stream are not considered participants in the Annual General Meeting. Accordingly, shareholders will not have the possibility to present questions or vote, among other things, during the meeting.

After the Annual General Meeting, the video stream will continue with a separate Q&A session where shareholders can present questions to the President and CEO. The shareholders should note that the Q&A session is not part of the Annual General Meeting and the questions pursuant to Chapter 5, Section 25 of the Companies Act can be presented in advance. More detailed instructions can be found in the "Instructions for Meeting Participants" section of this notice.

In addition to the meeting staff, the company's President and CEO and Chairman of the Board are present at the meeting.

MATTERS ON THE AGENDA OF THE ANNUAL GENERAL MEETING

1. Opening of the meeting
2. Electing of the Chairman
3. Summoning the secretary
4. Election of persons to scrutinize the minutes and to supervise the counting of votes
5. Recording the legality and quorum of the meeting
6. Recording the attendance at the meeting and adoption of the list of votes
7. Approving the agenda
8. Presentation of the 2020 financial statements, including the consolidated financial statements, and the annual report

THE PRESIDENT AND CEO'S REVIEW

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

Ponsse's Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.60 per share shall be paid for 2020. The dividend shall be paid to all shareholders who are registered in the shareholder register maintained by Euroclear Finland Ltd as a company's shareholder on the dividend record date, 9 April 2021. The dividend shall be paid on 16 April 2021.

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

12. Resolution on the discharge of the members of the Board of Directors and the President and CEO from liability
13. Adoption of the remuneration report of the governing bodies

The remuneration report of the governing bodies for 2020 is presented in Appendix 1 to this notice to the Annual General Meeting and was published in a stock exchange release on 5 March 2021.

The Board of Directors proposes to the Annual General Meeting adopts the remuneration report for the governing bodies for 2020. According to the Companies Act, the resolution is advisory.

Shareholders representing a total of more than 50% of the votes in the company have notified that they will vote in favor of the adoption of the remuneration report of the governing bodies.

14. Resolution on the remuneration of the members of the Board of Directors and the auditor

Shareholders who in total represent more than 50% of the votes in the company have proposed to the Annual General Meeting that the remuneration payable to the members of the Board of Directors will remain unchanged.

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

Shareholders who in total represent more than 50% of the votes of the company have proposed to the Annual General Meeting that the auditors be paid a fee in accordance with a reasonable invoice presented to the company.

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

Shareholders who in total represent more than 50% of the votes of the company have proposed to the Annual General Meeting that the number of the members of the Board of Directors shall be seven (7).

16. Election of the members of the Board of Directors

Shareholders representing a total of more than 50% of the voting power of the company have proposed to the Annual General Meeting that Mammu Kaario, Matti Kylävainio, Juha Vanhainen, Janne Vidgrén, Juha Vidgrén, Jukka Vidgrén and Jarmo Vidgrén will be re-elected as the members of the Board of Directors.

17. Election of the Auditor

The Board of Directors proposes that KPMG Oy Ab be elected as the company's auditor for the financial year 2021. KPMG Oy Ab has announced that Ari Eskelinen, Authorized Public Accountant, will act as the principal auditor.

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

18. Proposal on authorising the Board of Directors to decide on the repurchase of the Company's own shares

Shareholders who in total represent more than 50% of the votes of the company have proposed to the Annual General Meeting that the Annual General Meeting would authorise the Board of Directors to decide on the repurchase of a maximum of 250,000 of the company's own shares in one or several instalments. 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 for according to the rules of the Stock Exchange and Euroclear Finland Ltd.

The Board may, pursuant to the authorisation, only decide on the repurchase of the company's own shares with funds from the company's unrestricted shareholders' equity.

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

The authorisation is proposed to be valid until the next Annual General Meeting; however, no later than 30 June 2022. The previous authorisations are cancelled.

19. Proposal for authorising the Board of Directors to decide on share issues by issuing the company's own shares

Shareholders who in total represent more than 50% of the votes of the company have proposed to the Annual General Meeting that the Annual General Meeting authorise the Board of Directors to decide on the issuance of the company's own shares in one or more instalment against payment or without payment a maximum of 250,000 shares could be issued based on 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 directed 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 programme. A directed issue may only be free of charge if there is a particularly weighty economic reason for this considering the company, taking into account the interests of the company and all of its shareholders.

The authorisation is proposed to be valid until the next Annual General Meeting; however, no later than 30 June 2022. The previous authorisations are cancelled.

20. Proposal for authorising the Board of Directors to decide on share issues

Shareholders who in total represent more than 50% of the votes of the company have proposed to the Annual General Meeting that the Annual General Meeting authorise the Board of Directors to decide on a directed share issue and to issue special rights entitling to shares as referred to in Section 10(1) of the Finnish Limited Liability Companies Act, in one or more tranches, for payment or without a payment.

Based on the authorisation, a maximum of 200,000 shares can be issued, which is approximately 0.7% of the current total number of shares in the company. Shares can be issued as part of the company's share-based incentive programmes. The Board of Directors will decide on all the terms and conditions for the granting of special rights entitling to shares in the share issue. Based on the authorisation, a derogation from the pre-emptive subscription right of shareholders (directed share issue) may be granted for the special rights entitling to shares. A directed issue may only be free of charge if there is a particularly weighty economic reason for this considering the company, taking into account the interests of the company and all of its shareholders.

The authorisation is valid until the next Annual General Meeting; however, no later than 30 June 2022.

21. Payment of profit bonuses to personnel

The company's Board of Directors proposes to the Annual General Meeting that a maximum of EUR 100 profit bonus per person per working month be paid for 2020 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 vote in favour of the proposal of the Board of Directors.

22. Other issues

23. Closing the meeting

DOCUMENTS OF THE ANNUAL GENERAL MEETING

The aforementioned Board of Directors' proposals on the Annual General Meeting's agenda, this notice of the meeting, the documents concerning the financial statements, including their attachments, and the remuneration report are available 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.

Ponsse Plc's annual report, which includes the company's financial statements, Board of Directors' report and auditor's report, are available on the company's website at www.ponsse.com/investors/financial-information/annual-reports on 17 March 2021 at the latest. The company's corporate governance statement, remuneration policy and remuneration report are available on the company's website at www.ponsse.com/investors/corporate-info.

The Board of Directors' proposals, financial statements documents and remuneration report will also be available at the Annual General Meeting, and copies of them and this notice of meeting will be sent to shareholders upon request. Minutes of the Annual General Meeting will be available on the aforementioned websites no later than on 21 April 2021.

INSTRUCTIONS FOR MEETING PARTICIPANTS

In order to limit the spread of the COVID-19 pandemic, the Annual General Meeting will be held in such a way that a shareholder will not be able to attend the Annual General Meeting at the meeting venue. A shareholder may exercise his/her/its rights in accordance with the instructions below only through a representative. A shareholder's representative may attend the meeting on site.

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 the record date of 24 March 2021. Shareholders whose shares are registered in their personal book-entry account are registered in the company's shareholder register.

The registration to the annual general meeting begins on 12:00 p.m. EET on 17 March 2021 when the deadline for the submission of proposals to be put for the vote on set out in section (e) below has expired. A shareholder entered in the company's shareholder register who wishes to participate in the Annual

General Meeting must register for the Annual General Meeting at the latest on 4:00 p.m. EET on 29 March 2021. Registration can be done either online at www.ponsse.com/agm or in writing to Ponsse Plc, Share Register, Ponsentie 22, FI-74200 Vieremä, Finland, or. Written notifications must arrive before the aforementioned deadline.

When registering, shareholders must provide their name, personal identity code or business ID and telephone number, as well as the name and personal identity code of a possible representative, and the name of a possible assistant. Personal data will only be used to process registrations for the Annual General Meeting and other related registrations required.

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

Shareholders may take part in the Annual General Meeting and exercise their rights only through representatives.

The Company encourages shareholders to exercise their voting rights by issuing a power of attorney using the power of attorney service provided by the Company, in accordance with the instructions below.

To exercise their right to vote, shareholders are encouraged to authorise legal counsel Jaana Tervakoski from Asianajotoimisto Kääriäinen Oy or her appointed representative to represent shareholders and exercise their right to vote at the Annual General Meeting on their behalf. The introduction and contact information of the designated representative are available at www.ponsse.com/agm. The aforementioned authorisation is free of charge for shareholders. In addition to issuing a power of attorney, shareholders must also register for the Annual General Meeting in accordance with this notice.

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.

The power of attorney and voting instructions will be available at www.ponsse.com/agm at the latest at 12:00 p.m. EET on 17 March 20201, after the deadline for counterproposals to be put to the vote has expired. Power of attorneys and voting instructions should be sent completed via email to tanja.kyllonen@ponsse.com, by post to Ponsse Plc, Share Register, Ponsentie 22, FI-74200 Vieremä or

by telephon on +358 40 741 4395 before the end of the registration period by 4:00 p.m. EET on 29 March 2021.

c) Holders of administrative-registered shares

Holders of administrative-registered shares have the right to participate in the Annual General Meeting by virtue of the shares, on the basis of which they have the right to be registered in the shareholder register maintained by Euroclear Finland Ltd on the record date of 24 March 2021. To be eligible to participate, shareholders must also be temporarily registered, by virtue of these shares, in the shareholder register maintained by Euroclear Finland Ltd by 10:00 a.m. EET on 31 March 2021. With regard to administrative-registered shares, this will be deemed as a registration for the Annual General Meeting. Any changes in shareholding following the AGM record date do not affect the right to participate in the Annual General Meeting or the number of votes held by each shareholder.

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 holders of administrative-registered shares who wish to participate in the Annual General Meeting that they must register in the company's temporary shareholder register by the aforementioned date and shall arrange for voting on behalf of the holder of administrative-registered shares.

d) Instructions for submitting counterproposals to decision proposals and sending advance questions

Shareholders holding at least one hundredth of all the company's shares within the meaning of the interim law have the right to make a counterproposal to the voting proposals on the agenda of the Annual General Meeting. Such counterproposals must be submitted to Ponsse via e-mail to the address tanja.kyllonen@ponsse.com or by mail to the address Ponsse Oyj, Osakerekisteri, Ponsentie 22, 74200 Vieremä at the latest by 4.00 p.m. EET on 16 March 2021, by when the counterproposals must be received. Shareholders who make a counterproposal must submit a statement of their ownership in connection with the submission of the counterproposal.

The counterproposal will be considered at the Annual General Meeting, provided that the shareholder has the right to participate in the Annual General Meeting and the shareholder owns at least one hundredth of all the company's shares on the record date of the Annual General Meeting. If the counterproposal is not considered at the General Meeting, the votes cast in favor of the counterproposal shall be disregarded.

Ponsse shall publish any counterproposals to be put to the vote on Ponsse's website at www.ponsse.com/agm at the latest by 12.00 p.m. EET on 17 March 2021.

A shareholder may ask questions referred to in Chapter 5, Section 25 of the Companies Act regarding matters to be discussed at the meeting via link available on Ponsse's website at www.ponsse.com/agm by 22 March 2021. Such questions from shareholders, the answers of the company's management to them and any counterproposals not to be put for the vote will be available on the company's website no later than 25 March 2021. A prerequisite for asking questions is that the shareholder submits a sufficient statement of his or her shareholding.

e) Special arrangements for the Annual General Meeting

We hope that shareholders will understand the changes to the Annual General Meeting arrangements described above caused by the coronavirus pandemic and will favor the power of attorney service provided by the company and will follow the Annual General Meeting via video stream. The Annual General Meeting can only be held if the instructions and restrictions related to the coronavirus pandemic of the Finnish authorities can be complied with.

Ponsse will apply the following special arrangements at the Annual General Meeting to protect the health of shareholders' representatives and the company's representatives:

- The Annual General Meeting will be as brief as possible, covering the matters listed in the notice of the meeting.
- Of the members of the company's Board of Directors, only the Chairman of the Board is present.
- There will be no catering or special programme at the Annual General Meeting.
- The movement of persons present at the meeting is restricted to the meeting room.
- The meeting follows the guidelines recommended by the authorities.

Due to the exceptional situation, Ponsse requests shareholders to monitor and read the Annual General Meeting instructions available on the company's website (www.ponsse.com/agm) beforehand. The instructions will be updated as necessary.

f) Instructions for watching a live video stream

Shareholders may follow the Annual General Meeting via a live video stream on the internet. The link will be sent to shareholders who have registered to the meeting if the shareholder has informed his/her e-mail address when registering.

We request shareholders to note that shareholders following the Annual General Meeting via a video stream will not be registered as being present at the meeting, and the video feed does not allow shareholders to vote at the Annual General Meeting.

g) Other information

On the date of the notice of the Annual General Meeting, the company has a total of 28,000,000 shares, producing 28,000,000 votes.

Vieremä, 11 March 2020

PONSSE PLC

Board of Directors

FURTHER INFORMATION

Petri Härkönen, CFO, tel. 020 768 800 or 050 409 8362

DISTRIBUTION

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www.ponsse.com

Ponsse Plc specialises 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.

APPENDIX 1: The company's remuneration report of the governing bodies 2020