

**Proposals by the Board of Directors of Ponsse Plc to the Annual General Meeting on 9 April 2024****1. Resolution on the use of the profit shown on the balance sheet and the distribution of dividend**

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 2023. 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 11 April 2024. The Board of Directors proposes that the dividend pay date be 18 April 2024.

**2. 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 2023 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.

**3. Handling 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 2023. According to the Finnish Companies Act, the resolution is advisory. The remuneration report has been available on the company's website since 13 March 2024.

**4. Handling of the remuneration policy for governing bodies**

The Board of Directors proposes to the Annual General Meeting the adoption of the updated remuneration policy for the governing bodies of Ponsse. According to the Finnish Companies Act, the resolution is advisory. The remuneration policy is attached to the notice of the Annual General Meeting.

**5. Resolution on the remuneration of the auditor**

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

For the sake of clarity, it is noted that the elected auditor would also be paid remuneration for services rendered for sustainability reporting assurance services according to a reasonable invoice approved by the Board of Directors.

**6. Election of the auditor**



The Board of Directors proposes to the Annual General Meeting that KPMG Oy Ab be elected as the company's auditor. KPMG Oy Ab has announced that Ari Eskelinen, Authorized Public Accountant, will continue to 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.

The company shall prepare its first statutory sustainability report for the financial period 2024. If KPMG Oy Ab is elected as the company's auditor, it shall, in accordance with the transitional provisions of the amended Finnish Companies Act (1252/2023), also act as the sustainability reporting assurance provider of the company until the end of the next Annual General Meeting.