

## Shareholders' proposals to the Annual General Meeting of Ponsse Plc on 8 April 2026

### 1. Resolution on the remuneration of the members of the Board of Directors

Shareholders representing a total of more than 50 % votes of the company, propose to the Annual General Meeting that remuneration of the members of the Board of Directors remains unchanged and therefore, the members of the Board of Directors to be elected will receive following fees for the term of office starting at the end of the Annual General Meeting on 8 April 2026 and ending at the end of the Annual General Meeting following the election:

- the Chairman of the Board of Directors will receive EUR 48,000 a year,
- the deputy chairman of the Board of Directors will receive EUR 45,000 a year, and
- ordinary members of the Board of Directors will each receive EUR 38,000 a year.

In addition, the shareholders in question propose that costs related to participation in the meetings of the Board of Directors will be reimbursed to the members in accordance with the company's travel policy.

### 2. Resolution on the number of the members of the Board of Directors

Shareholders representing a total of more than 50 % votes of the company, propose to the Annual General Meeting that the number of the members of the Board of Directors shall be eight (8).

### 3. Election of the Board of Directors

Shareholders representing a total of more than 50 % votes of the company, propose to the Annual General Meeting that for the term starting at the end of the Annual General Meeting on 8 April 2026 and ending at the end 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 will be re-elected as the members of the Board of Directors. It is proposed that Sanna Otava be elected as a new member of the Board of Directors.

Sanna Otava (b. 1975) has over 25 years of international experience in leadership and development roles within the technology and industrial sectors. She serves as Chief Operating Officer (COO) and Interim Chief Technology Officer (CTO) of Kempower Oyj. At Kempower, she has been responsible for developing the company's operations and operating model and has played a key role in building the company and preparing it for its listing. Prior to Kempower, she held strategy and development roles at Kemppi Oy. Earlier in her career, she worked in business development at Digita Oy and as a Patent Attorney. She holds a Master of Science (Technology). According to the assessment of the proposing shareholders, Otava is independent of the Company and its significant shareholders.

All proposed candidates have consented to their respective appointments as members of the Board of Directors.

The above-mentioned shareholders propose that the Annual General Meeting takes a position on the proposal regarding the election of the members of the Board of Directors as a whole. The proposing body has evaluated the proposed composition from the point of view of the corporate governance code, both as a whole and with regard to individual member candidates. The proposing body considers that in addition to the complementary excellent competence and experience of the individual member candidates, the proposed Board of Directors as a whole also meets the requirements of the corporate governance code.

Information about the member candidates that is relevant in the work of the Board of Directors and their independence assessments have been presented on the company's website at <https://www.ponsse.com/en/company/investors/corporate-info/board-of-directors>.

#### **4. Authorization to the Board of Directors to decide on the repurchase of the company's own shares**

Shareholders representing a total of more than 50 % votes of the company, propose to the Annual General Meeting that the Annual General Meeting would authorize the Board of Directors to decide on the repurchase of 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 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 30 June 2027. The authorization cancels the authorization given to the Board of Directors by the Annual General Meeting on 8 April 2025.

#### **5. 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**

Shareholders representing a total of more than 50 % votes of the company, propose to the Annual General Meeting that the Annual General Meeting the Board of Directors to be authorized to, in one or more tranches, 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 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 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.