

Proposals by the Board of Directors of Ponsse Plc to the Annual General Meeting on 8 April 2026

1. 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.

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 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.

3. 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.

4. 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.

5. 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.



6. 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.

7. 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.