

CORPORATE GOVERNANCE STATEMENT 2024

PONSSE PLC



CORPORATE GOVERNANCE STATEMENT

CONTENTS

Introduction	3
Ponsse's governing bodies	3
Annual General Meeting	4
Board of Directors	4
President and CEO	7
Management Team	7
Main features of the internal control and risk management systems	8
Other information	11
Audit	11
Insider management	11
Related-party transactions	12

INTRODUCTION

Corporate governance at Ponsse Plc (“the company” or “Ponsse”) is based on Finnish legislation, Ponsse’s Articles of Association and policies set by the company’s administrative bodies. In addition, the company complies with the Financial Supervisory Authority’s guidelines and regulations.

Ponsse’s Corporate Governance Statement has been prepared in accordance with the Corporate Governance Code 2025 issued by the Securities Market Association. The Corporate Governance Code 2025 is available at www.cgfinland.fi. Ponsse follows the recommendations of the Corporate Governance Code without exception.

This statement has been issued separately from Ponsse’s Board of Directors’ report, and it has been reviewed and approved by the Board of Directors. KPMG Oy Ab, the company’s auditor, has estimated that the description of the main features of internal control and risk management systems related to the financial reporting process are in line with the financial statements. The statement will be available on Ponsse’s website at <https://www.ponsse.com/en/company/investors/corporate-info#/> when the financial statements and the annual report are published. Other information related to the company’s governance is also available on Ponsse’s website.

PONSSE’S GOVERNING BODIES

At Ponsse, the highest decision-making power is exercised by the shareholders at the Annual General Meeting. The company’s operations are led by the Board of Directors and the CEO. The Management Team supports the CEO in the management of the company.



Annual General Meeting

The shareholders exercise their decision-making power at the Annual General Meeting, where they have the right to speak, present questions and vote. In accordance with the Limited Liability Companies Act and the Articles of Association, the Annual General Meeting decides on matters falling into its competence, including the following:

- the adoption of the financial statements
- the use of the profit shown on the balance sheet
- the election of the members of the Board of Directors and the decision on their remuneration
- discharging the members of the Board of Directors and the President and CEO from liability
- the election of the external auditor and the decision on the external auditor's compensation

The Annual General Meeting is held once a year on a date determined by the company's Board of Directors, however, before the end of June. Meetings are held in Vieremä, Iisalmi or Kajaani. The Annual General Meeting is convened by the company's Board of Directors. A notice of the Annual General Meeting is published on Ponsse's website and, at the discretion of the Board, in a broad-circulation newspaper, no earlier than three (3) months and no later than twenty-one (21) days before the Annual General Meeting. The agenda and other documents related to the Annual General Meeting are made available on the company's website no later than twenty-one (21) days before the Annual General Meeting. To be eligible to participate in the Annual General Meeting, shareholders must notify the company of their intention to attend no later than on the day mentioned in the notice of Annual General Meeting, which may be no earlier than ten (10) days before the meeting.

A shareholder may also submit matters for inclusion on the agenda of the Annual General Meeting if the matter falls within the competence of the Annual General Meeting and a written request has been made to the Board of Directors to include the matter on the agenda no later than the date set by the company, which may not be earlier than four weeks before the date of publication of the notice of the meeting. Ponsse's website contains more detailed information about the rights of shareholders to have a matter of concern to them dealt with at the Annual General Meeting, the rights of shareholders to participate in the Annual General Meeting, and other issues related to the Annual General Meeting. An extraordinary general meeting is convened if the Board of Directors deems it necessary, or if it is required by the external auditor or shareholders who collectively hold at least one tenth of all shares.

In 2024, the Annual General Meeting was held in Vieremä on 9 April. A total of 131 shareholders participated in the meeting,

either by voting in advance or in person at the meeting venue or represented by a statutory representative or an authorised representative. A total of 21,415,751 shares and votes were represented in the meeting, or around 76% of all shares and votes registered on the record date of the Annual General Meeting. The decisions of the 2024 Annual General Meeting are available on Ponsse's website. No Extraordinary General Meetings were held in 2024.

Board of Directors

Powers, composition and duties

The Annual General Meeting elects a Board of Directors each year. In accordance with the Articles of Association, the Board consists of five to eight members. The term of office of the Board lasts until the end of the next Annual General Meeting. The Board of Directors is elected annually to allow shareholders to regularly evaluate the activities of the Board of Directors and its members. The Board of Directors will appoint a Chair from among its members and convene at the request of the Chair as often as the company's business so requires.

The Board of Directors' powers include the appropriate arrangement of the company's governance and operations, as well as arranging the monitoring of accounting and asset management. In addition to internal governance, the Board of Directors is responsible for the disclosure policy and representing the company. The right to represent the company is set out in more detail in the company's Articles of Association.

In addition, key tasks of the Board of Directors include:

- approving the company's long-term strategy and targets
- approving the annual plan and budget
- appointing, and if necessary, dismissing, the President and CEO
- confirming the appointments of members of the Management Team
- monitoring and evaluating the performance of the President and CEO and deciding on their remuneration and benefits
- deciding on the remuneration and benefits of the members of the Management Team
- ensuring that the supervision of the accounting and financial matters is properly organised, and ensuring proper preparation of the interim and annual financial statements
- monitoring and assessing sustainability reporting and its assurance, and approving the sustainability report as part of the Board of Directors' report
- ensuring the adequacy of planning, information and control systems for monitoring results and managing risks in operations

- approving related-party transactions that are not part of the company's ordinary course of business or are not implemented on arm's-length terms
- convening and preparing proposals to general meetings
- deciding on other matters not belonging to day-to-day operations, such as major investments, acquisitions and divestments, and major joint ventures and loan agreements

In addition to these tasks, Ponsse's Board of Directors approves all key policies guiding Ponsse's operations. Key policies are regularly updated and approved.

Election criteria for Board members, and diversity in the Board of Directors

Proposals for Board composition and remuneration are prepared by the shareholders who represent more than fifty per cent (50%) of the company's shares and votes. New Board members will be provided with an induction regarding their tasks to the appropriate extent, considering their background and experience.

The elected members of the Board of Directors must have the competence required for the position and the opportunity to allocate a sufficient amount of time for Board work. The members must be willing to dedicate themselves to Ponsse, and they must conform to the company's values. The provisions of the Limited Liability Companies Act apply to the general eligibility criteria. No special eligibility criteria such as an upper age limit have been set in the Articles of Association for the members.

Overall, the members of the Board of Directors are required to have sufficiently diverse expertise and the ability to carry out their tasks effectively. Key factors include that their education and experience supplement those of other members. When considering the number of members, there is a focus on Ponsse's operational goals and the resulting requirements: the number of members must be relative to the company's size, line of business, market position and development stage. In addition, the shareholders' opinions must be addressed.

Diversity in the Board of Directors promotes an open culture of discussion and the ability to adopt an open approach to innovative ideas. Diversity is supported by the consideration of the age and gender distribution, educational backgrounds, as well as work and international experience. It benefits the company as a whole that individuals whose skills, backgrounds and views differ are appointed as members of the Board. This ensures the development of business operations and sustainability work, as well as good corporate governance. The company's long-term goal is to further increase diversity in the Board of Directors.

During the 2024 financial year, both genders were represented in Ponsse's Board of Directors, as in previous years. The Board of Directors had seven members, of whom two (29%)

were women and five (71%) were men. The age distribution of the members of the Board varied from 41 to 63 years. In addition to forest and industry expertise, the members' educational and professional backgrounds covered finance, legal affairs, technology, international operations, strategy, sales and marketing, as well as sustainability. The Board members also worked broadly in other positions of trust. A presentation of the Board members is also available on the company's website.

Ponsse's Board of Directors in 2024 represented sufficient and necessary expertise and experience, as well as diversity, in accordance with the set targets.

Meetings and work

The Board of Directors convenes regularly around ten times a year and at the invitation of the Chair as often as is required for the proper handling of the company's affairs. The Board of Directors constitutes a quorum when more than half its members are present at the meeting. The President and CEO has the right to attend meetings and exercise their right to speak, unless otherwise decided on by the Board of Directors. The President and CEO or another member of the company's management may be invited to the meetings.

In addition to being governed by legislation and the company's own Articles of Association, the work and activities of the Board of Directors are also governed by the Board's rules of procedure, which describe, among other things, the duties and meeting practices of the Board of Directors.

The Board of Directors aims to regularly evaluate its own activities and working methods. This assessment can be carried out either as an internal self-assessment or by an external evaluator. The assessment focuses on any problems that may have arisen in the activities of the Board related to matters such as the composition of the Board, the effectiveness of the Board's activities, and the Board's activities as a group. For 2024, the Board of Directors conducted a self-assessment in January 2025.

The Board convened 14 times in 2024. The focus of Board work was on topics related to changing Ponsse's operating model and operating in a challenging market situation.

Independence of Board members

A majority of the members of the Board of Directors must be independent of the company, and at least two independent members of the Board of Directors must also be independent of the company's major shareholders.

All Board members elected at the 2024 Annual General Meeting were independent of the company, except for Jarmo Vidgren. During 2024, he worked as a consultant for the company.

Five Board members are independent of the company's major shareholders, namely Mammu Kaario, Terhi Koipijärvi, Matti Kylävainio, Ilpo Marjamaa and Juha Vanhainen. Jarmo Vidgren and

CORPORATE GOVERNANCE STATEMENT

Jukka Vidgren are major shareholders of the company.

Mammu Kaario and Jukka Vidgren have served on the Board without interruption for periods of 15 years and 14 years respectively. Based on the Board of Directors' overall assessment, the independence of the Board members has not been at risk due to this long-term membership, and no other factors have been identified that would compromise their independence.

The Board of Directors assesses the independence of the members in accordance with Recommendation 10 of the Corporate Governance Code. To carry out the assessment, the Board members must provide the Board of Directors with sufficient information for the assessment of their independence, report any changes in their circumstances affecting the assessment, and present their own view of their independence. Any

changes in the independence of a member during their term of office are published on the company's website. Each candidate for the Board must provide sufficient information and an assessment of their independence to the major shareholders who prepare the proposal for the composition of the Board of Directors.

Committees

The Board of Directors has considered it unnecessary to set up Board committees given the number of members of the Board of Directors and their effective performance. The Board of Directors has been able to properly carry out the duties that would otherwise be assigned to an audit committee or a remuneration committee.

Board of Directors, 31 December 2024

Board member*	Year of birth	Education	Main function	Member of the Board since	Shareholding on 31 December 2024
Jarmo Vidgren, Chair of the Board (m)	1975	Commercial College Graduate in Marketing	Ponsse Plc, Chair of the Board	2020	3,684,263 shares
Mammu Kaario, Vice Chair of the Board (w)	1963	Master of Law, MBA	Board professional	2010	4,500 shares
Terhi Koipijärvi (w)	1967	M.Sc., Forestry and Forest Products Marketing	Miltton Oy, Senior Advisor, Corporate responsibility and strategy	2023	0 shares
Matti Kylävainio (m)	1974	M.Sc. (Econ.)	Keitele Timber Oy, CEO	2016	0 shares
Ilpo Marjamaa (m)	1961	M.Sc., Production Systems and Technologies	Ponsse Plc, member of the Board	2022	0 shares
Juha Vanhainen (m)	1961	M.Sc., Process Technology	Ponsse Plc, member of the Board	2018	0 shares
Jukka Vidgren (m)	1983	Bachelor of Culture and Arts	Mutant Koala Pictures, Managing Director	2011	3,764,778 shares

* m=man, w=woman

Participation of Board members in meetings in 2024

Board member*	Total participation (times)	Participation rate [%]
Jarmo Vidgren (m)	14/14	100
Mammu Kaario (w)	14/14	100
Terhi Koipijärvi (w)	14/14	100
Matti Kylävainio (m)	12/14	86
Ilpo Marjamaa (m)	13/14	93
Juha Vanhainen (m)	14/14	100
Jukka Vidgren (m)	13/14	93

* m=man, w=woman

President and CEO

The Board of Directors appoints and, if necessary, dismisses the President and CEO. The President and CEO carries out the company's daily governance tasks in accordance with Finnish law, corporate governance rules and the instructions issued by the Board of Directors. The President and CEO is responsible for ensuring that the company's accounting complies with the law, and that its asset management has been arranged reliably. In addition to these tasks, the President and CEO:

- is responsible for the operational management of the company's business operations
- provides the Board of Directors and the members of the Board with the information necessary for carrying out their duties acts as rapporteur at Board meetings
- is responsible for the implementation of decisions taken by the Board of Directors.

Juho Nummela has served as the President and CEO and Chair of the Management Team since 1 June 2008.

The contract signed between the President and CEO and the company may be terminated by either party. The period of notice is six (6) months. If the company terminates the contract, the company pays a remuneration equalling 12 months' salary in addition to the salary and other benefits that have been determined

for the period of notice. The President and CEO is within the scope of the performance bonus scheme, with a performance bonus based on the performance targets approved by the Board. More information about the remuneration of the President and CEO is available in Ponsse Plc's remuneration report.

Management Team

The primary task of the Management Team is to assist the President and CEO. The Management Team generally meets weekly, but at least once a month. It assists the President and CEO in the planning and implementation of the company's strategy, in the preparation of the annual action plan, in operational management and in the preparation of matters to be discussed by the Board of Directors. The Management Team's members monitor and review from time to time the company's internal policies and procedures, including reporting, financial management, investments, risk management, insurance policies, information systems, general procurement, industrial property rights, contractual risk management, human resources management, quality, environmental matters, occupational safety, insider guidelines, and communication. The Management Team is responsible for the implementation of the key policies and guidelines approved by the Board of Directors that govern Ponsse's operations.

Management Team, 31 December 2024

Management Team member*	Task	Education	Management Team member since	Employed by the company since	Shareholding on 31 Dec 2024
Juho Nummela b. 1977 (m)	President and CEO, Chair of the Management Team	Dr. Tech	2 January 2005	2002	80,691 shares
Petri Härkönen b. 1969 (m)	CFO and Deputy to the CEO	M.Sc. (Tech.)	1 October 2009	2009	7,670 shares
Juha Inberg b. 1973 (m)	Chief R&D and Technology Officer	Dr. Tech	1 January 2009	2003	14,296 shares
Tiina Kautonen b. 1973 (w)	Chief People, Safety & Culture Officer	Bachelor of Business (BSc)	1 January 2023	2023	1,225 shares
Marko Mattila b. 1973 (m)	Chief Sales, Service & Marketing Officer	Forestry Engineer, MBA	1 June 2020	2007	1,829 shares
Tapio Mertanen b. 1965 (m)	Chief Service Business Officer	Technician (technical college), MTD	3 May 2010	1994	1,200 shares
Katja Paananen b. 1971 (w)	Chief Responsibility Officer	MA	16 January 2023	1999	1,516 shares
Miika Soininen b. 1981 (m)	Chief Digital Officer	Student of technology	1 December 2020	2018	766 shares
Tommi Väänänen b. 1973 (m)	Chief Operations Officer	B. Eng	1 October 2013	2013	7,801 shares

* m=man, w=woman

MAIN FEATURES OF THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS

The internal control and risk management systems related to financial reporting are designed to provide adequate assurance regarding the reliability of financial reporting, and they aim to ensure compliance with the applicable laws and regulations. Ponsse's risk management and internal control processes follow the principles of the COSO (Committee of Sponsoring Organisations) framework where applicable.

Control environment

The control environment forms the basis of internal control. Ponsse's internal control framework is built on the company's core values: we truly care; we work for our customers; we are honest; and we are open for renewal. The control environment includes the guidelines and policies that guide Ponsse Group's operations, such as corporate governance principles, the company's disclosure policy and the Code of Conduct. The role of internal control is to ensure that employees and administrative bodies perform their duties professionally, carefully and in a timely manner and follow the guidelines provided and approved practices.

Internal control involves the strategic and realistic planning of the company's operations and finances, as well as continuous assessment and responses to deviations. It encompasses all the company's policies and practices that aim to ensure the effectiveness, economic efficiency and profitability of operations. Internal control promotes risk prevention and high-quality management. It is essential in Ponsse's operations to ensure the proper functioning of internal control, as well as the achievement of the targets and objectives set for internal control and the company's operations.

The goals of internal control are to ensure that the management's decision-making is based on accurate, sufficient and reliable information, and that it is in line with the company's corporate governance principles and Code of Conduct. The aim is also to ensure that the company's operations comply with legislation, official guidelines and the decisions of the company's governing bodies, as well as its policies. The goals of internal control include ensuring the efficient use of the company's resources, well as securing its assets.

Internal control is an essential part of the company's daily operating activities, covering all levels and processes. In addition to financial control, it includes an appropriate and balanced allocation of tasks, ensuring that each employee's input contributes to the achievement of the targets set for both the company and internal control.

Risk assessment and risk management principles

At Ponsse, risk management means management system procedures that identify and assess uncertainties related to Ponsse Group's operations, prepare for risks and seize opportunities. The objective of the risk management process is to support the achievement of the targets determined in the company's strategy and to secure the company's financial performance, sustainable development and business continuity. Ensuring a balance between risk management and business interests is essential in the company's risk management. Risk management is seen as being part of internal control, and so the implementation of internal control also promotes the implementation of risk management.

The company's key strategic targets underlying risk management include social, economic and environmental responsibility. The fulfilment of responsibilities is monitored regularly, and responsibility goals are monitored using key indicators. The company's sustainability work is described in the annual sustainability report published together with the annual report.

Risk management focuses on prevention: the aim of the risk management process is to identify and assess material risks and prevent them from being materialised. Decisions on the risk mitigation measures required are made using assessments based on probabilities. Primary risk management measures include the avoidance, reduction, transfer, and control of risks, as well as their controlled acceptance. The risk management process also includes the continuous assessment and monitoring of risks.

The timely identification of risks and a realistic assessment of risks are key in terms of risk management. The company's personnel must be aware of risk management principles in order for them to act in accordance with instructions and, above all, react as required by the situation. Risk management is part of all the company's operations, but its importance is emphasised in processes that are vital to the company's operations.

In the risk management process, risks are divided into four categories in accordance with their nature:

Strategic risks	Risks related to the nature of business operations, the choice of strategy and the implementation of the strategy, which, if materialised, may significantly weaken the company's operating conditions. Examples: the prevailing competitive situation, the development of the regulatory environment for companies
Operational risks	Risks related to internal processes that, if materialised, may reduce operational efficiency and, consequently, the company's performance and profitability. Examples: risks related to management, personnel and the business network
Financial risks	Risks arising from unfavourable economic or market conditions that, if materialised, may have adverse consequences for the company's financial situation, such as the Group's performance, cash flows and equity. Financial risk management at Ponsse is centralised in the parent company's financial unit. The Board of Directors confirms the company's financial risk management policy, and the company's CFO is responsible for its practical implementation with the financial unit. Examples: currency, interest rate, credit and liquidity risks, as well as capital management
Risks of injury or damage	Physical or financial impact on the organisation of unforeseen events, interruption of operations or other harm. The management of these risks focuses in particular on identifying risks and ensuring that a comprehensive insurance programme is in place. Ponsse's goal is an accident-free working environment. Safety policies and guidelines, as well as safe working methods and tools, are part of risk management. Risks of injury or damage are also managed by documenting incidents and near misses and by taking the necessary risk minimisation measures. Risks of injury or damage are regularly assessed at the level of the entire personnel. Examples: occupational health and safety risks, environmental risks and damage to property.

In its revised risk management process, the company has placed more focus on risks and opportunities associated with the environment and social and financial responsibilities from the perspectives of strategic, operational, financing, and accident risks.

The risk management process includes the systematic identification and assessment of function- and unit-specific risks, and ensuring they are reflected in the company's risk management plan. Risk management is systematically implemented and monitored as part of daily activities. The company aims to improve the efficiency of its risk management by increasing awareness of its significance and supporting shared risk management projects of different functions.

Risk management findings are reported to the company's management twice a year as part of management reviews, and to the Board of Directors as part of the annual strategy process. Internal audit or risk management may at any time bring an identified risk to the attention of the Board of Directors or other management and require appropriate action.

The Board decides on the objectives and principles of risk management and confirms the company's risk management policy. As part of its work, the Board also evaluates the implementation and effectiveness of risk management processes.

The President and CEO is responsible for organising the implementation of risk management and presents matters related to risk management to the Board of Directors. The CFO coordinates the risk management process and is responsible for reporting and presenting risk management matters to the Group's Management Team. The Management Team participates in the control of the risk management process and in assigning responsibilities. Each member of the Management Team is responsible for identifying risks in their own area of business operations, and for implementing risk management. Internal audit supports the

risk management process with assessments and verifications, promotes the identification of risks and monitors the implementation of the agreed measures.

Ponsse's country organisations carry out risk management in accordance with Ponsse Group's risk management policy and guidelines. Every employee is responsible for taking action to prevent risks, to comply with the company's guidelines, and to report any risks they detect to their supervisor.

Control functions

The responsibility for organising internal control lies with the Board of Directors and the President and CEO.

The company's management or a separately designated responsible party ensures that the Board of Directors has access to sufficient and up-to-date information for decision-making. The reliability of financial reporting is ensured by organising the distribution of tasks and responsibilities efficiently. Each responsible party must be aware of guidelines and comply with them. Financial reporting is regularly audited by an external auditor. The sustainability report is assured by an authorized sustainability auditor.

The President and CEO, the members of the Management Team and the directors of the company's country organisations are responsible for ensuring that the accounting and administration of their respective areas of responsibility comply with the applicable laws and the company's guidelines.

The company has an internal auditor, who supports the company in achieving its targets by assessing internal control and risk management and the implementation of good corporate governance. An external service provider serves as the internal auditor. The Board of Directors annually determines the internal audit focus areas together with the internal auditor, who reports regularly to the Board of Directors on audit results.

Summary of the division of responsibilities in internal control

Party	Role of internal control
Board of Directors	<ul style="list-style-type: none"> • Ensures that the company's accounts, asset management and risk management control are appropriately arranged and lawful. • Works with the President and CEO to ensure that the company operates in accordance with its values. • Approves the risk management policy, as well as operating guidelines in accordance with internal control and the Corporate Governance Code.
President and CEO	<ul style="list-style-type: none"> • Is responsible for the day-to-day management of the company in accordance with the instructions of the Board of Directors. • Creates the basis of internal control by guiding and instructing the senior management, and monitoring how they control their own operations.
Management Team	<ul style="list-style-type: none"> • Is responsible for ensuring compliance with the company's internal control guidelines and practices, particularly those linked to risk management and financial management.
Financial management	<ul style="list-style-type: none"> • Helps create appropriate control practices for risk and financial management. • Monitors the sufficiency and effectiveness of control measures at a practical level.
Internal auditing	<ul style="list-style-type: none"> • Assesses and verifies the functioning of the control system

Internal communication and provision of information at Ponsse

Ponsse aims to ensure the openness, transparency, accuracy and timeliness of the company's internal and external communication. These principles also support ensuring the completeness and accuracy of financial reporting. The company's disclosure policy determines how and when information must be provided and who provides it, as well as the accuracy and completeness of the information provided, so that the company's disclosure obligations are fulfilled. The company also has insider guidelines and a Code of Conduct, which contains guidelines related to Ponsse's business environment, employees, business partners and obligations to society. Through the whistleblowing channel, employees and external stakeholders can anonymously report any misconduct or suspected misconduct they have detected. A team appointed by the company's Board of Directors investigates all reported cases and, if necessary, reports any identified issues to the Management Team or the Board of Directors, taking into account the regulations on whistleblower protection. Ponsse's country organisations regularly prepare financial and operational reports for the management, which include analyses and reviews of financial performance and risks. Financial reports are provided to the Board of Directors at least in connection with regular Board meetings.

Monitoring

The effectiveness of the company's financial reporting is monitored by the Board of Directors, the President and CEO and internal audit. The Board of Directors reviews the interim reports and approves them before they are published. The financial statements and the Board of Directors' report, including the sustainability report, are also approved by the Board. The monitoring process includes the regular review of monthly financial reports and the review of continuous forecasts and plans, as well as any reports from internal audit and the auditors. Internal audit serves as an independent control body and regularly assesses the efficiency and effectiveness of the company's governance, risk management and internal control processes. It assesses the efficiency of operations and the adequacy of risk management, as well as development needs in the control system. Internal audit prepares an annual audit plan and reports regularly on the progress and findings of the plan to the Board of Directors and the Management Team. The Board of Directors is also informed about developments in material risk areas and planned actions to reduce risks. This ensures the continuous development of risk assessment and control processes.

OTHER INFORMATION

Audit

The task of an external auditor is to verify the company's accounting, financial statements, governance and Board of Directors' report. The external auditor assesses whether the financial statements give a true and fair picture of the company's results and its financial position at the end of the financial period. The company's financial period is the calendar year. The audit also involves an examination of the consolidated financial statements. The company's external auditor must ensure that the external auditors of each Ponsse Group company have conducted their audits properly. The external auditor presents the auditor's report to the Annual General Meeting.

The company has one auditor, which must be a public accounting firm authorised by the Central Chamber of Commerce. It is also required that the external auditor be independent of the company.

At the 2024 Annual General Meeting, KPMG Oy Ab was elected as Ponsse Plc's external auditor, and Ari Eskelinen, Authorised Public Accountant, was appointed as the principal auditor.

In 2024, Ponsse Group's auditing costs amounted to EUR 399,826. The auditing fees paid to the company's auditing firm, KPMG Oy Ab, were EUR 132,356. Companies belonging to the KPMG chain were paid a fee of EUR 148,771 for services not directly related to auditing: certificates and statements (EUR 108,367), tax advice (EUR 2,150), and other fees (EUR 38,254). Other auditing firms were paid a total of EUR 140,906. This amount consisted of an auditing fee (EUR 74,537), certificates and statements (EUR 2,830), tax advice (EUR 36,199), and other fees (EUR 27,341).

Insider management

Ponsse adheres to the insider guidelines of Nasdaq Helsinki Ltd (insider guidelines for the stock exchange) and the Market Abuse Regulation ("MAR"). The company's Board of Directors has also confirmed Ponsse insider guidelines, which supplement the stock exchange insider guidelines, and which apply to all employees of Ponsse Group, including the members of the Management Team and the Board of Directors. The coordination and control of insider affairs are among the responsibilities of the Chief Financial Officer.

Ponsse's members of the Board of Directors, the President and CEO, members of the Management Team ("Managers"), and their closely associated persons as defined in MAR have a duty to report any transaction involving Ponsse's financial instruments. The company maintains a list of Managers and their closely associated persons (individuals and legal entities). The Managers and their closely associated persons are obligated to notify Ponsse and the Finnish Financial Supervisory Authority of every transaction conducted on their own account related to Ponsse's financial instruments. The notification obligation applies to all transactions after the total amount of EUR 20,000 (EUR 5,000 until 14 December 2024), without netting, has been reached during the calendar year. Ponsse discloses each such transaction as a stock exchange release.

Ponsse's Managers are prohibited to trade in Ponsse's financial instruments during a 30-day period immediately prior to the publication of Ponsse's interim reports or financial statements ("closed window"). The said trading restriction also applies to all such persons who have continuous access to the company's financial reporting systems. All these persons have been personally informed about the trading restriction and the related obligations.

Ponsse has identified individuals who have continuous access to all insider information about Ponsse as a result of their position or work ("permanent insider"). Permanent insiders include the members of the Board of Directors, the President and CEO, the Deputy CEO, the CFO, the internal auditor, the secretary of the Board of Directors, and the executive assistant.

Project-specific insider lists include those who have access to insider information in conjunction with a certain project. They are under the trading restriction until the termination of the project and/or disclosure of the inside information. Affected persons are always separately informed of their inclusion in project-specific insider lists.

Related-party transactions

The company's related-party transactions are regulated by the Limited Liability Companies Act, the MAR Regulation, the IAS 24 standard and, in part, the Corporate Governance Code. In accordance with the Finnish Companies Act, the Board of Directors is responsible for the monitoring and assessment of related-party transactions. The company's Board of Directors decides on related-party transactions that are not part of the company's ordinary course of business or that are not carried out on normal commercial terms.

The company has determined its related parties, and persons belonging to the company's own governing bodies have been instructed on how to declare affiliations. Ponsse's finance department monitors related-party transactions. All transactions outside the scope of the company's ordinary business are reported to the Board of Directors. All related-party transactions of importance to shareholders are published in a stock exchange release in accordance with the regulations. Individual related-party transactions are disclosed by means of stock exchange releases if the regulations so require. Ponsse discloses information regarding related-party transactions on an annual basis as part of the notes to the company's consolidated financial statements.

In 2024, the company had no related-party transactions deviating from normal business operations or normal commercial terms.

PONSSE PLC

**Ponssentie 22,
74200 Vieremä, Finland
Tel. +358 20 768 800
www.ponsse.com**



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