

Resolutions of Ponsse Plc's Annual General Meeting and organizing meeting of the Board of Directors

Ponsse Plc, Decisions of general meeting, 8 April 2025 at 2.30 p.m. EEST

Ponsse Plc's Annual General Meeting was held on 8 April 2025. The Board of Directors elected at the Annual General Meeting was organized after the Annual General Meeting. The Annual General Meeting supported all of the proposals by the Board of Directors and the Shareholders.

Financial statements for the financial year 1.1. – 31.12.2024

The Annual General Meeting approved the financial statements and the consolidated financial statements for the financial year 1 January – 31 December 2024 and discharged the members of the Board of Directors and CEO from liability.

Payment of dividend

The Annual General Meeting decided that a dividend of EUR 0.50 per share will be paid for the financial year of 1 January – 31 December 2024. The dividend will be paid to all shareholders who are listed in the shareholder register of the company maintained by Euroclear Finland Oy on the record date of 10 April 2025. The payment date of the dividend is 17 April 2025.

Profit commission to personnel

The Annual General Meeting decided that a maximum of EUR 100 profit commission (in Finnish "voittopalkkio") per person per working month be paid for financial year 2024 to the personnel employed by the group. The Board of Directors was authorized to decide on other matters relating to the payment of the profit commission.

Remuneration report for the company's governing bodies

The Annual General Meeting approved the remuneration report for the company's governing bodies for year 2024. The resolution was advisory.

Members of the Board of Directors and remuneration

The Annual General Meeting confirmed that the Board of Directors consists of seven (7) members. The Annual General Meeting re-elected Jarmo Vidgren, Mammu Kaario, Terhi Koipijärvi, Matti Kylävaio, Ilpo Marjamaa and Juha Vanhainen, and elected Juha Vidgren as new member for the term starting at the end of the Annual General Meeting on 8 April 2025 and ending at the end of the Annual General Meeting following the election. Information relevant to the work of the Board of Directors of all elected persons has been presented on the company's website.

The Annual General Meeting resolved on an annual compensation of EUR 48,000 for the Chairperson of the Board of Directors, EUR 45,000 for the Deputy Chairperson of the Board of Directors, and EUR 38,000 for the ordinary members of the Board of Directors. Travel expenses will be reimbursed in accordance with the company's travel policy.

Auditor and sustainability reporting assurance provider

The Annual General Meeting elected Public Accountant KPMG Oy Ab as the company's auditor as well as the sustainability reporting assurance provider. KPMG Oy Ab has announced that Ari Eskelinen,

Authorized Public Accountant, will continue to act as the principal auditor, and APA, authorized sustainability auditor (ASA) Anna-Riikka Maunula will act as the principal authorized sustainability auditor. The remuneration to the auditor and the sustainability reporting assurance provider will be paid according to the reasonable invoice approved by the company.

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

The Annual General Meeting resolved to authorize the Board of Directors to decide on the repurchase of a maximum of 250,000 company's own shares in one or more tranches, corresponding 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 was 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 until 30 June 2026. The authorization cancels the authorization given to the Board of Directors by the Annual General Meeting on 9 April 2024.

Authorization to the Board of Directors to decide on the share issue, options and other special rights entitling to shares

The Annual General Meeting resolved to authorize the Board of Directors to 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. 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 until 30 June 2026. The authorization cancels the authorization given to the Board of Directors by the Annual General Meeting on 9 April 2024.

Minutes of the Annual General Meeting

Minutes of the Annual General Meeting will be available at the latest on 22 April 2025 on the company's website at <https://www.ponsse.com/en/company/investors/annual-general-meeting>.

Organizing meeting of the Board of Directors

At its organizing meeting convened after the Annual General Meeting, the Board of Directors decided to elect Jarmo Vidgren as Chairperson of the Board of Directors and Mammu Kaario as the Deputy Chairperson of the Board of Directors.

Vieremä, Finland, 8 April 2025

PONSSE PLC
Board of Directors

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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.