

# Ponsse Plc Communication Policy

## 1. Communication objectives

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The aim of the communication policy is to define the major principles and mode of operation that the Ponsse Group ("Ponsse") uses in communicating with the media, capital markets and other stakeholders. Ponsse's communication is fact-based, balanced, honest, systematic and up to date. The aim of communication is to provide all market participants with sufficient and correct information and to make sure that all releases are published simultaneously, fairly, consistently, uniformly and without delay. The aim of communication is also to support the Group's business operations and strategy, as well as to promote the Group's recognisability and competitive edge among different stakeholders.

Ponsse's shares are listed on the Nasdaq Helsinki (the "Stock Exchange"). Ponsse's communication follows valid statutes, market abuse regulations, security markets law, the rules of the Stock Exchange, the rules and regulations of the Financial Supervision Authority and the Finnish Corporate Governance Code.

The Board of Directors approved this communication policy on 24 August 2016, and it is available at Ponsse's website in Finnish and English. The policy will be checked at regular intervals and changed if necessary.

## 2. Communication principles

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Ponsse publishes stock exchange releases in accordance with valid regulations and the rules of the Stock Exchange.

Information about Ponsse's financial situation, future prospects, developments in profitability, investments, personnel, risks and shares will be primarily published in its interim reports, mid-year report, financial statement bulletin, financial report and annual report.

In addition to financial statement bulletins, interim reports and annual reports included in the company's disclosure obligation, the company also publishes as stock exchange releases the results of its operations and interim reports concerning its financial position. Reports about the company's financial position are published in accordance with the previously announced schedule.

The event calendar listing the release dates of the financial reports for the forthcoming accounting period and the annual general meeting are published as stock exchange releases as soon as the release date has been decided or no later than the end of the previous accounting period.

In accordance with market abuse regulations, Ponsse also publishes inside information that directly involves Ponsse as soon as possible in an unbiased and consistent manner. Ponsse also publishes other items in accordance with relevant regulations and the rules of the Stock Exchange, whether the items are considered inside information or not.

Providing untruthful or misleading information when following the disclosure obligation is prohibited. Ponsse corrects or supplements information that may be of essential importance to investors that is found to be untrue or misleading after publication in the appropriate manner and without delay.

### 3. Silent period

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Ponsse follows a silent period that begins at the end of each quarter and ends at the publication of the results of the quarter or the financial period. During the period, the company will not comment on its financial position or future prospects nor meet with representatives of the capital markets or the business news media.

### 4. Publishing information

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The publishing and distribution of the reports are subject to the rules, statutes and requirements concerning the disclosure of financial information. All interim reports, financial statement bulletins and stock exchange releases are published on the Helsinki Stock Exchange and archived in a database and on the company's website at [www.ponsse.com](http://www.ponsse.com). Stock exchange and press releases are also distributed to relevant media and subscribers. Ponsse releases its financial and stock exchange reports in Finnish and English.

In addition to its website, Ponsse has various other ways and information channels with which to convey information to its stakeholders, such as bulletins and other publications, social media, interviews, public appearances and, whenever necessary, conference calls.

Owners, investors and analysts are also met in various events and face-to-face meetings. Conversations in the meetings are based on previously published or publicly available information.

## 5. Ongoing disclosure obligation

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### **Mid-year review and interim report**

Ponsse publishes financial reports concerning the results of its operations and financial position every three, six and nine months. The reports also contain comparative figures for the corresponding period from the previous year. The mid-year review and interim reports for the first and third quarter are published without undue delay or within three months after the period under review has ended.

The company aims to evaluate the development of its business in relation to previous and future expectations in its interim reports by analysing changes in revenue and cost factors that influence profitability, and by disclosing the reasons behind significant changes in the company's financial circumstances. The reviews and reports contain figures from the beginning of the year until the end of the period under review and corresponding figures from the previous year.

### **Financial statement bulletin**

The content of the financial statement bulletin functions as the fourth interim report, in addition to which the reporting period covers the entire accounting period. The financial statement bulletin includes the information required by corporate law and other statutes. In addition to IFRS consolidated financial statements, Ponsse draws up and publishes a parent company FAS financial statement. The bulletin also includes comparative figures from the previous accounting period. The financial statement bulletin is published four months after the end of the company's accounting period at the latest.

### **Annual report, financial statement and report of activities**

Ponsse's annual report contains the Group's and the parent company's official audited financial statements, a supplementing and clarifying report about activities supplied by the Board of Directors, an auditor's report, a separate corporate governance statement and a remuneration report. The annual report is published as a stock exchange release without undue delay at least three weeks before the general meeting and no longer than four months after the end of the accounting period. The annual report may be published as a digital copy only. The company's corporate governance statement and the remuneration report are also published as PDF files on the company's website.

## 6. Publishing inside information and postponing publishing

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Ponsse publishes inside information immediately relevant to Ponsse as soon as possible in a stock exchange release so that the public will have quick access to the information and that the information can be thoroughly and correctly evaluated in a timely manner by the public. The disclosure obligation is thus also applied at the outset to decisions still in preparation.

Ponsse may postpone publishing items at its own risk if all the following conditions apply:

- immediate publishing would endanger Ponsse's justified benefits
- postponing would most likely not mislead the audience
- it can be guaranteed that the information in question will remain confidential

Ponsse uses internal procedures to evaluate and publish inside information, as well as to evaluate and monitor reasons for postponing items and determining the length of the delay. When Ponsse evaluates cases of inside information, it takes into consideration the estimated breadth or importance of the decision, the issue or circumstance in relation to the company's activities as a whole, the significance of the information to the price of the company's financial instruments, and other market variables that can affect the price of the company's financial instruments.

Ponsse ensures that it constantly monitors the reasons for the postponement or immediate publication of leaked information in the manner described below. Ponsse also documents, archives and updates the postponement decisions and its reasons for them in case of changes occur in the conditions that prompted the postponement of items.

Ponsse's Board of Directors monitors, evaluates and executes decisions concerning publishing and the delayed publication of inside information

Ponsse forwards information about postponing publication to the Financial Supervisory Authority immediately after the information is made public. A report about the reasons for the postponement is also delivered to the Financial Supervisory Authority upon request.

## 7. Information published in accordance with the disclosure obligation

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Ponsse's management, along with the Board of Directors evaluate, if necessary, what issues relevant to the company's communication policy should be included in the stock exchange release. The company consistently reports essential changes to previously published information in a manner corresponding to the original publication. Ponsse's reports include the following:

- financial bulletins
- notices of general meetings and decisions by general meetings
- essential changes to the company's financial and general future prospects
- agreements concerning significant mergers, demergers, reorganisation, liquidation, insolvency or cooperation
- key strategic changes and significant reorganisation of operations
- significant investments and financing arrangements
- significant decisions and actions by the authorities
- significant corporate acquisitions, divestments and other corporate arrangements that have a significant strategic impact
- changes in company management and auditors
- crises that have a significant impact on economic performance or operations
- significant ownership and voting right notices in accordance with security markets law
- essential stock-based incentive schemes, transactions by executives and their immediate circle made using the company's financial instruments
- other items published in accordance with market abuse regulations, security markets law, rules of the Financial Supervision Authority and the Stock Exchange, or other items related to the company's operations or issues deemed important by the company.

## 8. Publishing transactions by executives and their immediate circle

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Ponsse's executives and their immediate circle have a duty to inform both the Financial Supervision Authority and Ponsse of all personal transactions related to company stock, liabilities or related derivatives, or other financial instruments. The duty applies to transactions that exceed 5,000 euros during the calendar year.

Ponsse publishes information about the transactions of its executives and their immediate circle immediately or no later than three (3) days after the transaction takes place. The information is published in a manner corresponding to a stock exchange release under the category "executive transactions". Stock exchange releases concerning public information about executives' transactions are available on the company's website for at least five years after the publication of the release.

## 9. Ponsse's financial goals and profit warning

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Future prospects covering the entire accounting period are published in the mid-year report, the interim reports of the first and third quarters, the financial statement bulletin and the annual report in terms that are as unambiguous, clear and consistent as possible. Ponsse only publishes financial goals that pertain to the entire accounting period. Ponsse does not comment on prognoses about the company by investment analysts or market rumours and is not liable for their evaluations and statements.

Ponsse publishes a profit warning as soon as possible if the company estimates its result or financial position will differ significantly, positively or negatively, from what the company has published previously or what the markets are expecting based on signals previously given by the company. It is not possible to postpone the publication of a profit warning.

## 10. Press and other releases

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Ponsse aims to actively issue press releases and other bulletins about events related to its operations that do not fulfil the criteria of stock exchange releases. These releases are nevertheless deemed newsworthy, to have relevance to marketing communications or to be of interest to stakeholders.

Press releases concerning company news include:

- lesser acquisitions and partnerships
- lesser cooperation agreements
- new products, services or solutions that do not qualify as stock exchange releases
- honours and awards received by the company
- other current items

In addition to press releases, Ponsse publishes news on its website which is not forwarded to the media or other subscribers to the company's distribution lists. In addition, Ponsse publishes individual items of news in selected social media channel.

The CEO, Vice Chairman and/or CFO, in cooperation with the Board of Directors if necessary, approves stock exchange and press releases before their publication.

## 11. Media relations and market rumours

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### **Ponsse's representatives in the media**

Only authorised persons may issue public statements related to Ponsse. Only the CEO, Vice Chairman, CFO and Chairman of the Board comment on Ponsse's strategy, result, financial goals and their development, market situation and trends. Others may comment on the above issues only if authorised by the CEO.

### **Rumours and information leaks**

Ponsse does not comment on market rumours. However, if it is brought to the company's attention that information that will significantly affect the value of its financial instruments has been leaked, the CEO or the Board of Directors will decide to inform the public with a stock exchange release as soon as possible. The company may consider publishing a bulletin in other cases as well in order to provide the markets with accurate information

and to support the trustworthy price formation of its financial instruments if the rumours have a significant effect on the company's financial instruments.

The company internally monitors events and situations where an information leak may happen. All insider projects carefully avoid information leaks. If confidential information concerning Ponsse or information that has a significant impact on the company's financial instruments is leaked, the company will release a bulletin as soon as possible. In this case, the Board of Directors and/or the CEO will make the final decision on releasing the information.

## 12. Crisis communication

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In the event of a crisis, depending on its breadth and nature, Ponsse's Board of Directors or CEO will appoint a crisis management team to administer the situation and the related communication. Ponsse aims to ensure that the right people are available for the media and other stakeholders also in crisis situations.

## 13. Insider guidelines

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Ponsse follows the insider guidelines of the Stock Exchange, and Ponsse's staff have internal insider guidelines at their disposal. Ponsse's insider guidelines are described in detail in its corporate governance statement, available on the company's website.