

UNOFFICIAL TRANSLATION

ANNUAL GENERAL MEETING OF PONSSE PLC

- Date:** 8 April 2026 from 11 a.m. to 12:38 p.m.
- Place:** The company's premises, Ponssentie 22, 74200 Vieremä
- Participants:** The shareholders set out in the list of votes adopted at the meeting ([Appendix 1](#)) were present or represented at the meeting.

In addition, all members of the Board of Directors were present at the meeting venue: Mammu Kaario, Matti Kylävainio, Terhi Koipijärvi, Ilpo Marjamaa, Juha Vanhainen, Jarmo Vidgren, Juha Vidgren and the new candidate for the Board, Sanna Otava. Also present were the company's principal auditor, Ari Eskelinen, and the principal sustainability reporting auditor, Anna-Riikka Maunula, from KPMG Oy Ab, as well as the principal auditor, Markku Katajisto, designated by the proposed new audit firm PricewaterhouseCoopers Oy, members of the company's senior management and technical staff.

1. Opening of the meeting

The Chair of the Board of Directors, Jarmo Vidgren, opened the meeting.

2. Calling the meeting to order

Jari Kääriäinen, Master of Laws, trained on the bench and Attorney-at-Law, was elected as Chair of the General Meeting. The Chair called Mervi Immonen, the company's Legal Director, to act as secretary of the meeting.

The Chair explained the procedures for the handling of the matters on the agenda of the meeting.

It was noted that the meeting was held in Finnish.

It was noted that the proposals of the Board of Directors and the shareholders to the Annual General Meeting had been included in the notice to the Annual General Meeting published by a stock exchange release on 11 March 2026 and had been available to the shareholders on the company's website as of the above-mentioned date.

It was noted that shareholders registered in the shareholders' register on the record date of the Annual General Meeting had had the opportunity to vote in advance on items 7–20 on the agenda of the Annual General Meeting. Certain custodian banks representing nominee-registered shareholders had also participated in the advance voting on behalf of the shareholders represented by them. It was noted that all proposals for resolution subject to advance voting were deemed to have been presented to the Annual General Meeting without amendment. The Chair explained the votes cast in advance and the distribution of such votes.

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The Chair noted that votes cast against a proposal and abstaining votes would be recorded in the minutes under the relevant agenda items. To the extent that, due to the nature of the matter, it was not possible to vote against a proposal for resolution without making a counterproposal, and a resolution on the matter was required under the law or the Articles of Association to be made by the Annual General Meeting, it had not been possible to cast a vote against the proposal through advance voting in respect of such matter. Any advance vote cast against a proposal in such an agenda item would be treated as an opinion and would not be recorded in the minutes.

As each proposal for resolution made to the Annual General Meeting as set out in the notice to the Annual General Meeting had been supported by the majority required by law on the basis of the advance votes cast, a full count of votes was not carried out unless specifically requested by a shareholder present at the meeting.

A summary of the votes cast in advance voting was appended to the minutes ([Appendix 2](#)).

3. Election of persons to scrutinize the minutes and supervise the counting of votes

Mari Komulainen and Mikko Paananen were elected to scrutinize the minutes. They were also appointed to supervise the counting of votes.

4. Recording the legality of the meeting

It was noted that the notice to the meeting had been published as a stock exchange release and on the company's website on 11 March 2026. In addition, information regarding the time, place, and registration options of the Annual General Meeting had been published in newspaper Iisalmen Sanomat on 12 March 2026.

It was noted that the meeting had been convened in accordance with the articles of association and the Finnish Limited Liability Companies Act.

It was noted that the meeting was legally convened and constituted a quorum.

The notice to the Annual General Meeting was appended to the minutes ([Appendix 3](#)).

5. Recording the attendance at the meeting and adoption of the list of votes

It was noted that the shareholders who had duly registered for the Annual General Meeting before the end of the registration period and who had the right to participate in the General Meeting pursuant to Chapter 5, Sections 6 and 6a of the Finnish Limited Liability Companies Act and who had either voted in advance during the advance voting period or participated in the Annual General Meeting at the meeting venue were deemed as shareholders participating in the meeting.

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A list of participants at the opening of the meeting and the list of votes were presented. According to these, 130 shareholders were present at the Annual General Meeting either by voting in advance, attending the meeting in person, or being represented by a statutory representative or authorized proxy representative. It was recorded that at the beginning of the meeting, a total of 21,623,438 shares and votes were represented, corresponding to approximately 77,23% of all the shares and votes in the company.

The list of participants and the list of votes at the opening of the meeting were appended to the minutes ([Appendix 1](#)). It was noted that the list of votes would be adjusted to correspond to the attendance at the beginning of a possible vote.

6. Presentation of the financial statements, including the consolidated financial statements, the report of the Board of Directors, the auditor's report and the sustainability reporting assurance report for the financial year 1 January - 31 December 2025

It was noted that the financial statements, consolidated financial statements, the report of the Board of Directors, the auditor's report, and the sustainability reporting assurance report for the financial year 1 January 2025 - 31 December 2025 had been published by stock exchange release on 11 March 2026 and had been available on the company's website as of the date of publication. Said documents were also available at the meeting venue.

The President and CEO, Juho Nummela presented a review of the President and CEO. The CEO's review was appended to the minutes ([Appendix 4](#)).

The company's principal auditor, Ari Eskelinen, presented the auditor's report. The principal authorized sustainability auditor, Anna-Riikka Maunula briefly presented the main points of the sustainability reporting assurance report. The auditor's report ([Appendix 5](#)) and the sustainability reporting assurance report ([Appendix 6](#)) were appended to the minutes.

It was noted that the financial statements, consolidated financial statements, the report of the Board of Directors, the auditor's report, and the sustainability reporting assurance report had been presented to the Annual General Meeting in accordance with the requirements of the law. The financial statement documents were appended to the minutes ([Appendix 7](#)).

7. Adoption of the financial statements and the consolidated financial statements

The Annual General Meeting resolved to adopt the financial statements and the consolidated financial statements for the financial year 1 January 2025 - 31 December 2025.

It was recorded that, under this item, of the votes cast in advance and the voting instructions submitted in advance, 21,557,050 were votes in favor. There were no votes against or abstaining votes.

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8. Resolution on the use of the profit shown on the balance sheet and the distribution of dividend

It was noted that the parent company's distributable equity as of 31 December 2025 totaled EUR 247,041,678.72 of which net profit for the financial year was EUR 12,773,250.03.

It was noted that the Board of Directors had proposed to the Annual General Meeting that a dividend of EUR 0.55 per share be distributed from the company's distributable equity for the financial year 2025. According to the proposal, the dividend would be paid to shareholders who on the dividend record date of 10 April 2026 are recorded in the company's shareholder register maintained by Euroclear Finland Ltd. The Board of Directors had proposed that the dividend be paid on 17 April 2026.

It was noted that the proposal was included in full in the notice to the meeting appended to the minutes ([Appendix 3](#)).

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, that a dividend of EUR 0.55 per share be distributed from the company's distributable equity for the financial year 2025. The dividend will be paid to shareholders who on the dividend record date of 10 April 2026 are recorded in the shareholder register maintained by Euroclear Finland Ltd. The dividend pay date is 17 April 2026.

It was recorded that, under this item, of the votes cast in advance and the voting instructions submitted in advance, 21,557,050 were votes in favor. There were no votes against or abstaining votes.

9. Payment of profit commission to personnel

It was noted that the Board of Directors had proposed to the Annual General Meeting that a profit commission of EUR 100 per person per working month be paid to the personnel employed by the group for the financial year 2025. According to the proposal, the Board of Directors would be authorized to decide on other matters related to the payment of the profit commission.

It was noted that the proposal was included in full in the notice to the meeting appended to the minutes ([Appendix 3](#)).

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, that a profit commission of up to EUR 100 per person per working month be paid to the personnel employed by the group for the financial year 2025. The Board of Directors was authorized to decide on other matters related to the payment of the profit commission.

It was recorded that, under this item, of the votes cast in advance and the voting instructions submitted in advance, 21,556,900 were votes in favor and 150 were abstaining votes. There were no votes against.

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10. Resolution on the discharge of the members of the Board of Directors and the CEO from liability for the financial year 1 January - 31 December 2025

It was noted that the resolution on discharge from liability concerns all persons who served as members of the Board of Directors or as CEO during the financial year 1 January - 31 December 2025. These persons are:

Jarmo Vidgren, Chair of the Board of Directors

Mammu Kaario, Member of the Board

Terhi Koipijärvi, Member of the Board

Matti Kylävainio, Member of the Board

Ilpo Marjamaa, Member of the Board

Juha Vanhainen, Member of the Board

Juha Vidgren, Member of the Board (as of 8 April 2025)

Jukka Vidgren, Member of the Board (until 8 April 2025)

Juho Nummela, President and CEO

The Annual General Meeting resolved to discharge the above-mentioned members of the Board of Directors and the President and CEO from liability for the financial year 1 January 2025 - 31 December 2025.

It was recorded that, under this item, of the votes cast in advance and the voting instructions submitted in advance, 11,572,938 were votes in favor. There were no votes against or abstaining votes.

11. Adoption of the remuneration report for governing bodies

It was recorded that the Board of Directors had proposed to the Annual General Meeting the adoption of the remuneration report of Ponsse's governing bodies for 2025. It was noted that the remuneration report had been available on the company's website since 11 March 2026 and was also available at the meeting venue.

The remuneration report for governing bodies 2025 was appended to the minutes ([Appendix 8](#)).

The Annual General Meeting resolved to adopt the remuneration report. The resolution was advisory.

It was recorded that, under this item, of the votes cast in advance and the voting instructions submitted in advance, 18,730,573 were votes in favor and 2,738,128 were votes against. There were no abstaining votes.

12. Resolution on the remuneration of the members of the Board of Directors

It was noted that shareholders representing in total more than 50 percent of the company's voting rights had proposed to the Annual General Meeting that the

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remuneration of the members of the Board of Directors remain unchanged and that the following annual remuneration be paid to the members of the Board of Directors for the term starting at the closing of the Annual General Meeting on 8 April 2026 and ending at the closing of the Annual General Meeting following the election:

- EUR 48.000 to the Chair of the Board of Directors,
- EUR 45.000 to the Vice-Chair of the Board of Directors, and
- EUR 38.000 to each of the other members of the Board of Directors.

It was further noted that the same shareholders had proposed that travel expenses related to meetings of the Board of Directors be reimbursed in accordance with the company's travel policy.

It was noted that the proposal was included in full in the notice to the meeting appended to the minutes (Appendix 3).

The Annual General Meeting resolved that remuneration be paid to the members of the Board of Directors in accordance with the proposal of the above-mentioned shareholders.

It was recorded that, under this item, of the votes cast in advance and the voting instructions submitted in advance, 21,552,550 were votes in favor. There were no votes against or abstaining votes.

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

It was noted that according to the articles of association, the Board of Directors shall consist of a minimum of five (5) and a maximum of eight (8) members. The current number of members of the Board of Directors is seven (7).

It was noted that shareholders representing in total more than 50 percent of the company's voting rights had proposed to the Annual General Meeting that the number of members of the Board of Directors be confirmed as eight (8).

It was noted that the proposal was included in full in the notice to the meeting appended to the minutes (Appendix 3).

The Annual General Meeting resolved, in accordance with the proposal of the above-mentioned shareholders, that the number of members of the Board of Directors shall be eight (8).

It was recorded that, under this item, of the votes cast in advance and the voting instructions submitted in advance, 21,552,400 were votes in favor. There were no abstaining votes. As the nature of the matter does not allow for opposing votes without a counterproposal, any such votes not accompanied by a counterproposal are not considered as votes cast and are therefore not recorded in the minutes of the meeting.

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14. Election of the members of the Board of Directors

It was noted that shareholders representing in total more than 50 percent of the company's voting rights had proposed to the Annual General Meeting that, for the term beginning at the closing of the Annual General Meeting on 8 April 2026 and ending at the closing of the Annual General Meeting following the election, the current members of the Board of Directors Jarmo Vidgren, Mammu Kaario, Terhi Koipijärvi, Matti Kylävainio, Ilpo Marjamaa, Juha Vanhainen and Juha Vidgren be re-elected. It was proposed that Sanna Otava be elected as a new member of the Board of Directors.

It was noted that the aforementioned candidates had given their consent to be elected.

It was noted that the proposal was included in full in the notice to the meeting appended to the minutes (Appendix 3).

The Annual General Meeting resolved, in accordance with the proposal of the above-mentioned shareholders, to elect as members of the Board of Directors the persons proposed by the shareholders: Jarmo Vidgren, Mammu Kaario, Terhi Koipijärvi, Matti Kylävainio, Ilpo Marjamaa, Sanna Otava, Juha Vanhainen and Juha Vidgren.

It was recorded that, under this item, of the votes cast in advance and the voting instructions submitted in advance, 21,400,157 were votes in favor. There were no abstaining votes. As the nature of the matter does not allow for opposing votes without a counterproposal, any such votes not accompanied by a counterproposal are not considered as votes cast and are therefore not recorded in the minutes of the meeting.

15. Resolution on the remuneration of the auditor

It was noted that the Board of Directors had proposed to the Annual General Meeting that the remuneration to the auditor be paid in accordance with a reasonable invoice approved by the company.

It was noted that the proposal was included in full in the notice to the meeting appended to the minutes (Appendix 3).

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, that the auditor's fee will be paid in accordance with a reasonable invoice approved by the company.

It was recorded that, under this item, of the votes cast in advance and the voting instructions submitted in advance, 21,552,550 were votes in favor. There were no votes against or abstaining votes.

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16. Election of the auditor

It was noted that, according to the articles of association, the company shall have one auditor, which shall be an audit firm approved by the Finland Chamber of Commerce. The term of office of the auditor ends at the closing of the first Annual General Meeting following the election.

It was noted that the Board of Directors had proposed to the Annual General Meeting that the audit firm PricewaterhouseCoopers Oy be elected as the Company's auditor. The audit firm PricewaterhouseCoopers Oy had informed that APA Markku Katajisto would act as the principal auditor for the Company's audit. According to the proposal, the auditor's term of office would expire at the close of the next Annual General Meeting following the election.

It was noted that the proposal was included in full in the notice to the meeting appended to the minutes ([Appendix 3](#)).

Markku Katajisto, the principal auditor notified by PricewaterhouseCoopers Oy, was introduced and gave a brief presentation.

The General Meeting resolved, in accordance with the proposal of the Board of Directors, to elect the audit firm PricewaterhouseCoopers Oy as the Company's auditor for a term expiring at the close of the next Annual General Meeting following the election, with APA Markku Katajisto acting as the principal auditor.

It was recorded that, under this item, of the votes cast in advance and the voting instructions submitted in advance, 21,557 050 were votes in favor. There were no votes against or abstaining votes.

17. Resolution on the remuneration of the sustainability reporting assurance provider

It was noted that the Board of Directors had proposed to the Annual General Meeting that the remuneration for the sustainability reporting assurance provider be paid in accordance with a reasonable invoice approved by the company.

It was noted that the proposal was included in full in the notice to the meeting appended to the minutes ([Appendix 3](#)).

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, that the remuneration to the sustainability reporting assurance provider be paid in accordance with a reasonable invoice approved by the company.

It was recorded that, under this item, of the votes cast in advance and the voting instructions submitted in advance, 21,556,543 were votes in favor. There were no votes against or abstaining votes.

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18. Election of the sustainability reporting assurance provider

It was noted that the Board of Directors had proposed to the Annual General Meeting that the authorized sustainability audit firm PricewaterhouseCoopers Oy be elected as the Company's sustainability reporting assurer for a term continuing until the close of the next Annual General Meeting. PricewaterhouseCoopers Oy had informed that, if elected as the Company's sustainability reporting assurance provider, APA, Authorized Sustainability Auditor (ASA) Markku Katajisto would act as the principal sustainability auditor.

It was noted that the proposal was included in full in the notice to the meeting appended to the minutes ([Appendix 3](#)).

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, to elect the authorized sustainability audit firm PricewaterhouseCoopers Oy as the Company's sustainability reporting assurance provider for a term continuing until the close of the next Annual General Meeting, with APA, Authorized Sustainability Auditor (ASA) Markku Katajisto acting as the principal sustainability auditor.

It was recorded that, under this item, of the votes cast in advance and the voting instructions submitted in advance, 21,556,543 were votes in favor. There were no votes against or abstaining votes.

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

It was noted that shareholders representing in total more than 50 percent of the company's voting rights had proposed to the Annual General Meeting that the Annual General Meeting authorize the Board of Directors to decide on the repurchase of the company's own shares as follows:

A maximum of 250,000 shares may be repurchased in one or more tranches. The maximum amount corresponds 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 will be 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

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the company to do so as provided for in Chapter 15, Section 6 of the Finnish Limited Liability 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 30 June 2027. The authorization cancels the authorization given to the Board of Directors by the Annual General Meeting on 8 April 2025.

It was noted that the proposal was included in full in the notice to the meeting appended to the minutes (Appendix 3).

The Annual General Meeting resolved to authorize the Board of Directors to decide on the repurchase of the company's own shares in accordance with the proposal of the above-mentioned shareholders.

It was recorded that, under this item, of the votes cast in advance and the voting instructions submitted in advance, 21,555,150 were votes in favor and 150 were votes against. There were no abstaining votes.

20. Authorization to the Board of Directors to decide on the share issue and the issuance of option rights and other special rights entitling to shares

It was noted that shareholders representing in total more than 50 percent of the company's voting rights had proposed to the Annual General Meeting that the Board of Directors be authorized to decide on a share issue and on the issuance of option rights and other special rights entitling to shares referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act, in one or more tranches, as follows:

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

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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 30 June 2027. The authorization cancels the authorization given to the Board of Directors by the Annual General Meeting on 8 April 2025.

It was noted that the proposal was included in full in the notice to the meeting appended to the minutes (Appendix 3).

The Annual General Meeting resolved to authorize the Board of Directors to decide on a share issue as well as on the issuance of option rights and other special rights entitling to shares referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act, in accordance with the proposal of the above-mentioned shareholders.

It was recorded that, under this item, of the votes cast in advance and the voting instructions submitted in advance, 21,375,068 were votes in favor and 90,883 were votes against. There were no abstaining votes.

21. Kokouksen päättäminen

The Chair noted that the items on the meeting agenda had been attended to.

The Chair noted that the minutes of the meeting will be available to shareholders on the company's website no later than 22 April 2026.

The Chair declared the meeting closed at 12:38 p.m.

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Chair of the Annual General Meeting

JARI KÄÄRIÄINEN

Jari Kääriäinen

In fidem:

MERVI IMMONEN

Mervi Immonen

Minutes scrutinized and approved by:

MARI KOMULAINEN

Mari Komulainen

MIKKO PAANANEN

Mikko Paananen

APPENDICES

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