PROSPECTUS **10 July 2023**

NOKIAN TYRES PLC

Listing of EUR 100,000,000 senior unsecured sustainability-linked notes

The notes are represented by units in denomination of EUR 1,000

On 14 June 2023, Nokian Tyres Plc (the "**Issuer**") issued senior unsecured sustainability-linked notes with an initial nominal amount of EUR 100 million (the "**Notes**") based on the authorisation given by the Issuer's Board of Directors on 25 April 2023. The Notes were offered for subscription in a minimum amount of EUR 100,000 through private placement processes (the "**Offering**"). Each Note bears interest at the initial rate of 5.125 per cent per annum. If certain sustainability targets are not met as per 31 December 2025, the initial rate of interest shall be increased by a step up margin of 0.375 per annum. The notes are represented by units in denomination of EUR 1,000. The Notes will be redeemed at their nominal amount on 14 June 2028 (the "**Redemption Date**"), unless the Issuer prepays, redeems or purchases and cancels the Notes in accordance with the terms and conditions of the Notes (the "**Terms and Conditions**"). This listing prospectus (the "**Prospectus**") contains information on the Offering and the Notes. This Prospectus has been prepared solely for the purpose of the admission to listing of the Notes to trading on Nasdaq Helsinki Ltd (the "**Helsinki Stock Exchange**") and does not constitute any offering of the Notes. The Issuer will apply for the listing of the Notes on the Official list of the Helsinki Stock Exchange (the "**Listing**") immediately after approval of the Prospectus. Public trading in the Notes is expected to commence on or about 12 July 2023 under the trading code 'TYRJ512528'.

The validity of this Prospectus expires when the Notes have been admitted to trading on the Helsinki Stock Exchange. The obligation to supplement the Prospectus in the event of significant new factors, material mistakes or material inaccuracies does not apply when the Prospectus is no longer valid.

Besides filing this Prospectus with the Finnish Financial Supervisory Authority (the "**FIN-FSA**") for approval and making the listing application to the Helsinki Stock Exchange, none of the Issuer nor the Joint Lead Managers (as defined hereafter) have taken, nor will they take, any action which is intended to permit a public offer of the Notes or the distribution of this Prospectus or any other documents relating to the Notes in any other jurisdiction where any action for that purpose is required.

The Notes have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") or under the applicable securities laws of any state of the United States. The Notes may not be offered, sold, pledged or otherwise transferred directly or indirectly within the United States nor to, or for the account or benefit of, U.S. Persons (as defined in Regulation S under the Securities Act (the "**Regulation S**")), except to a person who is not a U.S. Person (as defined in Regulation S) in an offshore transaction pursuant to Regulation S.

Investing in the Notes involves risks. The principal risk factors that may affect the ability of the Issuer to fulfil its obligations under the Notes are described in more detail in section "*Risk Factors*" in this Prospectus.

Joint Lead Managers

Danske Bank A/S

Nordea Bank Abp

OP Corporate Bank plc

IMPORTANT INFORMATION

This Prospectus has been prepared in accordance with the Regulation (EU) 2017/1129 of the European Parliament and of the Council, as amended (the "**Prospectus Regulation**"), the Commission Delegated Regulation (EU) 2019/979, as amended, the Commission Delegated Regulation (EU) 2019/980, as amended, in application of the Annexes 6 and 14 thereof, the Finnish Securities Market Act (14.12.2012/746, as amended) (the "**Finnish Securities Market Act**") and the regulations and guidelines of the FIN-FSA. The FIN-FSA, which is the competent authority for the purposes of the Prospectus Regulation and relevant implementing measures in Finland, has approved the Prospectus (journal number FIVA/2023/1156) but assumes no responsibility for the correctness of the information contained herein. The FIN-FSA has only approved this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation and such approval shall not be considered as an endorsement of the qualities of the Notes nor the Issuer. Investors should make their own assessment as to the suitability of investing in the securities.

In this Prospectus, "**Nokian Tyres**", the "**Company**" and the "**Group**" refer to Nokian Tyres plc and its consolidated subsidiaries, including the Issuer, except where the context may otherwise require. All references to the "**Issuer**" refer to Nokian Tyres plc and "**Group Companies**" to each of the Issuer and its consolidated subsidiaries from time to time.

This Prospectus has been prepared in English only. However, the summary of this Prospectus has been translated into Finnish. The Issuer is solely responsible for the correctness of Finnish language translation of the summary.

This Prospectus should be read in conjunction with all the documents which are deemed to be incorporated herein by reference and such documents form part of this Prospectus. See "*Documents Incorporated by Reference*".

Danske Bank A/S ("**Danske**"), Nordea Bank Abp ("**Nordea**"), and OP Corporate Bank plc ("**OP**") have acted as the joint Lead Managers (the "**Joint Lead Managers**") in relation to the Offering and the Listing. The Joint Lead Managers have not acted for anyone else in connection with the Offering or the Listing and will not be responsible to anyone other than the Group for providing the protections afforded to their clients nor for providing any advice in relation to the Offering, the Listing or the contents of this Prospectus.

Prospective investors should solely rely on the information contained in this Prospectus. No person has been authorised to give any information or to make any representation not contained in or not consistent with this Prospectus or any information supplied by the Issuer or such other information as is in the public domain and, if given or made, such information or representation should not be relied upon as having been authorised by the Issuer or the Joint Lead Managers. The Joint Lead Managers have not separately verified the information contained in this Prospectus. Accordingly, no representation or warranty, express or implied, is made by the Joint Lead Managers as to the accuracy or completeness of the information contained in this Prospectus, and nothing contained in this Prospectus is, or shall be relied upon as a promise or representation by the Joint Lead Managers in this respect, whether as to the past or the future. The Joint Lead Managers assume no responsibility, except for statutory responsibility, for the accuracy or completeness of the information and, accordingly, disclaim to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise, which they might otherwise be found to have in respect of this Prospectus or any such statement. Delivery of this Prospectus shall not, under any circumstances, indicate that the information presented in this Prospectus is correct on any day other than the date of this Prospectus (excluding historical financial information), or that there would be any changes in the business of the Group after the date of this Prospectus. However, if a fault or omission is discovered in this Prospectus before the admission of the Notes for listing on the Helsinki Stock Exchange and such fault or omission may be of material importance to investors, this Prospectus shall be supplemented in accordance with the Prospectus Regulation.

This Prospectus has been prepared solely in connection with the Listing. It does not constitute an offer of securities for sale, or a solicitation of an offer to buy any securities, anywhere in the world. The Offering and the Notes are governed by Finnish law and any dispute arising in relation to the Offering and the Notes shall be settled exclusively by Finnish courts in accordance with Finnish law.

MiFID II Product Governance / Eligible Counterparties, Professional Clients and Retail Clients Target Market

Solely for the purposes of the product governance requirements set forth in directive 2014/65/EU as amended (the "**MIFID II**"), the target market assessment made by the Issuer for the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, professional clients and retail clients, each as defined in MIFID II; and (ii) all channels for distribution of the Notes to eligible counterparties, professional clients and retail clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**Distributor**") should take into consideration the Issuer's target market assessment, however, a Distributor subject to MIFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the Issuer's target market assessment) and determining appropriate distribution channels.

EEA Retail Investors

The Notes are not PRIIPs for the purposes of Regulation ((EU) No 1286/2014) (the "**PRIIPs Regulation**") and, accordingly no key information document pursuant to the PRIIPs Regulation has or will be made available in respect of the Notes.

Prohibition of Sales to UK Retail Investors

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the "**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the Prospectus Regulation as it forms part of domestic law by virtue of the EUWA.

Prohibition of sales to Russia and Belarus

Pursuant to Article 1 of the Council Decision (CFSP) 578/2022 of 8 April 2022 amending Decision 2014/512/CFSP concerning restrictive measures in view of Russia's actions destabilising the situation in Ukraine and to Article 1 of the Council Decision (CFSP) 579/2022 of 8 April 2022 amending Decision 2012/642/CFSP concerning restrictive measures in view of the situation in Belarus and the involvement of Belarus in the Russia aggression against Ukraine, it shall be prohibited to sell transferable securities denominated in any official currency of a Member State issued after 12 April 2022 or units in collective investment undertakings providing exposure to such securities to any Russian or Belarusian national or natural person residing in Russia or Belarus or any legal person, entity or body established in Russia or Belarus. The prohibition of sales to Russia and Belarus applies to the Notes.

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SUMMARY

Introduction and Warnings

*This summary contains all the sections required by the Regulation (EU) 2017/1129 of the European Parliament and of the Council, as amended (the "**Prospectus Regulation**") to be included in a summary for this type of securities and issuer. This summary should be read as an introduction to the listing prospectus (the "**Prospectus**"). Any decision to invest in the securities issued by Nokian Tyres plc (the "**Issuer**") should be based on consideration of the Prospectus as a whole by the investor.*

An investor investing in the securities could lose all or part of the invested capital. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under applicable law, have to bear the costs of translating the Prospectus before legal proceedings are initiated. Issuer assumes civil liability in respect of this summary including translation thereof only if it is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the securities issued by the Issuer.

The Issuer and the securities to be listed

The identity and contact details of the Issuer are as follows:

Issuer …………………………………………………...	Nokian Tyres plc
Address …………………………………………………	PL 20, FI-37101 Nokia, Finland
Telephone: ……………………………………………..	+358 10 401 7000
Business identity code ………………………………..	0680006-8
Legal entity identifier (LEI) ……………………………	743700YQIO8Y4L4WKR40

The Issuer has submitted a listing application to Nasdaq Helsinki Ltd (the "**Helsinki Stock Exchange**") for the listing of the EUR 100,000,000 senior unsecured sustainability-linked notes due 14 June 2028 issued by the Issuer (the "**Notes**") on the official list of the Helsinki Stock Exchange (the "**Listing**"). The trading code of the Notes is 'TYRJ512528' and the ISIN code of the Notes is FI4000556444.

The competent authority approving the Prospectus

The Prospectus has been approved by the Finnish Financial Supervisory Authority (the "**FIN-FSA**") as the competent authority under the Prospectus Regulation on 10 July 2023. The FIN-FSA has only approved the Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation but is not liable for the correctness of the information contained therein. Approval by the FIN-FSA of the Prospectus shall not be considered as an endorsement of the Issuer that is the subject of the Prospectus. The record number of the approval by the FIN-FSA concerning the Prospectus is FIVA/2023/1156.

The identity and contact details of the competent authority, the FIN-FSA, approving the Prospectus are as follows:

Authority ……………………………………………	Financial Supervisory Authority
Address …………………………………………….	P.O. Box 103, FI-00101 Helsinki, Finland
Telephone ………………………………………….	+358 9183 51
Email address ………………………………………	registry@fiva.fi

Key Information on the Issuer

Who is the issuer of the securities?

The legal and commercial name of the Issuer is Nokian Tyres plc and it is domiciled in Nokia, Finland. The Issuer is registered in the trade register maintained by the Finnish Patent and Registration Office under business identity code 0680006-8. The Issuer's legal entity identifier (LEI) is 743700YQIO8Y4L4WKR40. The Issuer is a public limited liability company incorporated in Finland, and it is organised and operating under the laws of Finland.

Principal activities of the Issuer

The Issuer's business is primarily developing and manufacturing winter, all-season and summer tires for passenger cars and vans as well as special tires for heavy machinery. According to the Articles of Association of the Issuer, the Issuer's line of business is to operate in the manufacture and sales of tires and other related business.

Major shareholders

As of the date of the Prospectus, the Issuer's shares have been listed on the Helsinki Stock Exchange. The following table sets forth the five (5) largest shareholders of the Issuer with their respective ownership participation percentage and number of shares owned as at 31 May 2023:

Shareholder	Number of shares	Share of votes and shares
Solidium Oy	14,031,000	10.10% of shares
Varma Mutual Pension Insurance Company	4,238,192	3.05% of shares
Ilmarinen Mutual Pension Insurance Company	2,630,678	1.89% of shares
Elo Mutual Pension Insurance Company	1,701,000	1.22% of shares
EAM NRE1V Holding Oy	1,054,507	0.76% of shares
5 largest shareholders in total	**23,655,377**	**17.03% of shares**

No shareholder of the Issuer has control over the Company as referred in Chapter 2, Section 4 of the Finnish Securities Market Act (746/2012, as amended) (the "**Finnish Securities Market Act**"). The Issuer is not aware of any events or arrangements that may affect the exercise of control in the Issuer in the future.

Key management and auditor of the Issuer

The members of the Board of Directors of the Issuer are Jukka Hienonen (Chairman), Pekka Vauramo (Deputy Chair), Susanne Hahn, Markus Korsten, Veronica Lindholm, Christopher Ostrander, Jouko Pölönen, George Rietbergen and Reima Rytsölä.

The management team consists of Jukka Moisio (President and CEO), Päivi Antola (SVP, Communications, Investor Relations and Brand), Anna Hyvönen (EVP, Passenger Car Tyres and Vianor), Adrian Kaczmarczyk (SVP, Supply Operations), Teemu Kangas-Kärki (CFO), Jukka Kasi (SVP, Products & Innovations), Päivi Leskinen (SVP, Human Resources) and Manu Salmi (EVP, Heavy Tyres and Nokia Factory).

The Issuer's statutory auditor is Certified Public Audit Firm Ernst & Young Oy, with Mikko Järventausta, Authorised Public Accountant, as auditor with principal responsibility. Mikko Järventausta has been registered into the register referred to in Chapter 6, Section 9 of the Finnish Auditing Act (1141/2015, as amended) (in Finnish: *tilintarkastuslaki*). The business address of the principal auditor and Ernst & Young Oy is Alvar Aallon katu 5 C, FI-00100 Helsinki, Finland.

What is the key financial information regarding the Issuer?

The following tables present selected consolidated financial information regarding the Issuer as at and for the three (3) months ended 31 March 2023, with comparative figures for the three (3) months ended 31 March 2022, and the financial year ended 31 December 2022, with comparative figures for the financial year ended 31 December 2021. The financial information presented below has been derived from the Issuer's unaudited interim report as at and for the three (3) months ended 31 March 2023 and from the Issuer's audited financial statements for the financial year ended 31 December 2022.The Issuer's unaudited consolidated interim financial information and the audited consolidated financial statements have been prepared in accordance with the IFRS.

The Issuer's exit from Russia was finalised on 30 March 2023 and, therefore, Russia is no longer included in the reported financial information as at and for the three (3) months ended 31 March 2023. Nokian Tyres has restated i.e. excluded Russia from IFRS Income Statement figures for Q1/2022 and for financial year 2022. The balance sheet and the cash flow figures have not been restated.

Information on the statement of comprehensive income

EUR million	***1-3/23 (unaudited[1])***	***1-3/22 (unaudited, restated[2])***	***1.1.–31.12.2022 (unaudited, restated[2])***	***1.1.–31.12.2022 (audited[1])***	***1.1.–31.12.2021 (audited[1])***
Operating profit	-18.8	21.5	56.7	-116.2	268.2

1) As reported.

2) 1-3/22 and 1.1.-31.12.2022 restated figures that exclude Russia.

Information on the statement of financial position

EUR million	***31.3.2023 (unaudited)***	***31.3.2022 (unaudited)***	***31.12.2022 (audited)***	***31.12.2021 (audited)***
Interest-bearing net debt	46.8	52.6	140.9	-98.7
Gearing, %	3.3%	3.1%	9.8%	-6.1%
Total equity and liabilities	2,075.8	2,404.6	2,209.7	2,383.5

Information on the statement of cash flows

EUR million	***1-3/23 (unaudited)***	***1-3/22 (unaudited)***	***1.1.–31.12. 2022 (audited)***	***1.1.–31.12. 2021 (audited)***
Cash flow from operating activities (A)	-57.6	-114.3	-4.3	396.5
Cash flows from investing activities (B)	164.8	-13.6	-126.9	-118.7
Cash flow from financing activities (C)	-5.6	-3.8	5.1	-399.8

Audit qualifications

There are no qualifications in the auditor’s report pertaining to the Issuer’s audited financial statements for the financial years ended 31 December 2022 and 31 December 2021.

What are the key risks that are specific to the Issuer?

- The Group’s business is subject to adverse global economic and political developments that may cause severe disruptions in the European and global economy and have an adverse effect on the Group’s operations.
- Intensifying competition, changes in the competitive landscape and changes in consumer behaviour may have an adverse effect on the Group’s net sales and profit margins and the Group may fail to maintain or increase its market share.
- Climate change may cause new requirements for the tires, their demand and pricing which may have an adverse effect on the Group’s operations.
- The Group may not be able to obtain financing on competitive terms or at all, it may become in breach of covenants and its cost for financing may increase which have an adverse effect on the Group’s operations.
- Legal and regulatory requirements, changes in and non-compliance with laws and regulations or licences may have a material adverse effect on the Group’s business operations.

Key Information on the Securities

What are the main features of the securities?

The Notes are euro-denominated senior unsecured sustainability-linked notes and debt instruments of the type referred to in paragraph 1 of Section 34 of the Act on Promissory Notes (622/1947, as amended) (in Finnish: *velkakirjalaki*). The ISIN code of the Notes is FI4000556444. The Notes are issued in dematerialised book-entry form in the book-entry system maintained by Euroclear Finland Oy.

The Notes are represented by units in denomination of EUR 1,000 and the principal amount of each book-entry unit is EUR 1,000 (the “**Nominal Amount**”). The aggregate number of the Notes is 100,000 and the aggregate principal amount of the issued Notes is EUR 100,000,000.

The Notes were issued with an initial nominal amount of EUR 100,000,000 on 14 June 2023 (the "**Issue Date**") fully paid at an issue price of 99.518 per cent of the Nominal Amount based on the authorisation given by the Issuer's Board of Directors on 25 April 2023 in accordance with the terms and conditions (the "**Terms and Conditions**"). The Notes were offered for subscription in a minimum amount of EUR 100,000 through private placement processes (the "**Offering**").

Each Note bears interest at the initial rate of 5.125 per cent per annum (the "**Initial Rate of Interest**"). If certain sustainability targets are not met as per 31 December 2025, the Initial Rate of Interest shall be increased by a step up margin of 0.375 per annum. Interest is payable annually in arrears commencing on 14 June 2024 and thereafter annually on each 14 June (each an "**Interest Payment Date**").

Redemption and repurchase of the Notes

Pursuant to condition Redemption at Maturity of the Terms and Conditions, the Notes shall be repaid in full at their nominal principal amount on 14 June 2028 (the "**Redemption Date**"), unless the Issuer has prepaid or redeemed the Notes in accordance with conditions Voluntary Total Redemption, Clean-up Call Option, Change of Control, or Events of Default pursuant to the Terms and Conditions.

Pursuant to condition Voluntary Total Redemption of the Terms and Conditions, the Issuer may, at any time having given a notice (an "**Optional Redemption Notice**") to the holders of the Notes (the "**Noteholders**"), redeem all, but not part of the aggregate principal amount of the Notes issued on the relevant date (the "**Optional Redemption Date**") at a redemption amount equal to

(i) in the case of an Optional Redemption Date occurring before the date falling three (3) months prior to the Redemption Date, the sum of 100 per cent of the principal amount of the Notes redeemed and Remaining Interest (as defined below); or

(ii) in the case of an Optional Redemption Date occurring on or after the date falling three (3) months prior to the Redemption Date, 100 per cent of their outstanding principal amount;

in each case together with accrued but unpaid interest up to (but excluding) the relevant Optional Redemption Date.

"**Remaining Interest**" means the aggregate amount of scheduled but unpaid payment(s) of interest on the Notes from and including the relevant Optional Redemption Date to (but excluding) the date falling three (3) months prior to the Redemption Date (the "**Remaining Interest Period**"). The rate of interest for the Remaining Interest Period shall be:

(i) from (and including) the relevant Optional Redemption Date to (but excluding) the Interest Payment Date immediately following the Testing Date, the Initial Rate of Interest; and

(ii) from (and including) the Interest Payment Date immediately following the Testing Date to the last day of the Remaining Interest Period (excluding such day), the Initial Rate of Interest with the addition of the Step Up Margin;

unless, the Optional Redemption Notice has been given after the date of the Sustainability Verification Report and the Issuer has fulfilled the Emissions Condition in accordance with condition Step Up Margin pursuant to the Terms and Conditions, in such case the rate of interest for the Remaining Interest Period shall be the Initial Rate of Interest.

Pursuant to condition Clean-up Call Option of the Terms and Conditions, if at any time the nominal principal amount of the outstanding Notes is 25 per cent or less of the aggregate nominal amount of the Notes issued at any time, the Issuer may, at its option, at any time, by giving an irrevocable notice, which shall specify the date fixed for redemption, to the Issuer Agent and the Noteholders, elect to redeem all of the outstanding Notes, in whole but not in part, at their nominal principal amount together with any accrued but unpaid interest to, but excluding, the date of redemption.

Pursuant to condition Change of Control Event of the Terms and Conditions, if, after the Issue Date, any person or group of persons acting in concert, directly or indirectly, gains control of the Issuer in accordance with the Terms and Conditions (such event a "**Change of Control Event**"), the Issuer shall on the date falling 45 Business Days after the publication of the notice to the Noteholders of a Change of Control Event (the

“**Prepayment Date**”) prepay the outstanding nominal principal amount of, and the interest accrued but unpaid on, the Notes, but without any premium or penalty, held by the Noteholders who have required prepayment of Notes held by them. Interest on the Notes to be prepaid accrues until the Prepayment Date (excluding the Prepayment Date). If Notes representing more than 75 per cent of the aggregate nominal principal amount of the Notes have been prepaid on the Prepayment Date pursuant to the Change of Control Event, the Issuer is entitled to prepay also the remaining outstanding Notes at their nominal principal amount with accrued but unpaid interest, but without any premium or penalty, by notifying the relevant Noteholders.

Pursuant to condition Events of Default of the Terms and Conditions, if an event of default in accordance with the Terms and Conditions occurs, any Noteholder may by a written notice to the Issuer declare the outstanding nominal principal amount of such Note together with the interest and any other amounts then accrued on such Note to be prematurely due and payable at the earliest on the tenth (10th) Business Day from the date such notice was received by the Issuer provided that an Event of Default is continuing on the date of receipt of the notice by the Issuer and on the specified early repayment date. Interest on such Note accrues until the early repayment date (excluding the early repayment date). The Issuer shall notify the Noteholders of any Event of Default (and the steps, if any, taken to remedy it) in accordance with the Terms and Conditions promptly upon becoming aware of its occurrence.

Rights attached to the securities

Pursuant to the Terms and Conditions, those Noteholders who, according to the register kept by Euroclear Finland Oy in respect of the Notes, were registered as Noteholders on the fifth (5th) Business Day prior to a meeting of Noteholders (a “**Noteholders’ Meeting**”) or the last day for replies in a procedure in writing among the Noteholders (a “**Procedure in Writing**”) on the list of Noteholders to be provided by Euroclear Finland Oy, or proxies authorised by such Noteholders, shall, if holding any of the principal amount of the Notes at the time of the Noteholders’ Meeting or the last day for replies in the Procedure in Writing, be entitled to vote at the Noteholders’ Meeting or in the Procedure in Writing and shall be recorded in the list of the Noteholders present in the Noteholders’ Meeting or participating in the Procedure in Writing.

A Noteholders’ Meeting or a Procedure in Writing shall constitute a quorum only if one or more Noteholders holding in aggregate at least 50 per cent of the principal amount of the Notes outstanding are/is present (in person or by proxy) in the Noteholders’ Meeting or provide/provides replies in the Procedure in Writing. Any holdings of the Notes by the Issuer and any companies belonging to its Group are not included in the assessment whether or not a Noteholders’ Meeting or a Procedure in Writing shall constitute a quorum.

Voting rights of the Noteholders shall be determined according to the principal amount of the Notes held on the fifth (5th) Business Date prior to a Noteholders’ Meeting or on the last day for replies in the Procedure in Writing. The Issuer and any companies belonging to its Group shall not hold voting rights at the Noteholders’ Meeting or in the Procedure in Writing.

A Noteholders’ Meeting or a Procedure in Writing is entitled to amend the Terms and Conditions or to grant a temporary waiver on the Terms and Conditions of the Notes by majority of more than 50 per cent of the votes cast. However, consent of at least 75 per cent of the amount of the votes cast in a Noteholders’ Meeting or a Procedure in Writing is required to decrease the principal amount of or interest on the Notes, to extend the maturity of the Notes, to amend the requirements for the constitution of a quorum at a Noteholders’ Meeting or Procedure in Writing, or to amend the majority requirements of the Noteholders’ Meeting or Procedure in Writing. When consent from the Noteholders representing the requisite majority has been received in the Procedure in Writing, the relevant decision shall be deemed to be adopted even if the time period for replies in the Procedure in Writing has not yet expired. Resolutions passed at a Noteholders’ Meeting or in the Procedure in Writing shall be binding on all Noteholders irrespective of whether they have been present at the Noteholders’ Meeting or participated in the Procedure in Writing, and irrespective of how and if they have voted.

Ranking of the securities

The Notes constitute direct, unsecured, unguaranteed and unsubordinated obligations of the Issuer ranking *pari passu* among each other and at least *pari passu* with all other present and future unsecured, unguaranteed and unsubordinated obligations of the Issuer, save for such obligations as may be preferred by mandatory provisions of law.

<u>Transferability of the securities</u>

Each Note is freely transferable after it has been registered into the respective book-entry account of a Noteholder but the Noteholders may be subject to purchase or transfer restrictions with regard to the Notes, as applicable, under local laws to which a Noteholder may be subject. Each Noteholder must ensure compliance with such restrictions at its own cost and expense.

Where will the securities be traded?

The Issuer has applied for the listing of the Notes on the official list of the Helsinki Stock Exchange. Public trading of the Notes is expected to commence on or about 12 July 2023 under the trading code 'TYRJ512528'.

What are the key risks that are specific to the securities?

- The Notes do not, as a rule, contain covenants governing the Issuer's operations and do not limit its ability to merge, effect asset sales or otherwise effect significant transactions that may have a material adverse effect on the Notes and the Noteholders.
- The Issuer may incur additional debt and/or grant additional security and/or guarantees without the consent of the Noteholders that may have a material adverse effect on the Notes and the Noteholders.
- Investors in the Notes are exposed to credit risk in respect of the Issuer and may lose their investment in the Notes in whole or in part.
- The market value of the Notes may be volatile which may affect the pricing and investors' ability to sell the Notes before redemption at a certain level or at all.
- Noteholders may be exposed to exchange rate risk and risks relating to exchange controls resulting to a possible loss.
- Notes may not be a suitable investment for all investors seeking exposure to assets with sustainability characteristics which may result in adverse consequences for certain investors with portfolio mandates to invest in securities to be used for a particular purpose.
- The Notes include certain triggers linked to sustainability performance targets and the failure to meet such targets as per 31 December 2025 will result in increased interest amounts under the Notes, which would increase the Issuer's total cost of funding and may result in a significant negative impact on the reputation of the Issuer, either of which could have a material adverse effect on the Issuer, its business prospects, its financial condition or its results of operations.
- Since the Notes bear a fixed interest rate, their price may fall as a result of increase in the interest rates which may lead to losses for the Noteholders if they sell the Notes prior to the maturity date.
- Interest payments made by the Issuer or a securities dealer to Noteholders who are not resident in Finland for tax purposes may be subject to Finnish withholding tax as a result of which those Noteholders may have amounts in respect of taxation withheld from payments of interest under the Notes.
- The Notes are not guaranteed or covered by any security and therefore will effectively be subordinated to any secured debt and, as a result, any adverse change in the financial condition or prospects of the Issuer may have a material adverse effect on the liquidity of the notes, may result in a material decline in their market price, and may endanger the probability that the Noteholders will receive the prompt and full payment, when due, for principal, interest and/or any other amounts and items payable to the Noteholders.

Key Information on the Offer of Securities to the Public and Admission to Trading on a Regulated Market

Under which conditions and timetable can I invest in this security?

Not applicable. The Prospectus has been prepared solely in connection with the Listing. It does not constitute an offer of securities for sale, or a solicitation of an offer to buy any securities, anywhere in the world.

Why is this prospectus being produced?

The Issuer has prepared and published the Prospectus in order to apply for the Notes to be admitted to trading on the official list of the Helsinki Stock Exchange.

The Issuer has applied the proceeds from the issue of the Notes, net of fees and legal costs of the Joint Lead Managers and any other costs and expenses incurred in connection with the Notes issue, for general corporate purposes. The net proceeds from the issue of the Notes were approximately EUR 99,168,000.

Material interests

Danske Bank A/S, Nordea Bank Abp and OP Corporate Bank plc are acting as joint lead managers (the "**Joint Lead Managers**") of the Offering of the Notes. The Joint Lead Managers and/or their affiliates have engaged in, and may in the future engage in, investment banking and/or commercial banking or other services for the Issuer and its subsidiaries (together the "**Group**") in the ordinary course of business. Accordingly, conflicts of interest may exist or may arise as a result of the Joint Lead Managers and/or their affiliates having previously engaged, or engaging in the future, in transactions with other parties, having multiple roles or carrying out other transactions for third parties with conflicting interests.

The Issuer has entered into agreements with the Joint Lead Managers with respect to certain services to be provided by the Joint Lead Managers in connection with the Offering of the Notes.

Applicable law and dispute resolution

The Offering and the Notes are governed by Finnish law and any dispute arising in relation to the Offering and the Notes shall be settled exclusively by Finnish courts in accordance with Finnish law.

TIIVISTELMÄ

Johdanto ja varoitukset

*Tämä tiivistelmä sisältää kaikki Euroopan parlamentin ja Neuvoston asetuksen (EU) 2017/1129, muutoksineen (”**Esiteasetus**”) edellyttämät tiivistelmään tämän kaltaisten arvopapereiden ja liikkeeseenlaskijan yhteydessä sisällytettävät kohdat. Tätä tiivistelmää tulee lukea listalleottoesitteen (”**Esite**”) johdantona. Sijoittajan tulee perustaa Nokian Renkaat Oyj:n (”**Liikkeeseenlaskija**” tai ”**Yhtiö**”) liikkeeseen laskemia arvopapereita koskeva sijoituspäätöksensä arvopapereihin Esitteeseen kokonaisuutena.*

Sijoittaja voi menettää arvopapereihin sijoittamansa pääoman kokonaisuudessaan tai osittain. Jos tuomioistuimessa pannaan vireille Esitteeseen sisältyviä tietoja koskeva kanne, kantajana toimiva sijoittaja saattaa sovellettavaksi tulevan lainsäädännön nojalla joutua ennen oikeudenkäynnin vireillepanoa vastaamaan Esitteen käännöskustannuksista. Yhtiö on siviilioikeudellisessa vastuussa tästä tiivistelmästä ja sen käännöksistä vain, jos tiivistelmä luettuna yhdessä Esitteen muiden osien kanssa on harhaanjohtava, epätarkka tai epäjohdonmukainen tai jos siinä ei luettuna yhdessä Esitteen muiden osien kanssa anneta keskeisiä tietoja sijoittajien auttamiseksi, kun ne harkitsevat sijoittamista Yhtiön liikkeeseen laskemiin arvopapereihin.

Liikkeeseenlaskija ja listattavat arvopaperit

Liikkeeseenlaskijan yksilöinti- ja yhteystiedot ovat seuraavat:

Yhtiön nimi ……………………………......................	Nokian Renkaat Oyj
Osoite……………………………………………………	PL 20, 37101 Nokia
Puhelinnumero ………………………………………...	+358 10 401 7000
Y-tunnus ……………………………………………….	0680006-8
Oikeushenkilötunnus (LEI-tunnus) …………………..	743700YQIO8Y4L4WKR40

Yhtiö on jättänyt listalleottohakemuksen Nasdaq Helsinki Oy:lle (”**Helsingin Pörssi**”) koskien Yhtiön liikkeeseen laskemien 14.6.2028 erääntyvien 100 000 000 euron senioriehtoisten vakuudettomien vastuullisuustavoitteisiin sidottujen joukkovelkakirjojen (”**Velkakirjat**”) listaamista Helsingin Pörssin päälistalle (”**Listaaminen**”). Velkakirjojen kaupankäyntitunnus on ’TYRJ512528’ ja ISIN-tunnus FI4000556444.

Esitteen hyväksyvä toimivaltainen viranomainen

Finanssivalvonta on Esiteasetuksen mukaisena toimivaltaisena viranomaisena hyväksynyt Esitteen 10.7.2023. Finanssivalvonta on hyväksynyt Esitteen vain siltä osin, että se täyttää Esiteasetuksen mukaiset kattavuutta, ymmärrettävyyttä ja johdonmukaisuutta koskevat vaatimukset, mutta ei vastaa siinä esitetyn tiedon todenmukaisuudesta. Finanssivalvonnan antamaa Esitteen hyväksyntää ei tule pitää osoituksena sen Liikkeeseenlaskijan hyväksynnästä, jota Esite koskee. Finanssivalvonnan Esitteen hyväksymispäätöksen diaarinumero on FIVA/2023/1156.

Toimivaltaisen viranomaisen eli Finanssivalvonnan, joka hyväksyy tämän Esitteen, yhteystiedot ovat seuraavat:

Viranomainen ………………………………………….	Finanssivalvonta
Osoite …………………………………………………..	PL 103, 00101 Helsinki
Puhelinnumero ………………………………………...	+358 9183 51
Sähköpostiosoite ……………………………………………	kirjaamo@finanssivalvonta.fi

Keskeisiä tietoja Liikkeeseenlaskijasta

Kuka on arvopapereiden liikkeeseenlaskija?

Liikkeeseenlaskijan rekisteröity toiminimi on Nokian Renkaat Oyj ja sen kotipaikka on Nokia. Yhtiö on rekisteröity Patentti- ja rekisterihallituksen ylläpitämään kaupparekisteriin y-tunnuksella 0680006-8. Liikkeeseenlaskijan oikeushenkilötunnus (LEI-tunnus) on 743700YQIO8Y4L4WKR40. Yhtiö on julkinen osakeyhtiö, joka on perustettu Suomessa ja jonka toimintaan sovelletaan Suomen lakia.

<u>Liikkeeseenlaskijan pääasiallinen toiminta</u>

Yhtiön liiketoiminta koostuu pääasiassa talvirenkaiden, ympärivuotisten renkaiden ja kesärenkaiden kehittämisestä ja valmistamisesta henkilö- ja pakettiautoihin sekä erikoisrenkaiden kehittämisestä ja valmistamisesta raskaisiin työkoneisiin. Yhtiöjärjestyksen mukaan yhtiön toimialana on harjoittaa renkaiden valmistusta ja myyntiä sekä muuta tähän liittyvää liiketoimintaa.

Suurimmat osakkeenomistajat

Esitteen päivämääränä Yhtiön osakkeet on listattu Helsingin Pörssiin. Seuraavassa taulukossa luetellaan Yhtiön viisi (5) suurinta osakkeenomistajaa sekä kunkin osakkeenomistajan omistamien osakkeiden lukumäärä ja suhteellinen osuus Yhtiön kaikista osakkeista ja äänistä 31.5.2023:

Osakkeenomistaja	Osakkeiden lukumäärä	Osuus osakkeista ja äänistä
Solidium Oy	14 031 000	10,10 % osakkeista
Keskinäinen työeläkevakuutusyhtiö Varma	4 238 192	3,05 % osakkeista
Keskinäinen Eläkevakuutusyhtiö Ilmarinen	2 630 678	1,89 % osakkeista
Keskinäinen Työeläkevakuutusyhtiö Elo	1 701 000	1,22 % osakkeista
EAM NRE1V Holding Oy	1 054507	0,76 % osakkeista
5 suurinta osakkeenomistajaa yhdessä	**23 655 377**	**17,03 % osakkeista**

Yhdelläkään Yhtiön osakkeenomistajalla ei ole arvopaperimarkkinalain (746/2012, muutoksineen) (”**Arvopaperimarkkinalaki**”) 2 luvun 4 §:n mukaista määräysvaltaa Yhtiössä. Yhtiö ei ole tietoinen mistään tapahtumista tai järjestelyistä, jotka voivat tulevaisuudessa vaikuttaa määräysvallan käyttämiseen Yhtiössä.

Johdon avainhenkilöt ja tilintarkastaja

Yhtiön hallituksen jäsenet ovat Jukka Hienonen (hallituksen puheenjohtaja), Pekka Vauramo (varapuheenjohtaja), Susanne Hahn, Markus Korsten, Veronica Lindholm, Christopher Ostrander, Jouko Pölönen, George Rietbergen ja Reima Rytsölä.

Yhtiön johtoryhmään kuuluvat Jukka Moisio (toimitusjohtaja), Päivi Antola (Johtaja, Viestintä, sijoittajasuhteet ja brändi), Anna Hyvönen (Johtaja, Henkilöautonrenkaat ja Vianor), Adrian Kaczmarczyk (Johtaja, Tuotanto, toimitusketju ja hankinnat), Teemu Kangas-Kärki (talousjohtaja), Jukka Kasi (Johtaja, Tuotteet ja innovaatiot), Päivi Leskinen (Johtaja, Henkilöstö) ja Manu Salmi (Johtaja, Raskaat Renkaat ja Nokian-tehdas)

Yhtiön lakisääteinen tilintarkastaja on tilintarkastusyhteisö Ernst & Young Oy KHT-tilintarkastaja Mikko Järventaustan toimiessa päävastuullisena tilintarkastajana. Mikko Järventausta on rekisteröity tilintarkastuslain (1141/2015, muutoksineen) 6 luvun 9 pykälän mukaiseen tilintarkastajarekisteriin. Päävastuullisen tilintarkastajan ja Ernst & Young Oy:n liikeosoite on Alvar Aallon katu 5 C, 00100 Helsinki.

Mitä ovat Liikkeeseenlaskijaa koskevat keskeiset taloudelliset tiedot?

Seuraavissa taulukoissa esitetään eräitä Yhtiötä koskevia konsernin taloudellisia tietoja 31.3.2023 päättyneeltä kolmelta (3) kuukaudelta sekä vertailuluvut 31.3.2022 päättyneeltä kolmelta (3) kuukaudelta ja 31.12.2022 päättyneeltä tilikaudelta sekä vertailuluvut 31.12.2021 päättyneeltä tilikaudelta. Alla esitetyt taloudelliset tiedot on johdettu Yhtiön tilintarkastamattomasta osavuosikatsauksesta 31.3.2023 päättyneeltä kolmelta (3) kuukaudelta sekä Yhtiön tilintarkastetusta tilinpäätöksestä 31.12.2022 päättyneeltä tilikaudelta. Yhtiön konsernin tilintarkastamaton osavuosikatsaus ja tilintarkastettu konsernitilinpäätös on laadittu IFRS:n mukaisesti.

Yhtiön vetäytyminen Venäjältä saatiin päätökseen 30.3.2023 ja Venäjä ei siten enää sisälly raportoituihin taloudellisiin tietoihin 31.3.2023 päättyneeltä kolmelta (3) kuukaudelta. Nokian Renkaat on oikaissut Venäjän Q1/2022-luvuista ja tilikauden 2022 luvuista. Tasetta tai rahavirtalaskelmaa ei ole oikaistu.

Tuloslaskelmatietoja

Milj. euroa	*1-3/23 (tilintarkastamaton[1])*	*1-3/22 (tilintarkastamaton, oikaistu[2])*	*1.1.–31.12.2022 (tilintarkastamaton, oikaistu[2])*	*1.1.–31.12.2022 (tilintarkastettu[1])*	*1.1.–31.12.2021 (tilintarkastettu[1])*
Liikevoitto	-18,8	21,5	56,7	-116,2	268,2

1) Kuten raportoitu.

2) 1-3/22 ja 1.1.-31.12.2022 oikaistut luvut, jotka eivät sisällä Venäjän liiketoimintoja.

Tasetietoja

Milj. euroa	***31.3.2023 (tilintarkastamaton)***	***31.3.2022 (tilintarkastamaton)***	***31.12.2022 (tilintarkastettu)***	***31.12.2021 (tilintarkastettu)***
Korollinen nettovelka	46,8	52,6	140,9	-98,7
Velkaantuneisuusaste, %	3,3 %	3,1 %	9,8 %	-6,1 %
Oma pääoma ja velat yhteensä	2 075,8	2 404,6	2 209,7	2 383,5

Rahavirtalaskelmatietoja

Milj. euroa	***1-3/23 (tilintarkastamaton)***	***1-3/22 (tilintarkastamaton)***	***1.1.–31.12. 2022 (tilintarkastettu)***	***1.1.–31.12. 2021 (tilintarkastettu)***
Liiketoiminnasta kertyneet nettorahavirrat (A)	-57,6	-114,3	-4,3	396,5
Investointeihin käytetyt nettorahavirrat (B)	164,8	-13,6	-126,9	-118,7
Rahoitukseen käytetyt nettorahavirrat (C)	-5,6	-3,8	5,1	-399,8

Tilintarkastuskertomuksen varaumat

Yhtiön 31.12.2022 ja 31.12.2021 päättyneiltä tilikausilta laadittujen tilinpäätösten tilintarkastuskertomuksissa ei ole esitetty varaumia.

Mitä ovat Liikkeeseenlaskijaan liittyvät olennaiset riskit?

- Konsernin liiketoiminta on altis maailmanlaajuisille taloudellisille ja poliittisille kehityssuunnille, jotka voivat aiheuttaa merkittäviä häiriöitä Euroopan ja maailmantaloudessa ja vaikuttaa haitallisesti Konsernin toimintaan.
- Kiristyvä kilpailu, muutokset kilpailuympäristössä ja muutokset kuluttajakäyttäytymisessä voivat vaikuttaa haitallisesti Konsernin liikevaihtoon ja voittomarginaaliin, ja Konserni saattaa epäonnistua markkinaosuutensa säilyttämisessä tai kasvattamisessa.
- Ilmastonmuutos voi aiheuttaa uusia vaatimuksia renkaille, niiden kysynnälle ja hinnoittelulle, joilla voi olla haitallinen vaikutus Konsernin toimintaan.
- Konserni ei välttämättä pysty saamaan rahoitusta kilpailukykyisin ehdoin tai ollenkaan, se voi rikkoa kovenantteja ja sen rahoituskustannukset voivat nousta, mikä vaikuttaa haitallisesti Yhtiön toimintaan.
- Lakien ja säännösten vaatimukset, muutokset laeissa, säännöksissä tai lisensseissä tai niiden noudattamisen laiminlyönti voivat vaikuttaa haitallisesti Konsernin liiketoimintaan.

Keskeiset tiedot arvopapereista

Mitkä ovat arvopapereiden keskeiset ominaisuudet?

Velkakirjat ovat euromääräisiä, senioriehtoisia, vakuudettomia ja vastuullisuustavoitteisiin sidottuja velkakirjalain (622/1947, muutoksineen) 34 §:n 1 momentin tarkoittamia joukkovelkakirjoja. Velkakirjojen ISIN-tunnus on FI4000556444. Velkakirjat lasketaan liikkeeseen arvo-osuuksina Euroclear Finland Oy:n ylläpitämässä arvo-osuusjärjestelmässä.

Velkakirjojen arvo-osuuden yksikkökoko on 1 000 euroa ja kunkin Velkakirjan nimellisarvo on 1 000 euroa (”**Nimellisarvo**”). Velkakirjoja on laskettu liikkeeseen yhteensä 100 000 kappaletta ja Velkakirjojen ulkona oleva kokonaisnimellisarvo on 100 000 000 euroa.

Velkakirjat laskettiin liikkeeseen 100 000 000 euron nimellisarvossa 14.6.2023 (”**Liikkeeseenlaskupäivä**”) täysin maksettuina emissiohintaan, joka on 99,518 prosenttia Nimellisarvosta, Liikkeeseenlaskijan hallituksen 25.4.2023 antaman valtuutuksen perusteella lainaehtojen mukaisesti (”**Lainaehdot**”). Velkakirjoja tarjottiin merkittäväksi suunnatussa tarjousmenettelyssä 100 000 euron vähimmäismerkintähintaan (”**Tarjous**”).

Kullekin Velkakirjalle maksetaan korkoa alustavasti 5,125 prosenttia vuosittain (”**Alustava Korko**”). Jos tiettyjä vastuullisuustavoitteita ei saavuteta 31.12.2025 mennessä, Alustavaa Korkoa korotetaan vuosittaisella 0,375 prosentin marginaalilla. Korkoa maksetaan vuosittain tasaerinä 14.6.2024 alkaen ja sen jälkeen kunakin vuonna 14.6. (kukin ”**Koronmaksupäivä**”).

Velkakirjojen lunastus ja takaisinosto

Lainaehtojen ehdon ”*Redemption at Maturity”* mukaan Velkakirjat maksetaan takaisin koko nimellisarvoonsa 14.6.2028 (”**Lunastuspäivä**”), ellei Liikkeeseenlaskija ole maksanut takaisin tai lunastanut Velkakirjoja Lainaehtojen ehtojen ”*Total Voluntary Redemption*”, ”*Clean-up Call Option*”, ”*Change of Control*” tai ”*Events of Default*” mukaisesti.

Lainaehtojen ”*Voluntary Total Redemption*”-ehdon mukaan Liikkeeseenlaskija voi milloin tahansa annettuaan ilmoituksen (”**Vapaaehtoisen Lunastuksen Ilmoitus**”) velkakirjojen haltijoille (”**Velkakirjanhaltijat**”) lunastaa kaikki, muttei osaa, liikkeeseen laskettujen Velkakirjojen yhteenlasketusta pääomasta tiettynä päivämääränä (”**Vapaaehtoinen Lunastuspäivä**”) lunastusmäärään, joka vastaa

(i) Vapaaehtoisen Lunastuspäivän ollessa päivämääränä, joka on yli kolme (3) kuukautta ennen Lunastuspäivää, 100 prosenttia lunastettujen Velkakirjojen pääomasta ja Jäljellä Olevan Koron (kuten määritelty alla) summa; tai

(ii) Vapaaehtoisen Lunastuspäivän ollessa kolme kuukautta ennen Lunastuspäivää tai myöhemmin 100 prosenttia ulkona olevasta pääomasta;

molemmissa tapauksessa kyseessä olevaan Vapaaehtoiseen Lunastuspäivään asti (mutta ei mukaan lukien) kertyneen mutta maksamattoman koron kanssa.

”**Jäljellä Oleva Korko**” tarkoittaa yhteenlaskettua määrää suunnitelluista mutta maksamattomista korkomaksuista Velkakirjoille Vapaaehtoisesta Lunastuspäivästä lähtien ja se mukaan luettuna kolme kuukautta ennen Lunastuspäivää olevaan päivämäärään asti (muttei se mukaan luettuna) (”**Jäljellä Oleva Korkojakso**”). Jäljellä Olevan Korkojakson korko tulee olemaan

(i) kyseessä olevasta Vapaaehtoisesta Lunastuspäivästä lähtien (ja mukaan luettuna) siihen Koronmaksupäivään asti (muttei se mukaan luettuna), joka seuraa välittömästi Tarkastuspäivää, Alustava Korko; ja

(ii) Tarkastuspäivää välittömästi seuraavasta Koronmaksupäivästä alkaen (ja se mukaan luettuna) Jäljellä Olevan Korkojakson viimeiseen päivään asti (muttei se mukaan luettuna) Alustava Korko lisättynä *Step Up* -marginaalilla;

ellei Vapaaehtoisen Lunastuksen Ilmoitusta ole annettu Vastuullisuusverifiointiraportin (*Sustainability Verification Report*) päivämäärän jälkeen ja Liikkeeseenlaskija ole täyttänyt Päästöehtoa (*Emissions Condition*) Lainaehtojen ”*Step Up Margin*”-ehdon mukaisesti, missä tapauksessa korko Jäljellä Olevalle Korkojaksolle tulee olemaan Alustava Korko.

Lainaehtojen ”*Clean-up Call Option*”-ehdon mukaan, jos missä tahansa vaiheessa ulkona olevien Velkakirjojen pääoma on 25 prosenttia tai vähemmän yhteenlasketusta liikkeeseen laskettujen Velkakirjojen pääomasta, Liikkeeseenlaskija voi halutessaan milloin tahansa antamalla liikkeeseenlaskijan asiamiehelle ja Velkakirjanhaltijoille peruuttamattoman ilmoituksen, jossa on mainittava lunastukselle asetettu päivämäärä, päättää lunastaa kaikki ulkona olevat Velkakirjat kokonaan, muttei osittain, niiden nimellisarvoon yhdessä kertyneen mutta maksamattoman koron kanssa ottamatta huomioon lunastuspäivää.

Lainaehtojen ”*Change of Control Event*”-ehdon mukaan, jos Liikkeeseenlaskupäivän jälkeen kuka tahansa henkilö tai mikä tahansa ryhmä henkilöitä toimien yhdessä tuumin, suoraan tai välillisesti saavuttavat määräysvallan Liikkeeseenlaskijassa Lainaehtojen mukaisesti (kukin tapahtuma ”**Määräysvallan Muutos**), Liikkeeseenlaskijan tulee 45 pankkipäivän kuluttua sen jälkeen, kun se on julkaissut ilmoituksen Velkakirjanhaltijoille Määräysvallan Muutoksesta (”**Ennakkomaksupäivä**”), maksaa ennakkoon ulkona oleva Velkakirjojen pääoma ja Velkakirjoille kertynyt mutta maksamaton korko, kuitenkin ilman preemiota tai rangaistusta, niille Velkakirjanhaltijoille, jotka ovat vaatineet ennakkomaksua omistamille Velkakirjoilleen. Ennakkoon maksettava korko Velkakirjoille kertyy Ennakkomaksupäivään asti (ottamatta Ennakkomaksupäivää huomioon). Jos ne Velkakirjat, jotka vastaavat enemmän kuin 75 prosenttia yhteenlasketusta Velkakirjojen pääomasta, on maksettu ennakkoon Ennakkomaksupäivänä Määräysvallan Muutoksen johdosta, Liikkeeseenlaskijalla on oikeus maksaa ennakkoon myös muut ulkona olevat Velkakirjat niiden nimellisarvoonsa yhdessä kertyneen mutta maksamattoman koron kanssa, kuitenkin ilman preemiota tai rangaistusta, ilmoittamalla tällaisille Velkakirjanhaltijoille.

Lainaehtojen ”*Events of Default*”-ehdon mukaan, jos tapahtuu Lainaehtojen mukainen laiminlyöntitapahtuma, Velkakirjanhaltija voi kirjallisella ilmoituksella Liikkeeseenlaskijalle ilmoittaa, että ulkona olevien Velkakirjojen pääoma yhdessä koron sekä muiden syntyneiden erien kanssa erääntyy etukäteen ja tulee maksaa aikaisintaan kymmenentenä pankkipäivänä siitä, kun Liikkeeseenlaskija on vastaanottanut tällaisen ilmoituksen, jos laiminlyöntitapahtuma jatkuu silloin, kun Liikkeeseenlaskija on vastaanottanut ilmoituksen ja määriteltynä etukäteisen maksun päivämääränä. Korko tällaiselle Velkakirjalle kertyy etukäteisen maksun päivämäärään asti (mutta ei sinä päivämääränä). Liikkeeseenlaskijan tulee ilmoittaa Velkakirjanhaltijoille laiminlyöntitapahtumista (ja mahdolliset toimenpiteet sen korjaamiseksi) Lainaehtojen mukaisesti viipymättä tullessaan tietoiseksi tällaisesta tapahtumasta.

Arvopapereihin liittyvät oikeudet

Lainaehtojen mukaisesti ne Velkakirjanhaltijat, jotka Euroclear Finland Oy:n ylläpitämän Velkakirjoja koskevan rekisterin mukaan olivat rekisteröity Velkakirjanhaltijoiksi viidentenä pankkipäivänä ennen Velkakirjanhaltijoiden kokousta (”**Velkakirjanhaltijoiden Kokous**”) tai viimeisenä vastauspäivänä kirjallisessa menettelyssä (”**Kirjallinen Menettely**”) Euroclear Finland Oy:n toimittamaan Velkakirjahaltijoita koskevaan listaan tai sellaisten Velkakirjanhaltijoiden valtuuttamina asiamiehinä ovat, jos omistavat Velkakirjojen pääomasta Velkakirjanhaltijoiden Kokouksen päivänä tai viimeisenä vastauspäivänä Kirjalliseen Menettelyyn, oikeutettuja äänestämään Velkakirjanhaltijoiden Kokouksessa tai Kirjallisessa Menettelyssä ja ne merkitään paikallaoleviksi Velkakirjanhaltijoiden Kokouksessa tai osallistuviksi Kirjalliseen Menettelyyn.

Velkakirjanhaltijoiden Kokous tai Kirjallinen Menettely on päätösvaltainen vain, jos yksi tai useampi Velkakirjanhaltija omistaen yhteensä vähintään 50 prosenttia ulkona olevien Velkakirjojen pääomasta on läsnä (henkilökohtaisesti tai asiamiehen välityksellä) Velkakirjanhaltijoiden Kokouksessa tai toimittaa vastaukset Kirjallisessa Menettelyssä. Liikkeeseenlaskijan tai samaan Konserniin kuuluvan yhtiön omistamia Velkakirjoja ei oteta huomioon arvioitaessa Velkakirjanhaltijoiden Kokouksen tai Kirjallisen Menettelyn päätösvaltaisuutta.

Velkakirjanhaltijan äänioikeus määritellään sen Velkakirjojen tuottaman pääoman mukaan, joka Velkakirjanhaltijalla on viidentenä pankkipäivänä ennen Velkakirjanhaltijoiden Kokousta tai viimeisenä vastauspäivänä Kirjallisessa Menettelyssä. Liikkeeseenlaskijalla tai samaan Konserniin kuuluvalla yhtiöllä ei ole äänivaltaa Velkakirjanhaltijoiden kokouksessa tai Kirjallisessa Menettelyssä.

Velkakirjanhaltijoiden Kokous tai Kirjallinen Menettely on oikeutettu muuttamaan Velkakirjojen Lainaehtoja tai myöntämään väliaikaisia poikkeuksia Velkakirjojen Lainaehtoihin yksinkertaisella enemmistöllä annetuista äänistä. Kuitenkin vähintään 75 prosentin suostumus Velkakirjanhaltijoiden Kokouksessa tai Kirjallisessa Menettelyssä annetuista äänistä vaaditaan Velkakirjojen pääoman tai koron vähentämiseen, Velkakirjojen erääntymisen pidentämiseen tai Velkakirjanhaltijoiden Kokousten ja Kirjallisten Menettelyn päätösvaltaisuutta ja niissä tehtäviä enemmistöpäätöksiä koskevien vaatimusten muuttamiseen. Kun tarvittavalta enemmistöltä Velkakirjanhaltijoista on saatu suostumus Kirjallisessa Menettelyssä, kyseessä oleva päätös katsotaan hyväksytyksi, vaikkei määräaika vastauksille Kirjallisessa Menettelyssä olisikaan umpeutunut. Velkakirjanhaltijoiden Kokouksessa ja Kirjallisessa Menettelyssä tehdyt päätökset sitovat kaikkia Velkakirjanhaltijoita riippumatta siitä, ovatko ne olleet läsnä Velkakirjanhaltijoiden Kokouksessa tai osallistuneet Kirjalliseen Menettelyyn ja riippumatta siitä, kuinka ne ovat äänestäneet tai siitä, ovatko ne äänestäneet ollenkaan.

Arvopapereihin liittyvä etuoikeusjärjestys

Velkakirjat ovat Liikkeeseenlaskijan suoria, vakuudettomia, takaamattomia ja ei-alisteisessa asemassa olevia velvoitteita, joilla on keskenään sama etuoikeusjärjestys (*pari passu*) ja ainakin sama etuoikeusjärjestys (*pari passu*) kaikkien muiden Liikkeeseenlaskijan nykyisten ja tulevaisuuden vakuudettomien, takaamattomien ja ei-alisteisessa asemassa olevien velvoitteiden kanssaellei pakottavasta lainsäädännöstä muuta seuraa.

Arvopapereiden vapaata luovutusta koskevat rajoitukset

Kukin Velkakirja on vapaasti luovutettavissa sen jälkeen, kun se on kirjattu asianomaiselle arvo-osuustilille siltä osin kuin mitä Velkakirjanhaltijan oikeutta vapaasti ostaa tai luovuttaa Velkakirjoja ei ole paikallisessa lainsäännössä tai muuten rajoitettu. Kukin Velkakirjanhaltija on velvollinen omalla kustannuksellaan huolehtimaan edellä mainittujen rajoitusten noudattamisesta.

Missä arvopapereilla tullaan käymään kauppaa?

Yhtiö on hakenut Velkakirjojen ottamista kaupankäynnin kohteeksi Helsingin Pörssin päälistalle. Julkisen kaupankäynnin Velkakirjoilla odotetaan alkavan arviolta 12.7.2023 kaupankäyntitunnuksella 'TYRJ512528'.

Mitkä ovat arvopapereihin liittyvät keskeiset riskit?

- Velkakirjat eivät pääsääntöisesti sisällä Liikkeeseenlaskijan toimintaan liittyviä kovenantteja eivätkä rajoita tämän mahdollisuutta sulautua, toteuttaa varojen myyntejä tai muutoin toteuttaa merkittäviä liiketoimia, joilla voi olla olennaisen haitallinen vaikutus Velkakirjoihin ja Velkakirjanhaltijoihin.
- Liikkeeseenlaskija saattaa kerryttää lisää velkaa ja/tai Liikkeeseenlaskija voi myöntää lisävakuuksia ja/tai -takuita ilman Velkakirjanhaltijoiden suostumusta, millä voi olla olennaisen haitallinen vaikutus Velkakirjoihin ja Velkakirjanhaltijoihin.
- Velkakirjoihin sijoittavat ovat alttiina Liikkeeseenlaskijaa koskevalle luottoriskille ja voivat menettää sijoituksensa Velkakirjoihin kokonaan tai osittain.
- Velkakirjojen markkina-arvo voi olla volatiili, mikä voi vaikuttaa hinnoitteluun ja sijoittajien mahdollisuuteen myydä Velkakirjat ennen erääntymistä tietyllä hintatasolla tai ollenkaan.
- Velkakirjanhaltijat ovat alttiina valuuttakurssivaihtelusta aiheutuvalle riskille ja valuuttasääntelyyn liittyville riskeille, jotka voivat johtaa mahdolliseen tappioon.
- Velkakirjat eivät välttämättä ole sopiva sijoitus kaikille niille sijoittajille, jotka haluavat altistua vastuullisuusominaisuuksia sisältäville omaisuusluokille, mikä voi aiheuttaa haitallisia seurauksia tietyille sijoittajilla, joiden sijoitussalkuille on annettu valtuutus sijoittaa arvopapereihin, joita käytetään tiettyyn tarkoitukseen.
- Velkakirjat sisältävät tiettyjä vastuullisuustavoitteisiin liittyviä kynnysarvotavoitteita ja epäonnistuminen tavoitteiden saavuttamisessa 31.12.2025 mennessä johtaa korkeampiin korkoihin Velkakirjoille, mikä kasvattaisi Liikkeeseenlaskijan rahoituksen kokonaiskustannuksia ja voi aiheuttaa merkittäviä negatiivisia vaikutuksia Liikkeeseenlaskijan maineelle, millä kummallakin voisi olla olennaisen haitallinen vaikutus Liikkeeseenlaskijaan, sen liiketoiminnan näkymille, sen taloudelliseen tilaan tai sen toiminnan tulokseen.
- Koska Velkakirjojen korko on kiinteä, niiden hinta voi laskea korkotason nousun johdosta, mikä voi johtaa menetyksiin Velkakirjanhaltijoille, jos ne myyvät Velkakirjoja ennen erääntymispäivää.
- Liikkeeseenlaskijan tai arvopaperivälittäjän maksamat korot sellaisille Velkakirjanhaltijoille, jotka eivät verotukselliselta kannalta asu Suomessa, voivat olla Suomen lähdeveron alaisia, minkä seurauksena näiltä Velkakirjanhaltijoilta voidaan periä lähdeveroa Velkakirjoille maksetuista koroista
- Velkakirjoille ei ole annettu takausta eikä niitä ole katettu millään vakuudella, ja siten ne ovat huonommassa asemassa kuin sellainen velka, joka katetaan vakuudella, ja tämän seurauksena millä tahansa haitallisella muutoksella Liikkeeseenlaskijan taloudellisessa asemassa tai tulevaisuudennäkymissä voi olla olennaisen haitallisen vaikutus Velkakirjojen likviditeettiin, voi johtaa markkinahinnan olennaiseen laskuun ja voi vaarantaa sen todennäköisyyden, että Velkakirjanhaltijat saavat erääntyessään täyden maksun viipymättä pääomasta, koroista ja/tai muista Velkakirjanhaltijoille maksettavista määristä ja eristä.

Keskeiset tiedot arvopapereiden tarjoamisesta ja kaupankäynnin kohteeksi ottamisesta

Mitkä ovat arvopaperiin sijoittamisen edellytykset ja aikataulu?

Ei sovellu. Tämä Esite on laadittu yksinomaan Listaamisen yhteydessä. Esite ei muodosta tarjousta tai tarjouspyyntöä ostaa arvopapereita missään valtiossa.

Miksi tämä esite on laadittu?

Yhtiö on laatinut ja julkaissut tämän Esitteen hakeakseen Velkakirjojen ottamista julkisen kaupankäynnin kohteeksi Helsingin Pörssin päälistalle.

Liikkeeseenlaskija on käyttänyt Velkakirjojen liikkeeseenlaskusta saadut varat, vähennettynä Pääjärjestäjien palkkioilla ja lakimääräisillä kuluilla ja muilla Velkakirjojen liikkeeseenlaskun yhteydessä syntyneillä kuluilla, yleiseen liiketoimintaan. Velkakirjojen liikkeeseenlaskusta saadut nettovarat olivat yhteensä noin 99 168 000 euroa.

Olennaisimmat eturistiriidat

Danske Bank A/S, Nordea Bank Oyj ja OP Yrityspankki Oyj ovat toimineet Velkakirjojen Tarjouksen pääjärjestäjinä (”**Pääjärjestäjät**”). Pääjärjestäjien ja/tai niiden kanssa samaan konserniin kuuluvat yhtiöt ovat harjoittaneet, ja saattavat tulevaisuudessa harjoittaa, investointi- ja tai liikepankkitoimintaa tai muita palveluita Liikkeeseenlaskijalle ja sen tytäryhtiöille (yhdessä ”**Konserni**”) tavanomaisen liiketoiminnan puitteissa. Näin ollen eturistiriitoja voi esiintyä tai syntyä sen seurauksena, että Pääjärjestäjät ja/tai niiden kanssa samaan konserniin kuuluvat yhtiöt ovat aiemmin harjoittaneet, tai harjoittavat tulevaisuudessa, liiketoimia muiden osapuolten kanssa, toimivat useassa eri roolissa tai suorittavat muita liiketoimia sellaisten kolmansien osapuolten puolesta, joiden intressit ovat ristiriitaiset.

Yhtiö on solminut Pääjärjestäjien kanssa sopimuksia koskien eräitä Tarjouksen yhteydessä tarjottavia palveluita.

Sovellettava laki ja riidanratkaisu

Tarjoukseen ja Velkakirjoihin sovelletaan Suomen lakia, ja kaikki Tarjoukseen ja Velkakirjoihin liittyvät erimielisyydet ratkaistaan suomalaisissa tuomioistuimissa Suomen lain mukaisesti.

RISK FACTORS

Investors considering investing in the Notes should carefully review the information contained in this Prospectus and, in particular, the risk factors described below. Factors possibly affecting an investment decision are also discussed elsewhere in this Prospectus. Investing in the Notes involves risks. Should one or more of the risks described herein, or any other risk, materialise, it may have a material adverse effect on the Group's business, financial condition, results of operations and future prospects and, thereby, on the Issuer's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes. As a result, investors in the Notes may lose part or all of their investments.

The following description is a summary of certain risk factors that may affect the Issuer's ability to fulfil its obligations under the Notes or that are considered by the Issuer to be material in order to assess the market risk associated with the Notes. This description is based on the information known and assessed by the Issuer at the time of preparing this Prospectus, and, therefore, the description of the risk factors is not necessarily exhaustive. The Issuer believes that the factors described below represent the principal risks inherent in investing in the Notes, but the Issuer may be unable to pay interest, principal or other amounts on or in connection with any Notes for other reasons which may not be considered significant risks by the Issuer based on information currently available to it and which it may not currently be able to anticipate. Most of these factors are contingencies which may or may not occur. All prospective investors should make their own evaluations of the risks associated with an investment in the Notes and consult with their own professional advisers if they consider it necessary.

The risk factors presented herein have been divided into six (6) risk categories based on their nature. These categories are:

- *risks relating to macroeconomic conditions;*
- *risks relating to the Group's business operations;*
- *risks relating to the Group's operating environment;*
- *risks relating to the Group's financing;*
- *legal, regulatory and compliance risks; and*
- *risks relating to the Notes.*

Within each category, the risk factor estimated to be the most material on the basis of an overall evaluation is presented first. However, the order in which the risk factors are presented after the first risk factor in each category is not intended to reflect either the relative probability or the potential impact of their materialisation. The order of the risk categories does not represent any evaluation of the materiality of the risk factors within that category, when compared to the risk factors in another category.

The capitalised words and expressions used in the risk factors presented herein but not defined shall have the meanings defined in this Prospectus and in the Terms and Conditions of the Notes included in this Prospectus.

Risks relating to macroeconomic conditions

The Group's business is subject to adverse global economic and political developments that may cause severe disruptions in the European and global economy and have an adverse effect on the Group's operations

The Group is exposed to risks associated with any future downturn in the domestic, regional or global economy. The Group's core operations are located in the Nordics, Central Europe and North America and, as a result, the Group's net sales and results are vulnerable to economic uncertainty and adverse developments in the general macroeconomic conditions particularly in these markets. Uncertainty in the general economic and financial markets may be a result of, for example, deterioration in business and consumer confidence leading to decreased investment activity and consumer spending, negative employment trends, increasing cost of energy, increasing level of public and household debt and rising interest rates. In 2022, recovery of global automotive markets was slower than expected, with ongoing high volatility and uncertainty resulting in particular from delays and disruptions in supply chains as well as high inflation. In recent years, there have been considerable fluctuations in the overall economic and financial market conditions in Europe and elsewhere as a consequence of, among others, the war in Ukraine and high inflation.

It is difficult to ascertain how long the war in Ukraine may last, or how severe its impacts may become. If the conflict is prolonged, escalates or expands (including if additional countries become involved), or if additional economic sanctions or other measures are imposed, or if volatility in commodity prices or disruptions to supply chains worsen, regional and global macroeconomic conditions and financial markets could be impacted more severely, which in turn could have a more severe effect on the economy in the Nordics, Central Europe or North America, the Group's customers and the Group's business, financial condition and results of operations. Following the invasion of Ukraine by Russia, several nations, international organisations as well as the EU have resolved on additional sanctions and export controls imposed on Russia, Belarus, certain Ukrainian regions and certain Russian companies and individuals as well as other measures. Additional sanctions as well as Russian countersanctions are likely to follow that may lead to increasing economic downturns, energy price fluctuations and supply chain disruptions. The Group's business and operations have already been affected by the war, which has caused the Group to sell its operations in Russia. The sale was completed in March 2023, the sale price was EUR 285 million, and the Group recorded a loss of EUR 336,5 million on the sale. At the date of this Prospectus, the Group no longer has any operations in Russia.

Adverse domestic, regional, and global economic developments, may, among others, lower growth estimates, disturb the implementation of the Group's strategy, lead to credit losses and weaken the demand of the Group's products and services by, among others, weakening the financial position and solvency of its suppliers, subcontractors and customers.

The general macroeconomic and financial market conditions, which are influenced by many factors beyond the Group's control, thereby may have a direct impact on the business, financial condition and future prospects of the Group. These impacts, varying in terms of scope, may also include the rate at which additional financing is available for the Group and its other costs of financing.

The realisation of any of the aforementioned risks may have a material adverse effect on the Group's operations and thereby on its business, results of operations and/or financial position and thereby, on the Issuer's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Risks relating to the Group's business operations

Intensifying competition, changes in the competitive landscape and changes in consumer behaviour may have an adverse effect on the Group's net sales and profit margins and the Group may fail to maintain or increase its market share

The automotive supply industry is highly competitive and has been characterised by rapid technological change, high capital as well as high research and development expenditure requirements, periods of oversupply and continuous advancements in process technologies and manufacturing facilities.

The Group's competitors may be able to enter the market with new products that could lead to declining market share as customers switch to alternatives offering better features and capabilities, or to loss of competitive advantage and reduced differentiation in the marketplace. Especially in the automotive group sector, new competitors from the electronics and software industry are entering the automotive market with new alliances, products and business models. Aside from this, the markets in which the Group is active are characterised by a trend towards consolidation. Increased consolidation among the Group's suppliers or competitors or between the Group's suppliers or competitors and any of its automotive customers could allow competitors to further benefit from economies of scale, offer more comprehensive product portfolios and increase the size of their serviceable markets which could adversely affect the Group's profit margins and market share. Furthermore, competitors may gain control over or exert influence on the Group's suppliers or customers by shareholdings in such companies, which could adversely affect the Group's supplier relationships. The tire wholesale and retail landscape is also evolving to meet changing consumer needs, and new technologies are fuelling this development with increasing digitalisation. The Group's ability to conduct profitable business is also substantially dependent on consumer behaviour, and decreased demand for the Group's products, for example with respect to the consumers' sustainability preferences, and failure to adapt to the changes in the sales channel or product demand could have an adverse effect on the Group's financial performance.

In November 2022, the Group decided to invest in a new passenger car tire factory in Oradea, Romania, which is currently under construction. The Group expects to start commercial tire production at the factory in early 2025. While the new factory is a significant investment to the Group and a strategic decision aiming at future growth and dealing with challenges posed by the competitive landscape, while securing the supply of products after the decision to end operations in Russia, there cannot be any guarantees that the Group succeeds in its investment or that the new factory will be able to secure the targeted supply of production. Construction of the factory may, for example, be delayed or the Group may not be able to acquire enough competent personnel to operate the factory or there may be additional supply chain issues. Any issues or delays in the construction or ramp-up of the new factory may have adverse effects on the implementation of the Group's strategy or financial performance.

There can be no assurance that the Group will be able to successfully compete against its existing or future competitors, increase its market share or maintain its current market position in any of its present markets. The materialisation of any of the aforementioned risks could have a material adverse effect on the Group's net sales, results of operations and future prospects, and thereby on the Issuer's ability to fulfil its obligations under the Notes and the market price and value of the Notes.

The Group's business is dependent on competent personnel and management

The Group's success in terms of its ability to remain competitive in the markets in which it operates depends on its ability to recruit, motivate and retain competent employees at all organisational levels, for instance in the field of development of new products and technology concepts. In addition to qualified managers, the Group is dependent on the availability and commitment of competent employees and, to some extent, subcontractors.

There may also be, for example, factors affecting the Group, beyond the Group's influence, such as factors related to the Group's reputation (see below "– *The Group's reputation may be damaged*"), that may affect the Group's ability to retain personnel. Furthermore, related to the Group's decision in November 2022 to invest in a new passenger car tire factory in Romania, it is possible that recruiting new qualified employees turns out to be more challenging than estimated. In particular, the Group's factory in Dayton, Tennessee, US, may suffer from a high turnover of employees, which is typical in the US market. Furthermore, there is a risk that possible labour disputes and other employee relations disputes, for example disputes related to the labour unions and collective labour agreements, may lead to strikes and other industrial actions, which could lead to the Group's inability to manufacture products or provide services in a timely manner as well as the Group's decreased ability to retain competent employees.

If the Group loses too many of its key employees, fails to retain committed employees, fails to maintain their professional skills, or if the employees it recruits turn out to be incompetent or otherwise unsuitable for their positions, this may cause the Group to incur costs and negatively affect the Group's competitiveness and ability to execute its strategy. Failure to remain competitive and reach company goals may have a material adverse effect on the Group's net sales, results of operations and future prospects, and thereby on the Issuer's ability to fulfil its obligations under the Notes and the market price and value of the Notes.

Increase in cost of items and availability of raw materials or other overall costs may have an adverse effect on the Group's profitability

The Group is exposed to increase in cost of certain materials, supplies and items (such as natural rubber, synthetic rubber, carbon, chemical ingredients, textile and metal reinforcements used in tire production) in its main markets. At certain times, the availability of certain materials and supplies may also be scarce due to, for example, global logistical problems and increasing demand. If prices of key materials and supplies increase, and if the Group is unable to successfully transfer such price increases to its customers, the Group's cost base will increase, and its profitability may be reduced. While the Group's core product, winter tire, has not traditionally been as prone to changes in the cost of raw materials, due to lower competition and more challenging production, changes in the availability of raw materials or a change in Group's ability to transfer the cost of production to the final product and end client could adversely affect the Group's financial performance. Other operational costs, including labour cost, may also affect the Group's profitability, should the Group be unable to transfer the costs to the end client. The Group's exit from the Russian market will change the geographical split of its employees and may also change the labour cost. Moreover, increased inflation may increase the Group's cost of service production. Therefore, realisation of the aforementioned risks may have a material adverse effect on the Group's operations and thereby on its business, results of operations and/or financial position and thereby, on the Issuer's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

The Group operates in a seasonal industry

The Group operates in a fairly seasonal industry. Global production of vehicles and, as a result, sales to for example automotive manufacturers are subject to major fluctuations, and the Group's core product, winter tire, is subject to significant seasonal fluctuations due to the overall demand of winter tires. Automotive manufacturers are dependent, among other things, on general economic conditions, the disposable income and household consumer spending and preferences, which can be affected by a number of factors, including fuel costs as well as the availability and cost of consumer financing. Similarly, demand for winter tires and other premium tires is dependent, to a certain extent, on consumer spending and availability of disposable household income. Winter and weather conditions also impact the demand of winter tires. As the demand for Group's products fluctuates due to reasons that are beyond the Group's control, it is difficult to predict future developments in the markets the Group operates, which also makes it harder to estimate the requirements for production capacity. Warm weather conditions or other factors reducing the demand may lead to the Group temporarily forced to increase its finished goods inventory levels of winter tires and grow its balance sheet leading to a temporary shortage of available cash reserves and to negative development of debt-to-equity ratio (the Group had inventories worth of EUR 468.1 million as at 31 March 2023 (EUR 469.9 million as at 31 March 2022)). Furthermore, since the Group is more dependent on the sale of winter tires in comparison to its competitors, warm weather conditions may lead to its competitors being able to increase their market size in comparison to the Group.

As the Group's business is characterised by high fixed costs, it is thus exposed to the risk that fixed costs are not fully covered in the event of falling demand and the resulting underutilisation of its facilities. Conversely, should the markets in which the Group operates grow faster than anticipated, there could be insufficient capacity to meet customer demand. In particular, it is possible that the Group faces issues of low capacity while awaiting the Romanian factory to become operational. Failure to adjust to changing conditions may have a material adverse effect on the Group's net sales, results of operations and future prospects, and thereby also on the Issuer's ability to fulfil its obligations under the Notes and the market price and value of the Notes.

The Group's business is dependent on reliable IT systems

The Group's business operations are dependent on reliable information technology ("**IT**") and the Group's ability to efficiently manage and plan its business operations and logistics, respond to its customers' needs and sales enquiries in a timely manner, optimise contract pricing and invoicing and maintain the overall cost efficiency of its operations. Efficient planning and management of the Group's business operations is dependent on the management, reporting and monitoring systems it uses.

The availability of supporting IT systems and network services is crucial to the Group. Unplanned interruption in critical information systems or network services may cause disruption to the continuity of operations. Such systems and services may also be exposed to cyber-attacks that could cause a leakage of confidential information, violation of data privacy regulations, theft of know-how and other intellectual property, production shutdown or damage to reputation.

The operation of the Group's IT systems may be interrupted, or the Group may lose critical data relating to its business operations for numerous reasons. With regards to some of its operations, the Group is dependent on IT systems and software developed by third parties, and it is not certain that these third parties will continue to develop and maintain such IT systems or software, which may cause interruptions in the Group's critical operations and a need to find alternative IT systems and software. System failures and service interruptions may also be caused by, for example, computer viruses, information security breaches and various forms of cybercrime, power outages, natural disasters, equipment or software malfunction, connection failures, or the Group's inability or failure to appropriately protect, repair or maintain its communication and information systems. Any failures and interruptions in the Group's IT systems could disrupt the Group's business operations, negatively affect the Group's reputation and customer relations and cause the Group to incur losses and liabilities against third parties as well as have a material adverse effect on the Group's net sales, results of operations and future prospects, and thereby also on the Issuer's ability to fulfil its obligations under the Notes and the market price and value of the Notes.

The Group's reputation may be damaged

The Group's reputation as a reliable provider of high-quality products is an important competitive factor for the Group. The Group's ability to maintain the loyalty of its existing customers and attract new customers may suffer if the Group fails to provide high-quality services or if the Group's reputation is compromised. The Group may be exposed to reputation risk as a result of, for example, dissatisfied customers, failure to provide and implement high quality products, sanctions imposed by authorities, legal proceedings, negligence regarding occupational safety, failures related to the expansion of business operations such as failure to meet the demand for the Group's products, breaches of information security or other failure to comply with laws and regulations.

The Group's success is dependent on its ability to innovate and develop new products and services that appeal to its customers and consumers. Despite extensive testing of its products, product quality issues and failure to meet demands of performance and safety could harm the Group's reputation and have an adverse effect on its financial performance. It is also possible that due to the closure of the Group's operations in Russia and following ramp-up of the new factory in Romania, the Group will not be able to meet the consumer demand or it may take time before production is at required level, which could negatively affect the Group's reputation.

The Group may also suffer reputational damage due to employee or subcontractor misconduct, accidents or damages caused by the Group's employees or subcontractors. Such reputational damage may have an adverse effect on customer behaviour and the public perception of the Group. For example, in May 2017, the Finnish Financial Supervisory Authority filed a request for investigation with the National Bureau of Investigation regarding possible securities market offences. In October 2020, the prosecutor announced the decision to press charges against a total of six persons who acted as Board members and the President & CEO of Nokian Tyres in 2015–2016. The prosecutor also claimed a corporate fine against the company. In addition, four persons who were employees at Nokian Tyres in 2015 were charged for abuse of inside information. The District Court of Helsinki dismissed all charges and claims by the prosecutor in its ruling in June 2022. The decision is not yet legally binding, and the prosecutor has appealed against the decision of the District Court.

In addition, the Group's ability to recruit and retain employees may suffer if the Group suffers significant reputational damage. The Group's image and reputation may be compromised as a result of unfavourable publicity for reasons beyond the Group's control. For example, while Group has a risk management model in place to manage reputational risks originating from subcontractors and suppliers, there may be events beyond Group's control that may affect Group's reputation. The Group has a limited control over actions over the whole supply chain and any defects on the production quality or overall dissatisfaction of the end clients may adversely affect Group's reputation. Furthermore, quality controls set in place by the Group may prove ineffective to identify production defects in advance which could in turn lead to further reputational damage. While the Group no longer has any operations in Russia, it cannot be excluded that some consumers or employees might still view the Group negatively due to its history in Russia.

Failure to maintain Group's reputation as a high-quality manufacturer may have a material adverse effect on the Group's net sales, results of operations and future prospects, and thereby on the Issuer's ability to fulfil its obligations under the Notes and the market price and value of the Notes.

The Group may face various challenges in pursuing its sustainability requirements and its complex supply chains may expose it to risks related to compliance with legislative requirements and changes thereof as well as risks related to harmonising and maintaining its governance and cultural standards

The Group aims to be a leader of its field in sustainable tire production (see section "*Business overview – Corporate Responsibility and Sustainability*" for more information about the Group's sustainability). However, there can be no assurance that any sustainability performance targets set by the Group will be met as expected or that the set goals will meet changing regulatory standards in the field of sustainability. The Group's strategy guides its sustainability work, and the Group's Code of Conduct sets the overall principles on how it acts in relation to the environment and society and conducts its business. Furthermore, the Group has adopted a Sustainability-Linked Bond Framework (the "**Framework**"). For more information, see section "*Sustainability-Linked Bond Framework*" and *"Sustainability-Linked Bond Framework – Calibration of Sustainability Performance Targets (SPTs)"*. There can be no assurance that the objectives and targets set in such policies and frameworks can be met.

Should the Group's existing policies prove to be ineffective in creating and implementing a uniform culture and code of conduct, the Group's governance and compliance processes may not prevent breaches of law or governance standards. Any negative publicity regarding the Group's sustainability or compliance among stakeholders could have an adverse effect on the placement in sustainability indices, lead to deviations in audits and lead to loss of investors and customers expecting high standards for sustainability and ethical conduct.

There can be no assurance that the Group's suppliers, subcontractors, agents, distributors, or customers adhere to international conventions or best practices regarding environmental sustainability, human and labour rights, or other applicable laws or rules or changes thereof. The materialisation of these risks could lead to reputational damage, loss of customers and business opportunities, prevent the Group from reaching its growth and profitability objectives or cause it to incur significant expenses through deviations in audits, legal or administrative proceedings, or sanctions. Materialisation of any of the above factors may have a material adverse effect on the Group's net sales, results of operations and future prospects, and thereby also on the Issuer's ability to fulfil its obligations under the Notes and the market price and value of the Notes.

Risks relating to the Group's operating environment

Climate change may cause new requirements for the tires, their demand and pricing

The Group's business is exposed to potential losses in the event of natural disasters, natural hazards, severe weather conditions or changing weather patterns arising from climate change which may result in substantial additional costs to the Group. Such natural disasters, natural hazards and weather conditions may, for example, result in permanent changes in logistics and/or increased force majeure situations, lead to decreased service levels, increased energy prices, new requirements for equipment and services and increased use of expensive renewable materials which consequently could adversely affect the Group's results of operations, business and financial condition. In addition, tire industry can be subject to risks caused by climate change, such as changes in consumer tire preferences or lesser demand for winter tires, regulatory changes or impact of extreme weather events on natural rubber producers. Furthermore, this risk is particularly relevant to the Group while considering that winter tires are its core product. Climate-related risks may cause additional costs to the Group's operations, both directly and indirectly. New requirements and availability of suitable raw materials may create price pressure for the tires, cost of which may be difficult to transfer to the end customer especially in an economic downturn.

On the regulatory side, deforestation-related regulation, mostly concerning natural rubber, may cause changes in the availability and costs of materials. Green regulation on aviation and maritime fuels can significantly increase costs of logistics, and there may be additional taxes and duties due to efforts to combat climate change, e.g., the EU's Carbon Border Adjustment Mechanism ("**CBAM**") for fossil raw materials may increase prices or certification costs. The CBAM Regulation formally approved by the European Parliament and European Council will enter into force on 1 October 2023, and similar legislative actions may be expected in the future.

While the Group is committed to minimising negative impacts of climate change to its operations, there may be climate-change related risks partially beyond the Group's control. A failure to adjust to changing climate conditions may have a material adverse effect on the Group's net sales, results of operations and future prospects, and thereby also on the Issuer's ability to fulfil its obligations under the Notes and the market price and value of the Notes.

The Group is exposed to geopolitical risks that may have an adverse impact on its business operations

Current geopolitical developments such as the Russian war against Ukraine and the conflict between China and Taiwan could have an impact on the Group's sales and procurement markets. These include sanctions, related countermeasures and other risks in supply chains as well as unforeseeable effects on the global economy. Due to the war in Ukraine, the Group has also terminated its operations in Russia, which has lowered the Group's profitability and reduced its ability to meet the demand. While the Group expects that its new factory that is being built in Romania will have a positive impact on its profitability and on its ability to meet the demand, there can be no assurance for these improvements.

Further political uncertainties may cause serious disruption and additional trade barriers and affect the Group's sales and credit risk. It is possible that demand for the Group's products exceeds its ability to meet the demand due to realisation of geopolitical risks, which in turn may increase the market share of the Group's competitors and decrease the Group's ability to meet its strategic goals.

Therefore, materialisation of aforementioned geopolitical risks may have a material adverse effect on the Group's operations and thereby on its business, results of operations and future prospects, and thereby on the Issuer's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

A pandemic or epidemic may have an adverse impact on the Group's business operations

Outbreaks of epidemics or pandemics, such as COVID-19, may adversely affect the Group's business operations. The Group's management has been closely assessing the effects of the COVID-19 pandemic on its business and, so far, the pandemic has had no material effect on the Group or its commercial agreements, customer relationships or customer demand for products or services offered by the Group. However, the impact of potential future outbreaks of epidemics or pandemics on the Group's business operations and profitability is inherently difficult to estimate. Uncertainty over the duration of the pandemic and the resulting slowdown in economic activity can have a negative impact on the Group's operations and supply chain as well as the demand and pricing for the Group's products. A significant weakening of the global economy in terms of decreased economic and business activity caused by a potential prolongation of any future epidemic or pandemic, restrictions imposed by governments, decreased demand for the Group's products or services, or a lack of available workforce due to such epidemic or pandemic could have a material adverse effect on the Group's operations and thereby on its business, results of operations and/or financial position and thereby, on the Issuer's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Risks relating to the Group's financing

The Group may not be able to obtain financing on competitive terms or at all, it may become in breach of covenants and its cost for financing may increase

The Group reports the main financial covenants to its creditors quarterly. If the Group does not satisfy the requirements set in financial covenants, a creditor may demand accelerated repayment of the credits. The Group has met all the requirements set in the financial covenants, which are mainly linked to the equity ratio. The management monitors regularly that the covenant requirements are met. The Group's financing agreements contain terms and conditions, according to which the agreements may be terminated, if control in the Issuer changes as a result of a public tender offer. Please also see section "*Selected Financial Information*" and chapter "*Business overview – Financing*" for more information.

Any failure to create a sufficient cash flow to support its business operations, to raise sufficient financing at commercially acceptable terms or to manage liquidity risk may severally impede the Group's ability to operate and, consequently, have a material adverse effect on the Group's net sales, results of operations and future prospects, and thereby also on the Issuer's ability to fulfil its obligations under the Notes and the market price and value of the Notes.

Uncertainty in the macroeconomic environment or the general situation in the financial market may also have a negative effect on the availability, price and other terms of financing. Changes in the availability of debt financing and the terms of available financing may affect the Group's opportunities to invest in its business development and growth in the future. Furthermore, increased interest rates may increase the costs of available financing and the Group's existing financing expenses.

The Group is exposed to interest rate risk on its floating rate debt

Interest rate fluctuations may affect the results of the Group. The Group's exposure to interest rates risk relates primarily to the debt financing with floating interest rates based on the applicable reference rates. Interest rate changes affect income statement and balance sheet items through financial income and expenses. On 31 March 2023, 60% of the Group's interest-bearing financial liabilities amounting to EUR 274.2 million were tied to floating interest rates.

After a period of low interest rates in Europe and globally, central banks' monetary policy has led to a rapid rise in interest rates. Further increase in interest rates could have a material direct effect on the costs of available funding and the Group's financing costs. A rise in interest rates could thus have an effect on the costs of the Group's debt financing in the future. Interest rates may rise for numerous different reasons beyond the Group's control, such as policies pursued by states and central banks.

The Group currently holds and may hold derivative financial instruments to hedge its interest rate risk exposure. There can, however, be no assurance that any hedging policy will mitigate, in financially viable terms, the adverse effects of interest rate fluctuations on its results of operations. A rise in interest rates may have a material adverse effect on the Group's net sales, results of operations and future prospects and thereby, on the Issuer's ability to fulfil its obligations under the Notes and the market price and value of the Notes.

The Group operates internationally, mainly in the Nordics, Central Europe and North America, and is consequently exposed to fluctuations in foreign exchange rates

The Group consists of the parent company in Finland, the sales companies in Sweden, Norway, the USA, Canada, Czech Republic, Germany, Switzerland, Poland and Ukraine, and the tire chain companies in Finland, Sweden and Norway. The tire plants are located in Nokia, Finland, and in Dayton, Tennessee, the US. A controlled exit from Russia was initiated in summer 2022 and completed in March 2023, and the Group no longer has any operations in Russia and, consequently, is no longer exposed to fluctuations of the Russian ruble. The Group Companies mainly operate in their home markets with local currency. Transactions between the parent company and the foreign subsidiaries are primarily carried out in the local currency of the subsidiary in question, and the transaction risk is carried by the parent company. Although the Group has adopted hedging policies in respect of foreign exchange rate risk and there is no currently significant currency risk in the foreign subsidiaries, there can be no assurance that it will be able to manage its foreign exchange risk successfully or on favourable terms.

The impacts of the exchange rate fluctuations arising on translation of the subsidiaries' income statements and statements of financial position are recorded as translation differences in other comprehensive income and in the translation reserve in equity. The currency risk of the Group is concentrated in the parent company. The net investments in foreign subsidiaries are not hedged.

Because the consolidated financial statements of the Issuer are prepared in euro, the Issuer faces currency risks to the extent that the assets, liabilities, net sales and expenses of its non-Finnish subsidiaries are denominated in currencies other than euro. The Group Companies report their results of their operations and, therefore, changes in the Issuer's consolidated financial statements between financial years are affected by changes in foreign exchange rates. The Group operates internationally with different currencies and is hence exposed to risks arising from foreign exchange rate fluctuations, primarily from exposures to the Swedish and Norwegian krona, and the US and Canadian dollar. Fluctuations in foreign exchange rates could have a material adverse effect on the Group's net sales, results of operations and future prospects and, thereby, on the Issuer's ability to fulfil its obligations under the Notes and the market price and value of the Notes.

The Issuer is dependent on the profitability and cash flows of its operating subsidiaries

A significant part of the Group's operations is conducted in its subsidiaries. The Issuer is, therefore to a large extent, dependent on the receipt of sufficient income and cash flows from the operations of the other companies within the Group to service its debt under the Notes. Accordingly, major part of the ability of the Issuer to pay interest on and repay the Notes will be subject to all the risks to which the Group Companies are subject. The transfer of funds from and to the Issuer's direct and indirect subsidiaries to the Issuer may be restricted or prohibited by legal and/or contractual requirements applicable to the respective subsidiaries. Limitations or restrictions on the transfer of funds between the Group Companies may become more restrictive if the Group experiences difficulties with respect to its liquidity or financial position, which could have a material adverse effect on the Issuer's financial position and, thereby, on the Issuer's ability to fulfil its obligations under the Notes. While the Issuer currently does hold some significant assets directly, there is no guarantee that it will continue to do so or that the Issuer's assets alone would be enough to cover its liabilities.

The Group is exposed to credit risk as its distributors, wholesale and customers may not be able to fulfil their payment obligations towards the Group

Trade receivables from the Group's customers and deposit receivables from financial institutions expose the Group to credit risks. Such credit risks may materialise if the Group's contracting parties are unable or unwilling to fulfil their obligations to the Group. Economic downturns may increase trade customers' payment problems and the Group may need to recognise impairment of trade receivables. The Group's credit risk primarily relates to customers with open receivables. The Group's trade receivables amounted in total to EUR 211.3 million as at 31 March 2023 (EUR 430.5 million as at 31 March 2022).. The Group has been net cash positive since 2011 and at 31 March 2023 had cash and cash equivalents in total of EUR 357.1 million. In 2022 the Group recorded EUR 2.8 million credit loss (no credit loss in 2021).

The Group has general credit control guidelines to ensure that products and services are sold only to customers with an appropriate credit standing and favours customers with long-standing relationship with the Group. Financial difficulties experienced by contracting parties may affect the Group's ability to collect outstanding receivables fully or in a timely manner, or at all, and, consequently, cause credit losses to the Group. A significant increase in credit losses could have a material adverse effect on the Group's net sales, results of operations and future prospects, and thereby also on the Issuer's ability to fulfil its obligations under the Notes and the market price and value of the Notes.

Legal, regulatory and compliance risks

Legal and regulatory requirements, changes in and non-compliance with laws and regulations or licences may have a material adverse effect on the Group's business operations

The Group's business operations are subject to laws, regulations and regulatory requirements on national and international level. There can be no assurance that the operations of the Group fully comply with all relevant laws and regulations and their respective interpretations in all jurisdictions in which the Group operates. The Group Companies may from time to time engage in operations that require official permits, registrations, licences and permits and there can be no assurance that the Group will at all times be able to maintain all such licences required by law for its operations.

Local authorities may impose administrative fines or other sanctions on the Group, should it violate or otherwise fail to comply with applicable legislation or other regulatory requirements. Also, changes in laws and regulations could require the Group to adapt, among others, its business operations or strategy, and therefore, result in significant costs in complying with new and potentially more stringent regulations. While the Group has strict compliance protocols in place, the Group may not be able to fully protect itself against subcontractor, distributor or wholesale misconduct or prevent misconduct in a second-hand market. The Group is thus exposed to the sanctions risks against events beyond its control. For example, the Group's tires could be transported to sanctioned areas without the Group's consent. There can be no assurance that the Group's costs for compliance will not significantly increase in the future as a result of new or amended laws or regulations, or as a result of stricter interpretations or stricter enforcement of existing laws and regulations.

The Group may also incur other costs related to potential non-compliance with applicable laws and regulations that could have a material adverse effect on the Group's results of operations. To the extent that the Group is unable to pass on the costs of compliance with stricter or changing requirements, taxes and duties to the Group's customers, the Group's profit margins may decline, which could have a material adverse effect on the Group's business, results of operations or financial condition. If the Group is unable to comply with the applicable laws and regulations, this may cause financial losses for the Group, significantly weaken its business opportunities and damage the Group's reputation among existing and prospective customers which may have a material adverse effect on the Group's operations and thereby on its business, results of operations and/or financial position and thereby, on the Issuer's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Legal proceedings or legal claims may have an adverse effect on the Group's business operations and cause the Group to incur unexpected costs

The international nature of the Group's business operations means that the Group is subject to laws, regulations and regulatory requirements in several jurisdictions. Hence, the Group is exposed to various legal risks in the course of its business, and a number of lawsuits or threats of lawsuits, claims and proceedings may in the future be asserted against the Group, including those pertaining to contractual responsibility, employer liability, data protection and competition law matters. Although the Group strives to resolve any conflicts that may arise in the course of its business primarily through negotiations, no assurance can be made that the Group will in the future be able to resolve such conflicts without legal proceedings. The Group is and has been subject to claims and proceedings relating to, among others, contractual and employment matters. It is inherently difficult to predict the outcome of any legal, regulatory and other proceedings or claims that the Group may become subject of, and there can be no assurance as to the outcome of such proceedings or claims. Legal proceedings are costly, divert management's attention and may result in reputational damage for the Group. An unfavourable outcome in any ongoing proceeding, or any proceedings that may arise in the future, could have a material adverse effect on the Group's operations and thereby on its business, results of operations and/or financial position and thereby, on the Issuer's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

The Group's tax burden could increase as a result of changes to tax laws or their interpretation

The Group operates in and is subject to income taxation in more than one jurisdiction. The estimation of the Group's aggregate income taxes requires thorough consideration and the Group is subject to filing requirements in several countries. In some cases, the final amount of income taxes may remain uncertain or be subject to later adjustments. Changes in tax legislation or interpretation by public authorities may cause financial losses to the Group or otherwise weaken its financial position. Although the Group strives to ensure that the Group

Companies comply with applicable tax legislation and regulation, the risks relating to taxation may, if they materialise, have a material adverse effect on the Group's business and financial condition.

In April 2021, the Group received a decision from the Tax Administration concerning a tax audit for the tax years 2015–2016, according to which the Group was obliged to pay a total of EUR 1.9 million. Taxes were paid and recognised in receivables. the Group considered the tax authority's view unfounded and appealed against the decision. In December 2022, the Group received a positive decision from The Assessment Adjustment Board, according to which the additional taxes, punitive tax increase and late payment interest were removed. The Finnish tax authority refunded these in full to the Group in December 2022 and the Group recognised the amount in the same quarter cash flow. The Finnish Tax Authority has applied for an amendment to the decision of the Assessment Adjustment Board. Routine tax audits in the Group Companies may possibly lead to a reassessment of taxes.

Possible amendments to tax regulations in the countries in which the Group operates may increase the Group's overall tax burden. It is also possible that the relevant tax authorities would in the future interpret and apply tax regulations in a way which would increase the Group's tax burden. Additionally, the Group is subject to audits and other measures by the tax authorities of different countries and there can be no assurances that tax increases or other consequences for delay would not be imposed on the Group based on these audits and other measures, the amount of which may be significant and difficult to predict.

The Group collects and processes personal data as a part of its daily business and is exposed to risks relating to information security

The Group stores and processes the personal data of its customers, employees and suppliers in the course of its business operations, and is a Data Processor in terms of the EU General Data Protection Regulation (EU 2016/679, "**GDPR**") in respect of its services. While the core business of the Group is not considered sensitive in respect to GDPR, the business operations of the Group involve certain information security risks, such as leaks of personal data, payment information or other sensitive information to third parties.

The Group seeks to arrange the handling of personal data within its organisation and within each individual Group Company in a manner that fulfils the requirements of data protection legislation in force. However, it is possible that the personal data systems are misused by the Group or by third parties and that the measures including any relevant policies and procedures may not be or have not been sufficient to ensure compliance with applicable data protection laws. Further, the Group may fail to protect personal data in accordance with the privacy requirements provided under applicable laws, and certain customer or employee data may be used inappropriately either intentionally or unintentionally, or leaked as a result of human error or technological failure. In addition, the GDPR may limit the Group's possibility to use customer data, for example, to develop its service offerings or for other purposes. Violation of data protection laws by the Group, or any leakage of customer or employee data may result in fines, reputational harm and loss of customers and could have a material adverse effect on the Group's business, financial position and results of operations.

Risks relating to the Notes

The Notes do not, as a rule, contain covenants governing the Issuer's operations and do not limit its ability to merge, effect asset sales or otherwise effect significant transactions that may have a material adverse effect on the Notes and the Noteholders.

As a rule, the Notes do not contain covenants governing the Issuer's operations or other provisions designed to protect the holders of the Notes (the "**Noteholders**") from a reduction in the creditworthiness of the Issuer. In particular, the Terms and Conditions do not, except for the Change of Control condition (see Condition 8 (Change of Control) of the Terms and Conditions) that grants the Noteholders the right of repayment of the Notes in certain limited circumstances, restrict the Issuer's ability to enter into a merger, asset sale or other significant transaction that could materially alter its existence, jurisdiction of organisation or regulatory regime and/or its composition and business. In the event the Issuer was to enter into such a transaction, Noteholders could be materially and adversely affected.

The Issuer may incur additional debt and/or grant additional security and/or guarantees without the consent of the Noteholders

Except for as set out in Condition 9 (Negative Pledge) of the Terms and Conditions, there is no restriction on the amount of debt, whether secured or unsecured, which the Issuer and its subsidiaries may raise or issue after issuing of the Notes.

Any further indebtedness, whether secured or unsecured, may reduce the amount recoverable by the Noteholders upon winding-up or insolvency of the Issuer, or may worsen the position and priority of the Noteholders in such winding-up or insolvency procedure.

The Issuer has a right to redeem and purchase the Notes prior to maturity

The Issuer is entitled to redeem the Notes at any time prior to maturity in whole but not in part (see Condition 5.2 (Voluntary Total Redemption)). In case the date of the voluntary total redemption is on or after the date falling three (3) months prior to the Redemption Date, the redemption price is 100 per cent of the outstanding principal amount of the Notes plus accrued but unpaid interest. In case the date of the voluntary total redemption is before the date falling three (3) months prior to the Redemption Date, the redemption price is the Make-Whole Redemption Amount calculated in accordance with the Condition 5.2 (Voluntary Total Redemption) plus accrued but unpaid interest. Although the Make-Whole Redemption Amount payable in case the date of the voluntary total redemption is before the date falling three (3) months prior to the Redemption Date is designated to avoid the incurrence of losses by the Noteholders, any such early redemption initiated by the Issuer may incur financial losses or damage, among other things, to such Noteholders who had prepared themselves to have the amount of the Notes invested until the contractual final maturity of the Notes and may be incapable of reinvesting the redemption amount at a yield comparable to that offered by the Notes.

In addition, the Issuer is, under certain conditions described below, entitled to redeem the Notes at any time prior to maturity in whole but not in part at a redemption price equal to 100 per cent of the principal amount of the Notes redeemed, plus accrued and unpaid interest to the date of redemption. If at any time the nominal principal amount of the outstanding Notes is twenty-five (25) per cent or less of the initial aggregate nominal amount of the Notes issued at any time, the Issuer may, at its option, at any time, redeem all of the outstanding Notes, in whole but not in part, at their nominal principal amount together with any accrued but unpaid interest to, but excluding, the date of redemption, and in each case without any premium or penalty (see Condition 5.3 (Clean-up Call Option)). Such early repayment initiated by the Issuer pursuant Condition 5.3 (Clean-up Call Option) may incur financial losses or damage, among other things, to such Noteholders who had prepared themselves to have the amount of the Notes invested until the contractual final maturity of the Notes and may be incapable of reinvesting the redemption amount at a yield comparable to that offered by the Notes.

Furthermore, as specified in the Terms and Conditions (see Condition 17 (Purchases)), the Issuer may at any time purchase Notes from the secondary market in any manner and at any price prior to maturity. Only if such purchases are made through a tender offer, the possibility to tender must be available to all Noteholders alike subject to restrictions arising from mandatory securities laws. The Issuer is entitled to hold, dispose or nullify the purchased Notes at its discretion. Consequently, a Noteholder offering Notes to the Issuer in connection with such purchase may not receive the full invested amount. Furthermore, a Noteholder may not have the possibility to participate in such purchases. The purchases, whether by tender offer or otherwise, may have a material adverse effect on such Noteholders who do not participate in the purchased as well as the market price, liquidity and value of such Notes.

Investors in the Notes are exposed to credit risk in respect of the Issuer and may lose their investment in the Notes in whole or in part

Investors in the Notes are exposed to a credit risk in respect of the Issuer. An investor's possibility to receive interest payments and repayment of principal under the Notes is dependent on the Issuer's ability to fulfil its payment obligations, which, in turn, is to a large extent dependent on developments in the Group's financial and operating performance. If the Group's financial and operating performance declines or its operating income is not sufficient to service its current or future indebtedness, the Group may be forced to take actions such as reducing or delaying its business activities, acquisitions or investments, restructuring or refinancing its debt or seeking additional equity capital, and there can be no assurance that such remedies can be effected on satisfactory terms, or at all. Further, should the Issuer become insolvent during the term of the Notes, the Noteholders may forfeit interest payable on, and the principal amount of, the Notes in whole or in part.

The market value of the Notes may be volatile

The market value of the Notes will be affected by the creditworthiness of the Issuer and could, therefore, be subject to significant fluctuations in response to actual or anticipated variations in the Group's operating results and those of its competitors, adverse business developments, changes to the regulatory environment in which the Issuer operates, changes in financial estimates by securities analysts and the actual or expected sale of a large number of Notes, as well as other factors. The market value of the Notes depends on a number of interrelated factors, including economic, financial and political events in Finland or elsewhere, including factors affecting debt markets generally. The price at which a Noteholder may be able to sell the Notes from time to time may be at a discount, which could be substantial, to the issue price or the purchase price paid by such Noteholder.

Active trading markets for the Notes may not develop

The Issuer undertakes to ensure that the Notes are listed on the official list of the Helsinki Stock Exchange maintained by Nasdaq Helsinki Ltd within three (3) months of the Issue Date, and to maintain such listing as long as the Notes are outstanding. The Issuer cannot guarantee that the Notes will be approved for listing within the contemplated timeframe or at all or remain listed. Although no assurance is made as to the liquidity of the Notes as a result of listing, failure to be approved for listing or the delisting of the Notes may have an adverse effect on a Noteholder's ability to resell Notes in the secondary market.

The liquidity and prices of the Notes in trading between investors can be expected to vary with changes in market and economic conditions, the prevailing market interest rates, the financial condition and prospects of the Group and those of its competitors and many other factors that generally influence the prices of securities. Such and similar factors may significantly affect the market price and liquidity of the Notes, which may trade at a discount to the price paid by the Noteholders. As a result, Noteholders may not be able to sell their Notes at all or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market.

Noteholders may be exposed to exchange rate risk and risks relating to exchange controls

The Notes are euro-denominated and the Issuer will pay principal and interest on the Notes in euro. This presents certain risks relating to currency conversions if a Noteholder's financial activities are denominated principally in a currency or currency unit other than euro. These include the risk that exchange rates may significantly change (including changes due to devaluation of euro or revaluation of the Noteholder's currency) and the risk that authorities with jurisdiction over the Noteholder's currency may impose or modify exchange controls. As a result, Noteholders may receive less interest or principal than expected from their investment in the Notes.

Notes may not be a suitable investment for all investors seeking exposure to assets with sustainability characteristics

Although the interest rate relating to the Notes is subject to upward adjustment in certain circumstances specified in the Terms and Conditions, the Notes may not satisfy an investor's requirements or any future legal or quasi legal standards for investment in assets with sustainability characteristics and no representation is made by the Issuer or the Joint Lead Managers as to the suitability of the Notes to fulfil environmental or sustainability criteria required by prospective investors.

The Notes will not be marketed as green bonds since the Issuer expects to use the relevant net proceeds for general corporate purposes and therefore the Issuer does not intend to allocate the net proceeds specifically to projects or business activities meeting environmental or sustainability criteria, or be subject to any other limitations associated with green bonds. In addition, the interest rate adjustment in respect of the Notes depends on definitions of Scope 1 and 2 emissions intensity and Scope 3 emission intensity that may be inconsistent with investor requirements or expectations or other definitions relevant to these factors. Although the Issuer targets that the Issuer will reduce the Scope 1 and Scope 2 emissions intensity and Scope 3 emission intensity, there can be no assurance of the extent to which it will be successful in doing so or that any future investments it makes in furtherance of these targets will meet investor expectations or any binding or non-binding legal standards regarding sustainability performance, whether by any present or future applicable law or regulations or by its own by-laws or other governing rules, in particular with regard to any direct or indirect environmental, sustainability or social impact. Adverse environmental or social impacts may occur during the design, construction and operation of any investments the Issuer makes in furtherance of these targets or such investments may become controversial or criticised by activist groups or other stakeholders.

Lastly, no Event of Default shall occur under the Notes, nor will the Issuer be required to repurchase or redeem the Notes, if the Issuer fails to satisfy the Scope 1 and 2 emissions intensity or Scope 3 emission intensity. No assurance or representation is given by the Issuer or any Joint Lead Managers as to the suitability or reliability for any purpose whatsoever of any opinion (including the opinion provided by Sustainalytics confirming the alignment of the Framework with the ICMA's Sustainability-Linked Bond Principles 2020 (the "**ICMA SLBP**") (the "**Second Party Opinion**")), report, certification or validation of any third party in connection with the offering of the Notes or the sustainability performance targets set to fulfil any green, social, sustainability, sustainability linked and/or other criteria. The Second Party Opinion providers and providers of similar opinions, certifications and validations are not currently subject to any specific regulatory or other regime or oversight.

Any withdrawal of any such opinion or certification or any such opinion, certification or validation attesting that the Issuer is not complying in whole or in part with any matters for which such opinion, certification or validation is opining on or certifying on may have a material adverse effect on the value of the Notes and/or result in adverse consequences for certain investors with portfolio mandates to invest in securities to be used for a particular purpose.

The Notes include certain triggers linked to sustainability performance targets

The Notes include certain triggers linked to sustainability performance targets (see "— *Notes may not be a suitable investment for all investors seeking exposure to assets with sustainability characteristics*").

The failure to meet such sustainability performance targets on the relevant year in which the relevant sustainability performance target is to be achieved as reported on or before 120 days after the 31 December of the relevant year will result in increased interest amounts under the Notes, which would increase the Issuer's total cost of funding and may result in a significant negative impact on the reputation of the Issuer, either of which could have a material adverse effect on the Issuer, its business prospects, its financial condition or its results of operations.

The Issuer has the ability and autonomy to calculate and/or recalculate its sustainability performance targets

The calculation of the sustainability performance targets in respect of the Step Up Event is carried out internally, i.e., by the Issuer itself, and verified by the External Verifier. The Framework has been reviewed by Sustainalytics who has provided the Second Party Opinion, confirming the alignment with the ICMA SLBP. The standards and guidelines mentioned above may change over time and the Noteholders should be aware that the way in which the Issuer calculates its sustainability performance targets may also change over time. In addition, if a Sustainability Recalculation Event occurs, the Issuer shall recalculate the Base Scope 1 and 2 emissions intensity and Base Scope 3 emission intensity and the greenhouse gas emissions intensity for the Scope 1 and 2 emissions threshold and/or Scope 3 emission threshold (see Condition 4.2 (Step Up Margin)) which may also affect, among other things, the reliability, comparability and/or credibility of the sustainability performance targets.

Since the Issuer is responsible for calculating the sustainability performance targets, failure to calculate such targets correctly may result in Step Up Margin not kicking in, assuming that the External Verifier would not be able to identify such mistake. This could lead to a lower return/value for a Noteholder.

The Notes carry no voting rights with respect to the Issuer's General Meetings of Shareholders

The Notes are debt instruments and as such carry no voting rights with respect to the Issuer's general meetings of shareholders. Consequently, the Noteholders cannot influence any decisions made by the Issuer to redeem the Notes pursuant to the Terms and Conditions or made by the Issuer's shareholders concerning, for instance, the capital structure of the Issuer, which may affect the Issuer's ability to make payments in respect of the Notes.

Amendments to the Terms and Conditions bind all Noteholders

The Terms and Conditions may be amended in certain circumstances, in each case with the required consent of a defined majority of the Noteholders. The Terms and Conditions contain provisions for the Issuer to convene Noteholders' meetings or initiate written procedures for the Noteholders to consider and vote upon matters affecting the interests of the Noteholders generally. Resolutions passed at such Noteholders' meetings or in written procedures will bind all Noteholders, including Noteholders who did not attend and vote at the relevant Noteholders' meeting or in the relevant written procedure as well as Noteholders who voted against the requisite majority. This may result in financial losses, among other things, to all Noteholders, including those who did not attend and vote at the relevant meeting or in the relevant written procedure and Noteholders who voted against the requisite majority.

The Issuer may have an obligation to prepay the Notes following an Event of Default or a Change of Control Event and may not be able to finance such prepayment

As specified in the Terms and Conditions, the Noteholders will be entitled to demand premature repayment of the Notes among others in the case of an Event of Default (see Condition 10 (*Event of Default*)) or a Change of Control Event (see Condition (*Change of Control Event*)). The source for the funds required for any repurchase required as a result of any such event will be available cash or cash generated from operating activities or other sources, including borrowings, sales of assets, sales of equity or funds provided by subsidiaries of the Issuer. If an Event of Default or a Change of Control Event occurs, there can be no assurance that the Issuer will have or will be able to generate sufficient funds to repurchase the Notes that have been requested to be prepaid. Furthermore, such premature repayment may adversely affect the ability of the Issuer to fulfil its obligations under the Notes to such Noteholders who elect not to exercise their right to have their Notes prepaid.

The right to payment under the Notes may be forfeited due to prescription

In case any payment under the Notes has not been claimed within three (3) years from its original due date, the right to such payment shall be prescribed. Such prescription may incur financial losses to Noteholders who have not claimed payment under the Notes within the prescription time of three (3) years. Thus, if the Noteholder does not provide its respective book-entry account operator up to date information on applicable bank accounts, payments under the Notes to such Noteholder will become void after three (3) years from the original due date if not claimed by the Noteholder.

Since the Notes bear a fixed interest rate, their price may fall as a result of increase in the interest rates

The value of the Notes depends on several factors, one of the most significant over time being the level of market interest. The Notes will bear interest at a fixed interest rate. There is a risk that an increase of the general interest rate level will adversely affect the value of the Notes. The general interest level is to a high degree affected by developments in the international and European financial markets and is outside of the Group's control.

While the nominal compensation rate of a security with a fixed interest rate is fixed during the life of such security or during a certain period of time, current interest rates on capital markets (market interest rates) typically change continuously. In case market interest rates increase, the market price of such a security typically falls until the yield of such security is approximately equal to the market interest rates. If market interest rates fall, the price of a security with a fixed interest rate typically increases, until the yield of such a security is approximately equal to market interest rates. Consequently, the Noteholders should be aware that movements of market interest rates may result in a material decline in the market price of the Notes and can lead to losses for the Noteholders if they sell the Notes prior to the maturity date.

Interest payments made by the Issuer or a securities dealer to Noteholders who are not resident in Finland for tax purposes may be subject to Finnish withholding tax

Noteholders who are not resident in Finland for tax purposes and who do not engage in trade or business through a permanent establishment or a fixed place of business in Finland should not be subject to Finnish taxes on interest or gains realised on the sale of the Notes. However, interest payments made by the Issuer or a securities dealer (i.e., a financial institution making the payment) to Noteholders who are not resident in Finland for tax purposes may, nevertheless, be subject to Finnish withholding tax, unless the identity of the Noteholders can be appropriately established. It may be difficult for investors holding interests in the Notes through Euroclear or Clearstream (especially when the Notes are held in a nominee account) to appropriately establish their identity as non-Finnish residents. Furthermore, the tax gross-up contained in Condition 11 (Taxation) of the Terms and Conditions provides that no additional amounts will be payable to, or to a third party on behalf of, a holder of a Note who would not be liable or subject to the withholding or deduction by making a declaration of non-residence or other similar claim for exemption to the relevant tax authority.

As a result, non-Finnish residents who are not liable for tax in Finland, yet who are unable, for whatever reason, to establish their identity as a non-Finnish resident, may have amounts in respect of taxation withheld from payments of interest under the Notes. Whilst it may be possible for non-Finnish residents who are not liable for tax in Finland to reclaim amounts that have been withheld, this would require an application to the Finnish taxation authorities, which represents an added administrative burden and may be a time-consuming process.

Persons holding interests in the Notes through nominee book-entry accounts will not be able to enforce any rights under the Notes directly against the Issuer

Persons holding interests in the Notes through nominee book-entry accounts, e.g., in Euroclear or Clearstream (rather than Euroclear Finland directly), or through other custody/sub-custody arrangements so that the Notes are held on a nominee omnibus account in Euroclear Finland will not be recorded as the legal/beneficial owners of such Notes under Finnish law and such persons will, therefore, not be entitled to enforce any rights under the Notes directly against the Issuer. Holding the Notes through nominee book-entry accounts may thus cause the Noteholder to incur additional costs and cause delays when enforcing their legal rights under the notes.

The Notes are not guaranteed or covered by any security and therefore will effectively be subordinated to any secured debt

The Notes will not be obligations of anyone other than the Issuer and they will not be guaranteed by any other person or entity. No one other than the Issuer will accept any liability whatsoever in respect of any failure by the Issuer to pay any amount due under the Notes. Should the Issuer become financially distressed, insolvent or bankrupt during the maturity of the Notes, a Noteholder may forfeit interest payable on, and the principal amount of, the Notes in whole or in part. The Notes are unsecured debt instruments. The Terms and Conditions permit the Issuer to incur additional secured indebtedness in the future subject to certain limitations (see Condition 9 (Negative Pledge) of the Terms and Conditions) and in the event of any liquidation of assets of the Issuer in any bankruptcy, liquidation, dissolution or reorganisation proceedings, Noteholders would be unsecured creditors and claims under the Notes would rank junior to claims under the Issuer's secured indebtedness and holders of such secured indebtedness will have a prior claim to those assets that constitute their collateral. Accordingly, in addition to that any adverse change in the financial condition or prospects of the Issuer may have a material adverse effect on the liquidity of the Notes, and may result in a material decline in their market price (if a market for the Notes develops and is maintained), such adverse change may endanger the probability that the Noteholders will receive the prompt and full payment, when due, for principal, interest and/or any other amounts and items payable to the Noteholders pursuant to the Notes from time to time as it cannot be assured that there will be sufficient assets to pay amounts due on the Notes.

CERTAIN MATTERS

Responsibility Statement

The Prospectus has been prepared by the Issuer and the Issuer is responsible for the information included in this Prospectus. To the best knowledge of the Issuer, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is in accordance with the facts and the Prospectus makes no omission likely to affect its import.

Information about the Issuer

The business name of the Issuer is Nokian Tyres plc and its domicile is Nokia, Finland. The Issuer is a public limited liability company (in Finnish: *julkinen osakeyhtiö*) incorporated and operating under the laws of Finland. The Issuer was founded in 1987 and registered in the Finnish Trade Register on 2 December 1987 under the business identity code 0680006-8 and its legal entity code (LEI) is 743700YQIO8Y4L4WKR40. The Issuer's registered address is PL 20, FI-37101 Nokia, Finland and its phone number is +358 10 401 7000.

Special Cautionary Notice Regarding Forward-Looking Statements

Certain statements in this Prospectus, including but not limited to certain statements set forth under the chapters "*Risk Factors*", "*Selected Financial Information*" and "*Business Overview*", may constitute forward-looking statements. Other forward-looking statements can be identified in the context in which the statements are made. These forward-looking statements reflect the beliefs of the Issuer's management and are based on certain assumptions made by the management and information currently available to it. Such forward-looking statements are based on certain expectations, which, even though they seem to be reasonable at present, may turn out to be incorrect. Prospective investors should not unduly rely on these forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, realised net sales or performance to differ materially from the results, net sales and performance expressed or implied in the forward-looking statements of the Issuer.

In addition to factors that may be described elsewhere in this Prospectus, such risks, uncertainties and other important factors include, among other things, the risks described in the section "*Risk Factors*". Should one or more of these risks or uncertainties materialise, or should any underlying assumptions prove to be incorrect, the Issuer's actual results of operations, its financial condition or its ability to fulfil its obligations under the Notes could differ materially from those described here as "anticipated", "believed", "estimated", "expected" or similar expressions. The forward-looking statements are not guarantees of the future operational or financial performance of the Issuer.

The Issuer does not intend and does not assume any obligation to update any forward-looking statements contained herein unless required by applicable legislation.

Market Information and Information from Third-Party Sources

This Prospectus contains some information about the markets and industries in which the Group operates and the Group's competitive position therein. Such information is based on an analysis of multiple sources, including third-party sources and the Issuer's own internal estimates. In many cases, there is no publicly available information on such market data. The Issuer believes that its estimates of market data and information derived therefrom are helpful in order to give investors a better understanding of the industry sectors in which it operates as well as its position within these industry sectors. Although the Issuer believes that its internal market observations are fair estimates, they have not been reviewed or verified by any external experts and the Issuer cannot guarantee that a third-party expert using different methods would obtain or generate the same results.

Where certain market data and market estimates contained in this Prospectus have been derived from third-party sources, such as industry publications, the name of the source is given therein. Industry publications generally state that the information they contain has been obtained from sources believed to be reliable, but the correctness and completeness of such information is not guaranteed. The Issuer confirms that this information has been accurately reproduced and that, as far as the Issuer is aware and is able to ascertain from information published by such third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. However, neither the Issuer nor the Joint Lead Managers have independently verified and cannot give any assurances as to the appropriateness of, such information. Should this Prospectus contain market data or market estimates in connection with which no source has been presented, such market data or market estimate is based on the estimates of the management of the Group.

Presentation of Financial Information

The audited consolidated financial statements of the Issuer for the financial years ended 31 December 2022 and 31 December 2021, including auditor's reports for these periods, which are incorporated by reference into this Prospectus, have been prepared in accordance with the IFRS and audited by Certified Public Audit Firm Ernst & Young Oy, with Mikko Järventausta, Authorised Public Accountant, as the auditor with principal responsibility. Mikko Järventausta has been registered into the register referred to in Chapter 6, Section 9 of the Finnish Auditing Act (1141/2015, as amended) (in Finnish: *tilintarkastuslaki*). There are no qualifications in the auditor's reports incorporated by reference pertaining to the Issuer.

The Issuer's unaudited consolidated financial information as at and for the three (3) months ended 31 March 2023, including comparative figures as at and for the three months ended 31 March 2022 included in the unaudited interim report published on 25 April 2023, which is incorporated by reference into this Prospectus, has been prepared in accordance with "IAS 34 – Interim Financial Reporting".

Except for audited consolidated financial statements of the Issuer for the financial years ended 31 December 2022 and 31 December 2021, no part of this Prospectus has been audited.

Second Party Opinions and External Verification

In connection with the Framework, the Issuer has requested a provider of second party opinions, Sustainalytics, to issue a Second Party Opinion in relation to the Framework. In addition, if the Issuer issues any securities under the Framework, the Issuer will engage an external verifier, as required under the Framework and the terms and conditions for such securities. The Second Party Opinion is accessible on the website of the Issuer. However, any information on, or accessible through, such website and the information in such Second Party Opinion or any past or future reports of an external verifier does not form part of this Prospectus and should not be relied upon in connection with making any investment decision with respect to any securities issued under the Framework. In addition, no assurance or representation is given by the Issuer, any other Group Company, second party opinion providers or any external verifiers as to the suitability or reliability for any purpose whatsoever of any opinion, report or certification of any third party in connection with any offering of any securities under the Framework. Any such opinion, report or certification and any other document related thereto is not, nor shall it be deemed to be, incorporated in and/or form part of this Prospectus.

Additional Information

In this Prospectus, references to "€", "euro" or "EUR" are to the currency of the Economic and Monetary Union of the EU. References to any other currencies or currency codes are to current currencies in accordance with ISO 4217 Currency Codes standard.

Financial information set forth in a number of tables in this Prospectus has been rounded. Accordingly, in certain instances, the sum of the numbers in a column or row may not conform exactly to the total figure given for that column or row. In addition, certain percentages presented in the tables in this Prospectus reflect calculations based upon the underlying information prior to rounding and, accordingly, may not conform exactly to the percentages that would be derived if the relevant calculations were based on upon the rounded numbers.

The completion of transactions relating to the Notes is dependent on Euroclear Finland's operations and systems

The Notes are issued in the book-entry securities system of Euroclear Finland Oy ("**Euroclear Finland**"). Pursuant to the Act on the Book-Entry System and Clearing and Settlement (348/2017, as amended) (in Finnish: *laki arvo-osuusjärjestelmästä ja selvitystoiminnasta*), the Notes are not evidenced by any physical note or document of title other than statements of account made by Euroclear Finland or its account operator. The Notes are dematerialised securities and title to the Notes is recorded and transfers of the Notes are perfected only through the relevant entries in the book-entry system and registers maintained by Euroclear Finland and its account operators. Therefore, timely and successful completion of transactions relating to the Notes, including but not limited to transfers of, and payments made under, the Notes, depend on the book-entry securities system being operational and that the relevant parties, including but not limited to the payment transfer bank and the account operators of the Noteholders, are functioning when transactions are executed. Any malfunction or delay in the book-entry securities system or any failure by any relevant party may result in the transaction involving the Notes not taking place as expected or being delayed, which may cause financial losses or damage to the Noteholders whose rights depended on the timely and successful completion of the transaction.

The Issuer or any other third party will not assume any responsibility for the timely and full functionality of the book-entry securities system. Payments under the Notes will be made in accordance with the laws governing the book-entry securities system, the rules of Euroclear Finland and the Terms and Conditions. For purposes of payments under the Notes, it is the responsibility of each Noteholder to maintain with its respective book-entry account operator up to date information on applicable bank accounts.

Noteholders holding interest in the Notes through nominee book-entry accounts (for example, in Euroclear or Clearstream, or through other custody or sub-custody arrangements so that the Notes are held on a nominee omnibus account in Euroclear Finland), will not be recorded as the legal or beneficial owners of such Notes under Finnish law and will therefore not be entitled to enforce any rights under the Notes directly against the Issuer. Such Noteholders should acquaint themselves with the terms of business of the respective clearing system or custodian, as applicable, with respect to indirect enforcement of their rights, as well as having regard to the possibility of transferring the Notes to a book-entry account with Euroclear Finland held directly by the Noteholders.

Legislative amendments may take place during the term of the Notes

The Notes are governed by the laws of Finland, as in force from time to time. Finnish laws and regulations, including, but not limited to, tax laws and regulations, governing the Notes may change during the term of the Notes and new judicial decisions may be given and new administrative practices may be implemented. The Issuer makes no representations as to the effect of any such changes of laws or regulations, or new judicial decisions or administrative practices after the date hereof.

No Incorporation of Website Information

This Prospectus and possible supplements to this Prospectus will be published on the Issuer's website at https://www.nokiantyres.com/company/investors/financials/debt-and-financing/. Other information on the Issuer's website or any other website, excluding the documents incorporated by reference to this Prospectus as set forth in "*Documents Incorporated by Reference*" do not form a part of this Prospectus.

Available information

The Prospectus will be available on or about 10 July 2023 on the website of the Issuer at https://www.nokiantyres.com/company/investors/financials/debt-and-financing/. In addition, the Prospectus will be available as a printed copy on or about 10 July 2023 at the registered head office of the Issuer at PL 20, FI-37101 Nokia, Finland.

Material interests

Danske, Nordea and OP are acting as Joint Lead Managers of the offering of the Notes. The interests of the Joint Lead Managers are normal business interests in the financial markets. The Issuer has entered into agreements with the Joint Lead Managers with respect to certain services to be provided by the Joint Lead Managers in connection with the offering of the Notes. The Joint Lead Managers will be paid a fee by the Issuer in respect of the offering and issue of the Notes. In addition, Nordea Bank Abp and OP Corporate Bank plc acted as the structuring advisors in conjunction with the Framework.

In addition, the Joint Lead Managers and other entities within the same group and/or their affiliates have provided, and may provide in the future, the Issuer and the Group with investment, insurance, banking and/or other services in the ordinary course of business for which they may have received and may continue to receive customary fees and commissions. The Joint Lead Managers and other entities within the same group and/or their affiliates have also acted in the ordinary course of business as arrangers and lenders under certain loan agreements of the Issuer, and for which it has received, and may continue to receive, customary interest, fees and commissions. The Joint Lead Managers and their respective affiliates may hold long or short positions, and may trade or otherwise effect transactions, for their own account or the accounts of their customers, in debt or equity securities of the Issuer. Accordingly, conflicts of interest may exist or may arise as a result of the Joint

Lead Managers and/or their affiliates having previously engaged, or engaging in the future, in transactions with other parties, having multiple roles or carrying out other transactions for third parties with conflicting interests.

OVERVIEW OF THE ISSUE OF THE NOTES

The additional information on the issue of the Notes below is an overview of certain key features of the Offering of the Notes. Any decision by an investor to invest in any Notes should be based on a consideration of this Prospectus as a whole, including the information incorporated by reference into the Prospectus. Words and expressions in this section shall have the meaning defined in Appendix A – "Terms and Conditions of the Notes".

Decisions and authorisation:	Authorisation by the Board of Directors of the Issuer dated 25 April 2023.
Type of the Issue:	Individual issue of Notes offered to retail clients, professional clients and eligible counterparties.
Issuer:	Nokian Tyres plc, a Finnish public limited liability company.
Joint Lead Managers:	Danske Bank A/S, Nordea Bank Abp, OP Corporate Bank plc.
Risk Factors:	Investing in the Notes involves risks. The principal risk factors relating to the Issuer and the Notes are described in more detail in section "*Risk Factors*" in this Prospectus.
Form of the Notes:	Dematerialised securities issued in book-entry form in the book-entry system maintained by Euroclear Finland Oy.
Depository and settlement system:	Euroclear Finland Oy, address Urho Kekkosen katu 5C, 00100, Helsinki, Finland.
Type of Notes:	Senior unsecured sustainability-linked notes with a maximum principal amount of EUR 100,000,000. The Issuer may later create and issue further notes having the same terms and conditions as the Notes, as further set in Condition 18 (*Further Issues of Notes*).
ISIN Code of the Notes:	FI4000556444.
Issue Price:	The issue price of the Notes is 99.518 per cent of the Nominal Amount in respect of the Notes issued on the Issue Date.
Minimum subscription amount:	EUR 100,000.
Denomination of a book-entry unit:	EUR 1,000 for each Note.
Issue Date:	14 June 2023.
Final Maturity Date:	14 June 2028.
Events of Default:	Non-payment, Cross-default, Negative Pledge, Cessation of Business, Winding-up, Insolvency.
Interest:	The Notes bear interest at the rate of 5.125 per cent per annum. Interest on the Notes will be payable annually in arrears commencing on 14 June 2024 and thereafter annually on each 14 June (each an "**Interest Payment Date**") until the Notes have been repaid in full.

	Interest shall accrue for each interest period from (and including) the first day of the interest period to (but excluding) the last day of the interest period on the principal amount of Notes outstanding from time to time. The first interest period commences on the Issue Date and ends on the first Interest Payment Date and each consecutive interest period begins on the previous Interest Payment Date and ends on the following Interest Payment Date (each an "**Interest Period**"). The last Interest Period ends on the earlier of the date when the Notes have been repaid in full and the Redemption Date. Interest in respect of the Notes will be calculated on the basis of the actual number of days elapsed in the relevant interest period divided by 365 or, in the case of a leap year, 366 (Actual / Actual ICMA). The Notes bear interest on their outstanding principal amount at the Initial Rate of Interest, provided that if a Step Up Event has occurred, then for any Interest Period commencing on or after the Interest Payment Date immediately following the Notification Deadline, the Initial Rate of Interest shall be increased by the Step Up Margin.
Effective yield:	5.237 per cent per annum.
Ranking of the Notes:	The Notes constitute direct, unsecured, unguaranteed and unsubordinated obligations of the Issuer ranking pari passu among each other and at least pari passu with all other present and future unsecured, unguaranteed and unsubordinated obligations of the Issuer, save for such obligations as may be preferred by mandatory provisions of law.
Paying and issuing agent:	Nordea Bank Abp.
Applicable Law:	Finnish law.
Description of restrictions on free transferability of the notes:	Each Note will be freely transferable after it has been registered into the respective book-entry account.
Listing:	There is currently no public market for the Notes. The Issuer undertakes to ensure that the Notes are admitted to trading on the official list of Helsinki Stock Exchange within three (3) months of the Issue Date.
Interests of the Joint Lead Managers:	Ordinary business interest in the financial markets. The Joint Lead Managers and other entities within the same group and/or its affiliates have provided, and may in the future provide, the Issuer with investment, banking and/or other services in the ordinary course of business for which they may have received and may continue to receive customary fees and commissions. The Joint Lead Managers will be paid a fee by the Issuer in respect of the offering and issuance of the Notes.
Estimated net amount of the proceeds:	Approximately EUR 99,168,000.

Estimated expenses related to the Offering:	Approximately EUR 350,000.
Use of proceeds:	The aggregated total nominal amount (net of fees and legal costs of the Joint Lead Managers and any other costs and expenses incurred in connection with the Notes issue) shall be applied towards general corporate purposes of the Group.

* Does not include potential discretionary fee element

INFORMATION ABOUT THE ISSUER

General

The business name of the Issuer is Nokian Tyres plc. The Issuer is a public limited liability company (in Finnish: *julkinen osakeyhtiö*) incorporated and operating under the laws of Finland and domiciled in Nokia, Finland. The Issuer was founded on 1988 and registered in the Finnish trade register under the business identity code 0680006-8. The Issuer's registered address is PL 20, FI-37101 Nokia, Finland, and its legal entity identifier (LEI) code is 743700YQIO8Y4L4WKR40.

According to the Article 2 of the Articles of Association of the Issuer, the Company operates in the manufacture and sales of tires and other related business.

History and Development of the Group

Nokian Tyres plc was founded in 1988, but the Company's roots go back all the way to 1898, when Suomen Gummitehdas Oy, or Finnish Rubber Works, was established. The world's first winter tire, The Weather tire, was launched in 1934.

In 1995, the shares of Nokian Tyres plc were floated on the Helsinki Stock Exchange. In 1999–2000, the Vianor name was launched. In 2003, Nokia Corporation's ownership in Nokian Tyres ended and Bridgestone Europe NV/SA became the largest shareholder. During 2000–2020, the Group widely expanded its operations abroad for example by setting up several marketing companies in different parts of the world and building new factories. In 2020, Nokian Tyres' third factory started operation in Dayton, Tennessee, the US, and in 2021, testing began in Nokian Tyres' test center in Santa Cruz de la Zarza, Spain.

In August 2022, Nokian Tyres announced that the Company would reorganise the Group's organisation and management structure to strengthen go-to-market execution, to improve operational efficiency and collaboration and focus on building the new Nokian Tyres. Following the invasion of Ukraine by Russia in 2022, the Group initiated a controlled exit from Russia in June 2022. The exit from Russia was completed in March 2023, and at the date of this Prospectus, Nokian Tyres no longer has any operations in Russia. In November 2022, a decision to invest in a new passenger car tire factory in Oradea, Romania was made. At the date of this Prospectus, the factory is being constructed, and commercial tire production at the factory is expected to start in early 2025. The Romanian factory intends to be the first zero CO_2 emission factory in the tire industry.

Legal Structure and Organisation

As of May 2023, the Group consists of 32 companies and 1 associated company. A significant part of the Group's operations is conducted in the Issuer's subsidiaries. The Issuer is, therefore to a large extent, dependent on the receipt of sufficient income and cash flows from the operations of the other companies within the Group to service its debt under the Notes.

The following table (on the next page) depicts the Group's companies, the percentage holdings of the Group and the parent company and percentages of voting rights in the Group Companies.

Table: Group Companies as at the date of this Prospectus

Company	Domicile	Country	Group holding %	Voting rights %	Parent company holding %
Parent company					
Nokian Tyres plc	Nokia	Finland			
Group Companies					
Nokian Heavy Tyres Ltd.	Nokia	Finland	100	100	100
Levypyörä Oy	Nastola	Finland	100	100	
Nokian Däck AB		Sweden	100	100	100
Nokian Dekk AS		Norway	100	100	100
Nokian Tyres GmbH		Germany	100	100	100
Nokian Tyres AG		Switzerland	100	100	100
Nokian Tyres SP Z.O.O		Poland	100	100	100
Nokian Tyres U.S. Holdings Inc.		USA	100	100	100
Nokian Tyres Inc.		USA	100	100	
Nokian Tyres U.S. Operations LLC		USA	100	100	
Nokian Tyres Canada Inc.		Canada	100	100	100
Nokian Tyres s.r.o.		Czech Rep.	100	100	100
TOV Nokian Shina		Ukraine	100	100	100
TOO Nokian Tyres		Kazakhstan	100	100	100
TAA Nokian Shina Belarus (in liquidation)		Belarus	100	100	100
Nokian Tyres Holding Oy	Nokia	Finland	100	100	99
Nokian Tyres Trading (Shanghai) Co Ltd		China	100	100	
NT Tyre Machinery Oy	Nokia	Finland	100	100	100
Koy Nokian Nosturikatu 18	Nokia	Finland	100	100	100
Koy Nokian Rengaskatu 4	Nokia	Finland	100	100	100
Nokian Portti Oy	Turku	Finland	100	100	100
Nokian Tyres Spain S.L.U.		Spain	100	100	100
Nokian Tyres Europe Operations S.R.L.		Romania	100	100	100
Nokian Tyres SAS		France	100	100	100
Nokianvirran Energia Oy	Nokia	Finland	32.3	32.3	32.3
Vianor Holding Oy	Nokia	Finland	100	100	100
Vianor Oy	Lappeenranta	Finland	100	100	
Vianor AB		Sweden	100	100	
Nordic Wheels AB		Sweden	100	100	
Vianor AS		Norway	100	100	
EAM NRE1V Holding Oy		Finland	0	100	
Associated companies					
Sammaliston Sauna Oy	Nokia	Finland	33	33	33

BUSINESS OVERVIEW

Operations and Service Offering

The Issuer is the parent company of a group of companies that operates in the automotive supply industry. The Group develops and manufactures winter, all-season and summer tires for passenger cars and vans as well as special tires for heavy machinery. The Group also manufactures retreading materials and retreads tires. In addition, Vianor Ltd ("**Vianor**"), the largest and most extensive tire retail chain in the Nordic, is a part of the Group. The Group's home market is the Nordics.

The Group is organised in four geographical areas – the Nordics, other Europe, the Americas and other countries. In the management's view, the Group is the market leader in premium tires in the Nordic countries and seeks to grow especially in North America. Also, Central Europe is an important market. Winter tires form the core product of the Group. The Group's manufacturing plants are located in Nokia, Finland, and Dayton, Tennessee, the US. A decision to invest in a new passenger car tire factory in Oradea, Romania was made in November 2022. The groundbreaking[1] on the Romanian site occurred in May 2023. According to the investment plan, the new facility is going to be using electricity 100% from renewable sources and no fossil fuels are going to be used in steam generation. The manufacturing plant is going to be LEED Certified (Leadership in Energy and Environmental Design), using energy efficient process and building solutions.

The Group's business is divided into three units: Passenger Car Tyres, Heavy Tyres and Vianor, which is the Group's chain of tire and car services. The Group's products are developed and manufactured for people who value safety, sustainability, and predictability. Sustainability is one of the cornerstones of the Group's strategy and an essential part of the Group's business. The Group mainly sells tires to its direct customers.

The Group consists of the parent company in Finland, the sales companies in Sweden, Norway, the US, Canada, Czech Republic, Germany, Switzerland, Poland and Ukraine, and the tire chain companies in Finland, Sweden, and Norway. The Group completed the sale of its operations in Russia in March 2023 and no longer has any operations in Russia.

The Issuer's exit from Russia was finalised on 30 March 2023 and, therefore, Russia is no longer included in the reported financial information as at and for the three (3) months ended 31 March 2023. Nokian Tyres has restated i.e. excluded Russia from IFRS Income Statement figures for Q1/2022 and for financial year 2022. The balance sheet and the cash flow figures have not been restated.

Passenger Car Tyres

Passenger Car Tyres business unit covers the development and production of winter, all-season and summer tires for cars, SUVs and vans. The business unit focuses on the premium segments on the replacement tire market. The most important market areas for the Passenger Car Tyres business unit are the Nordics, North America, and Central Europe. In the Nordics, the Passenger Car Tyres business unit's target is to strengthen its market-leading position that the Group has in the management's view. In North America, the business unit's target is to approximately double its sales. In Central Europe, the business unit's target is to first safeguard its market presence and then grow. The products are sold in approximately 60 countries. The most famous brands are Nokian Tyres Hakkapeliitta and Nokian Tyres Hakka.

The war in Ukraine has impacted the operating environment of the business unit since 80% of the Group's Passenger Car Tyres production was located in Russia. Lower tire supply has impacted net sales negatively, specifically in Central Europe. In 2022, the share of sales volume of winter tires was 55%, the share of summer tires 27% and the share of all-season tires 18%. For the three months ended 31 March 2023, the share of sales volume of winter tires was 30% (for the three months ended 31 March 2022: 21%), the share of summer tires 28% (44%), and the share of all-season tires 42% (35%).

[1] Refers to a traditional ceremony at the beginning of a construction project.

Heavy Tyres

Heavy Tyres business unit develops and manufactures special tires for forestry and agricultural machinery, ports and terminals, mining, trucks and buses as well as other heavy uses, such as earthmoving and road maintenance. The Heavy Tyres business unit is a pioneer in special tires particularly in the field of forestry. Nearly all heavy tires are manufactured at the Group's plant in Nokia, Finland. Tires for trucks and buses are manufactured mainly by one contract manufacturer in the EU. Heavy tires are sold in both the original equipment and replacement markets.

Vianor

Vianor is a chain of service centers specialising in car maintenance and tire services. Vianor sells car and van tires as well as truck tires. In addition to Nokian Tyres brand, Vianor sells other leading tire brands and other automotive products and services. The service centers and online stores serve both consumers and corporate customers. Vianor is the largest tire chain in the Nordics by the number of service outlets, where the service network consists of its 173 own service centers as well as partners. Approximately one third of the Group's tires sold in the Nordics is distributed through the Vianor network. Vianor also operates in Eastern and Central Europe, where its partners offer the services.

Markets

The Group's core markets are the Nordics, North America and Central Europe. In the management's view, the Group is the market leader in premium tires in the Nordics. Approximately 13 million[2] car and van tires are estimated to be sold each year in Finland, Sweden and Norway, of which approximately half are winter tires. The Group is the only Nordic tire manufacturer and, in the management's view, a stable market leader within the region. The Group has a wide range of products designed particularly for the Nordic conditions, and in the management's view, the Group's brand awareness in the region is strong.

The Group's business segments are operating in four geographic regions: the Nordics, other Europe, the Americas and other countries. North America is one of the growth markets for the Group. More than 270 million[3] car tires are sold each year in the US and Canada, and the US is the world's second largest market for vehicles. The Group focuses strongly on Canada and the US snowbelt (the US region with winter conditions), which are also the Group's strongest regions. Besides winter tires, the Group focuses in North America on selected all-season tires, which are designed and developed for the North American markets. The Group's factory in Dayton, Tennessee, started operations in 2020 and, in the management's view, creates a solid ground for the Group's growth in North America.

Approximately 290 million[4] passenger car and van tires are sold each year on the European market (excluding the Nordics). The region is also the world's biggest winter tire market and therefore an important market for the Group.

The Group manufactures passenger car tires in its factories in Nokia, Finland and in Dayton, Tennessee, the US. All heavy tires are manufactured at the Nokia factory except for tires for trucks and buses, which are designed in Finland and produced mainly by one contract manufacturer in the EU. In 2022, the Group decided to sell the Russian operations due to the changes in the operating environment and decided to build a new production site for passenger car tires in Oradea, Romania, where commercial tire production is expected to start in 2025. The Group completed the sale of its operations in Russia to PJSC Tatneft in March 2023. The Group operates two tire test centers in Nokia and Ivalo, Finland and one in Santa Cruz de la Zarza, Spain.

[2] Source: Global Data (previously LMC Tyre & Rubber).

[3] Source: Global Data (previously LMC Tyre & Rubber).

[4] Source: Global Data (previously LMC Tyre & Rubber).

Competitive Positioning

In the management's view, the Group is the market leader in premium tires in the Nordics. The Group is the only Nordic tire manufacturer, the Group has a wide range of products designed particularly for the Nordic conditions and, in the management's view, the Group's brand awareness in the region is strong. The Group's core product segment, winter tires, is also resilient against competition since the tires are manufactured for a limited market (winter tires are not required in warm climates) and require specific expertise. In the management's view, the Group's business as a whole is not dependent on any single customer. In 2022, the Group's products were sold in approximately 60 countries.

Recent Events and Outlook

Exit from Russia

Since its outbreak in February 2022, the war in Ukraine and resulting sanctions have caused significant uncertainty to the Group's operating environment. Previously, 80% of the Group's Passenger Car Tyres production was located in Russia. The Group took measures to manage the impacts of the war on its personnel and business and decided to initiate a controlled exit from Russia in June 2022.

On 30 March 2023, the Issuer announced the completion of the sale of its operations in Russia to PJSC Tatneft with a sale price of EUR 285 million. The closing date of the sale transaction of Russian operations is considered to be 16 March 2023 when the sale price was received. Following the completion of the transaction, the Group no longer has any operations in Russia.

The capacity decline caused by exiting Russia has been mitigated by increasing the production in Finland and the US. The Group will further reduce the effects through contract manufacturing and investing in new production facility in Oradea, Romania where the commercial production will be starting in 2025.

Despite capacity expansions in Finland and the US and new contract manufacturing agreements, sales volumes will decrease in 2023. Volumes are expected to bottom in 2023 and increase after that. Average sales price will be significantly higher without Russia sales, partly offsetting volume decline in total net sales.

Result for discontinued operations in Russia in the first quarter of 2023 was EUR -339 million. Profit from sale was EUR 30 million, operative result EUR -2 million and previous years' cumulative translation difference EUR -366 million. Due to the transaction, the distributable funds in the Issuer are expected to increase by approximately EUR 125 million.

Assumptions for 2023

The Group's first half of 2023 is expected to be weak due to constrained capacity causing lower supply of passenger car tires, and seasonality. The second half of 2023 is expected to be supported by winter tire and all-season tire season and contract manufacturing volume. In heavy tires, the general economic development may have a negative impact on demand in 2023.

Strategy and Growth

In April 2023, the Issuer's Board of Directors approved the Group's long-term financial targets for the next five years. The Group's strategy is divided into two phases. The investment phase is expected to run from 2023 to 2025 and the growth phase is expected to run from 2026 and 2027. The Issuer's dividend policy is unchanged. The Issuer's target is to pay a dividend of at least 50% of its net earnings (net profits).

Strategic Focus Areas

The plan is to grow net sales to EUR 2 billion by 2027 by an increase in average sales price and new capacity. The exit from Russia will decrease sales volumes significantly in 2023. Contract manufacturing and an increase in average sales price partly offset the decreased sales volumes. Reported 2021 net sales levels (EUR 1,714 million) are estimated to be reached at the end of the investment phase in 2025. During the growth phase, increase in own volumes will support net sales growth. In addition, the share of contract manufacturing will flex and remain a tool to balance growing demand. Average sales price is expected to be neutral but stay significantly higher compared to 2021.

Capacity expansions in Passenger Car Tyres

The Group intends to finalise the capacity expansions in Finland and the US during the investment phase. The US factory in Dayton, Tennessee is expected to run at full capacity in 2024. In 2027, the Romanian factory is expected to overtake the Finnish factory as the biggest in output volumes. During the ramp-up of the Romanian factory, contract manufacturing will support the volumes and produce 1–3 million tires per year. In 2023, contract manufacturing volume is expected to be approximately 1.5 million tires. The Group expects to have own capacity at approximately 15 million tires in 2027, of which approximately 40% would be in Romania, 35% in Finland and 25% in the US. The future role of contract manufacturing will be as a "virtual factory" balancing production and demand.

Product offering in Passenger Car Tyres

Winter tires will remain the core category of the Group. The Group expects the share of all-season tires to grow and the share of summer tires to decrease compared to 2021 due to temporary lack of supply in Central Europe. Share of electric vehicles and hybrids is growing fast which brings new requirements for tires. The Group expects the demand for premium tires for electric vehicles and larger than 17-inch rims to increase. The Group continues to push the boundaries of development to maintain competitive advantage and meet the needs of evolving consumer expectations. In Passenger Car Tyres business unit, adding new capacity, retaining a competitive premium product portfolio and serving the customers' needs are the key priorities to restore the Group's growth and profitability.

Heavy Tyres business unit

The Group estimates the growth of Heavy Tyres business unit to continue at above market level. The growth drivers for Heavy Tyres business unit are:

- Strengthening distribution in Central Europe and North America with increasing aftermarket focus and sales team resourcing
- Building production capacity in Heavy Tyres from 20 Mkg in 2018 to 32 Mkg by the end of 2023 and exploring possibilities to further increase capacity after the investment phase
- Widening current product portfolio of the Heavy Tyres business unit by 50%
- Developing digital capabilities

Key Strengths of the Group

The Group has identified the following key strengths of the Group:

- Strong balance sheet that enables strategy execution
- Strong financial basis to restore production capacity
- Sustainable and safe tires in premium niche segments, e.g., winter tires
- Strong pricing power in the Nordic countries supported by strong brand awareness, customer loyalty and unmatched know-how

Employees and Organisational Structure

The Group had a total of 4,542 employees as at 31 December 2022 (4,915 as at 31 December 2021). The number includes all employees, also those on a long leave of absence. The Group's external workforce is mainly used for production workforce needs. At the end of 2022, the Group had 371 external workers (excluding Russia and Asia), most of them working in the Finnish factory production as private employment agency workers (303). During 2022, the Group employed a total of 1,206 seasonal employees at Vianor. The Group has two seasons in a year, winter and summer, when the headcount increases temporarily with approximately 400–600 employees.

The Group had a total of 3,531 employees as at 31 March 2023. There were 1,873 employees in Finland and 457 employees in North America as at 31 March 2023. Vianor had 1,639 employees as at 31 March 2023, which are included in the Group employees figures.

In 2022, 54.6% of the Group's employees were covered by collective bargaining (51.0% in 2021). If there is no collective labour agreement available, the Group follows the employment regulations that are available. The Group complies with the country-level legislation and regulation in each country.

In September 2022, the Issuer reorganised its Group management structure to strengthen go-to-market execution. In the new operating model, Passenger Car Tyres' commercial operations are combined under one leadership, with increasing strategic and operational synergies across the geographical areas. Please see section "*Board of Directors, Management and Auditors*" for more information about the Issuer's governance bodies.

To the extent known by the Group's management, there have not been any significant labour disputes in the twelve (12) months preceding the date of this Prospectus nor are there any threatening material disputes.

The Issuer is currently a member in Kemianteollisuus ry (The Chemical Industry Federation of Finland) and Kumiteollisuus ry (Rubber Manufacturers' Association of Finland). The Group Companies' memberships in any local labour market organisations are decided on a case-by-case basis.

Suppliers and Subcontractors

Supply Chain

The Group's supply chain consists of approximately 2,000 suppliers, including more than 250 raw material suppliers. The main raw material groups in tire manufacturing are synthetic rubber, fillers, chemicals, reinforcing materials, and natural rubber which makes up for approximately one fourth of a tire's raw materials. The Group is not dependent on any individual supplier or subcontractor and none of the individual suppliers or subcontractors constitute a significant portion of the total supply in terms of purchase volume. Most of the Group's supply chain suppliers are located around the Group's factory areas in Finland and the US, and raw material suppliers are located globally.

Natural rubber is a renewable resource and one of the main ingredients of tires. Sourcing natural rubber in a sustainable way is considered to be the most critical stage in a tire company's supply chain. As a member of the Global Platform for Sustainable Natural Rubber (the "**GPSNR**"), the Group is committed to a shared responsibility towards improving the social, environmental and economic sustainability of the global natural rubber value chain. In 2021, the Group adopted a Sustainable Natural Rubber Policy that is fully aligned with the policy framework of the GPSNR. In 2022, 78% of the Group's approved natural rubber processors were either members of the GPSNR or committed to develop their operations according to the Group's Sustainable Natural Rubber Policy.

Sustainable Natural Rubber Policy

As natural rubber is one of the key raw materials of the tires, the Group is a large consumer of natural rubber. Therefore, the Group wants to have a role to play in the journey towards a more sustainable natural rubber supply chain.

Natural rubber is a sustainable and renewable natural resource in itself. If natural rubber is cultivated, produced and processed in a sustainable way, it has the potential to bring positive social, environmental and economic impacts. The natural rubber supply chain includes farmers/plantations, dealers/intermediaries, processors, traders, manufactures, and consumers of rubber products. The Group is a manufacturer and purchases natural rubber from processing companies and trading companies. As the Group does not own natural rubber plantations or processing plants, the Group is positioned at the end of the natural rubber supply chain. Due to the position and the complex nature of the supply chain, the Group generally does not have direct access to the farmers/plantations of natural rubber, and transparency and traceability in the supply chain is therefore problematic. Regardless of this limitation, the Group is committed to supporting and promoting the sustainable and responsible sourcing, procurement and use of natural rubber.

The Group expects its natural rubber suppliers to adhere to the Sustainable Natural Rubber Policy and promote and cascade the principles and requirements further down their own supply chains. In addition to adhering with the policy, the Group requires its suppliers to, at a minimum, comply with all applicable laws and regulations in the countries where they operate.

Supplier Code of Conduct

The Group has a Supplier Code of Conduct that defines the basic principles that every supplier must comply with when conducting business with the Group. The principles laid down in the Supplier Code of Conduct are consistent with the United Nations Global Compact's (the "**UNGC**") ten principles, the United Nations Universal Declaration of Human Rights, as well as the International Labour Organization's (the "**ILO**") declaration of Fundamental Principles and Rights at Work. The Supplier Code of Conduct is an integral part of the agreement between the supplier and the Group.

The Supplier Code of Conducts expects the suppliers to commit to respecting human rights and prohibits discrimination and the use of child labour or forced labour, among other things. All raw material suppliers must, at a minimum, have an ISO 9001 certified quality management system in place. In addition, the Group prefers suppliers with an ISO 14001 certified environmental management system.

Subcontractors

The Group works globally with several subcontractors in various fields, such as construction, security, cleaning, data administration, maintenance, and logistics. Especially the Group's factory in Finland is frequented by dozens of subcontractors. All new subcontractors offering their services are expected to commit to the Group's Supplier Code of Conduct. Before subcontractors' employees are allowed to start working in the Group's factories, they must pass induction training on safe working practices. The Group compares and selects its subcontractors carefully.

The Group plans to produce selected passenger car tires via contract manufacturing, which will improve the Group's agility and flexibility to meet customer demand. Tires manufactured by the contract manufactures will be designed by the Group and tested at the Group's test centers. Contract manufacturing partners are expected to collectively produce between 1–3 million tires annually in 2023 and beyond. In 2023, contract manufacturing volume is expected to be approximately 1.5 million tires.

The Group's branded distribution network includes the Vianor and Vianor Partner chains and the Nokian Tyres Authorised Dealers (NAD) network. In the end of 2022, the Vianor network included a total of 1,008 service centers in 13 countries. The NAD network operated in 25 countries with 2,295 stores. Vianor is the largest distributor for Nokian Tyres in the Nordics, including 173 own service centers, and supports Nokian Tyres' strategy by strengthening the market position and profitability in the Nordics.

Premises

The Group manufactures passenger car tires in its factories in Nokia, Finland and in Dayton, Tennessee, the US. In addition, the Group announced in November 2022 a EUR 650 million investment in a new passenger car tire factory in Romania.

The Finnish factory's key role is to serve the Nordic market that is important to the Group. In addition, the factory's production supports North America and Central Europe. The ongoing capacity expansion in passenger car tire production is expected to finalise in 2023. All heavy tires are manufactured at the Nokia factory except for tires for trucks and buses, which are designed in Finland and produced mainly by one contract manufacturer in the EU. The Finnish factory also serves as the main hub for research and development and the implementation of new technology. The recent land and property acquisitions secure future development and expansion opportunities in Finland.

In addition to Finnish factory, the US factory has an ongoing capacity expansion which is expected to finalise in 2024. The full capacity is expected to be approximately 4 million tires and the expansion is expected to create approximately 125 new jobs. The US factory is also expanding its product portfolio, focusing on all-season and all-weather tires. The production in light truck tires is starting, focusing on large weight sizes. The US factory intends to be the sustainability benchmark, having LEED (Leadership in Energy and Environmental Design) Gold and LEED Silver certified facilities and on-site solar power capacity of 3MW.

The Romanian factory intends to be the first zero CO_2 emission factory in the industry. The groundbreaking[5] in the Romanian factory occurred in May 2023 and the first tires are expected to be produced in the end of 2024. The commercial tire production is expected to start in 2025 with a target of 6 million tires produced in 2027. It is expected to employ approximately 500 people and produce winter, all-season and summer tires for Central European markets.

In addition, the Group owns and operates two tire test centers in Nokia and Ivalo in Finland, and one in Santa Cruz de la Zarza, Spain.

With respect to other premises, the Group primarily acts as lessee, and, from the Group's point of view, operating as a lessor is very limited.

As at 31 March 2023, the total balance sheet value of the Group's tangible assets was EUR 852.1 million (EUR 1,007.3 million as at 31 March 2022) (including right of use assets). In the view of the Group's management, the Group's leased premises are generally suitable for their purpose and additional or replacing premises are available to a sufficient extent. Recent land and property acquisitions in Nokia, Finland are seen as a way to secure future development and expansion opportunities, and in ensuring tire availability in relevant markets, especially in Central Europe.

Information Technology

The Group has invested in developing and improving both its internal and external IT processes and IT systems in order to ensure its ability to service its customers efficiently and coherently.

Corporate Responsibility and Sustainability

The Group is committed to conducting its business in a sustainable way, contributing to a sustainable development, and minimising its negative impacts and maximising its positive impacts on the economy, environment and people. For the Group, sustainability means, for example, sustainable product development, safe and eco-friendly products and ensuring that the Group's activities do not harm the environment or people. Sustainability has for a long time been an integral part of the Group's way of conducting business. The Group was the first in tire industry to give up the use of harmful oils in tire compounds, to bring a class A rolling resistance winter tire to market, to have its Science Based Targets officially approve and decide to invest in building a zero Carbon dioxide emission factory. The Group believes that by operating in a sustainable way, the Group can achieve financial success and offer security, work and well-being for its personnel and contribute to the well-being of local communities, while also considering investors, customers, and other stakeholders.

Sustainability at the Group is guided by the Group strategy and values. The Issuer has been a supporting member of the UNGC initiative since 2015 and follows the initiative's ten principles that cover the areas of human rights, labour, environment, and anti-corruption. The Group is further committed to acting in a manner required by the United Nations Guiding Principles on Business and Human Rights. The Group wants to be seen as a sustainability benchmark in the industry, creating added value for people, the economy, and the environment. The Group familiarises its employees with its basic operating principles and goals and their responsibility for the impacts of their activities on quality and the environment. Furthermore, employees are

[5] Refers to a traditional ceremony at the beginning of a construction project.

encouraged to promote quality, occupational and chemical safety, and environmental protection in their activities.

The Group wants to understand how its stakeholders view sustainability and what sustainability topics are relevant for society and for the Group's business. Every three years, the Group conducts materiality assessments which for a basis for sustainability at the Group. The Group conducted a comprehensive materiality assessment in 2021. As a result, the following sustainability topics were considered material to the Group's operations:

- Sustainable raw materials
- Actions to mitigate climate change
- Safety and well-being at the Group
- Promoting human rights in all operations
- Safety properties of tires.

The Issuer also has an Environmental-, Safety- and Quality Policy. The Group is continuously improving the quality, safety and environmental friendliness of the products, services and processes. The product's entire life cycle is taken into account in the operations. The Group's operations are based on and fulfil the requirements of standards ISO9001, IATF16949, ISO14001, ISO45001 and ISO17025, as well as those of customers and authorities.

In 2022, the Group was included in the Dow Jones Sustainability Europe index, being one of the top-scoring companies in the Automobiles and Automotive components industry. Additionally, the Group was recognised for the leadership in climate change mitigation as the Group received the score of A- in the CDP Climate Change report.

The Group's non-financial targets focus on bringing new environmental and safety innovations to products, reducing carbon dioxide emissions in line with the Science Based Targets, further improving workplace safety, and monitoring the sustainability of suppliers. The Group aims to, for example

- Increase the share of either recycled or renewable raw materials in tires to 50% by 2030
- Reduce carbon dioxide emissions from both raw materials as well as from tire use phase by 25% between 2018–2030
- Decrease accident frequency (LTIF) yearly by 20%
- Sustainability audit 100% of critical active suppliers by 2025 from the level of 83% at the end of 2022

The Company's sustainability activities are led by a member in the Group's Management Team. The Group's Sustainability Steering Group supervises and monitors the sustainability work within the Group and comprises of senior representatives from Supply Chain, Products & Innovations, Finance, Human Resources and Communications. A separate steering group for greenhouse gas emission reduction includes members from the Group Management Team, functional management and directors of the factories in Finland and the US. The Board of Directors of Nokian Tyres has also, on 26 April 2023, decided to change the name of the Board's Personnel and Remuneration Committee to the Board's People and Sustainability Committee, in which sustainability issues are monitored on board level (see later chapter "*Board of Directors, Management and Auditors – Board of Directors of the Issuer*").

The Nokian Tyres Sustainability Road Map guides the Group's work on sustainability. It defines seven areas of sustainability:

- Climate actions

- Other environmental actions
- People
- Supply chain
- Products and services
- Finance, corporate governance
- Communication & stakeholder engagement.

Sustainable Development Goals

The Group's goal is that by the year 2030, 50% of all raw materials used in the Group's products will be recycled and renewable, the current level being 25%. In January 2022, the Group introduced the Nokian Tyres Green Step concept tire in which 93% of the materials used are either recycled or renewable.

The Group is committed to supporting the UNGC's Sustainable Development Goals and has identified certain goals and respective targets, which are:

- Goal 3: Good Health and Well-Being
  - "Ensure healthy lives and promote well-being for all at all ages."
  - Target: Accident frequency LTIF: Decrease from 8.3 (2018) to 1.5 by 2025.
  - Progress in 2022: Positive development, LTIF decreased from 4.1 to 3.2.

- Goal 5: Gender Equality
  - "Achieve gender equality and empower all women and girls."
  - Target: 100% of significant high-risk suppliers audited by 2025, the level being 83% at the end of 2022.
  - Target: Developing human rights practices.
  - Progress in 2022: Score on equality was 66 on a scale of 0-100 (65 in 2021) excluding business areas Russia and Asia; audit rate of high-risk suppliers increased from 64% (2021) to 83% (2022).

- Goal 8: Decent Work and Economic Growth
  - "Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all."
  - Target: Accident frequency LTIF: Decrease from 8.3 (2018) to 1.5 by 2025.
  - Progress in 2022: Positive development, LTIF decreased from 4.1 to 3.2.
  - Target: 100% of significant high-risk suppliers audited by 2025.
  - Progress in 2022: 83% audited (64% in 2021).
  - Target: Developing human rights practices.
  - Progress in 2022: Score on equality was 66 on a scale of 0–100 (65 in 2021) excluding business areas Russia and Asia.

- Goal 9: Industry Innovation and Infrastructure
  - "Build resilient infrastructure, promote inclusive and sustainable industrialization and foster innovation."
  - Target: Increase the share of recycled or renewable raw materials in tires to 50% by 2030.
  - Progress in 2022: One new recycled raw material taken into production use.

- Goal 11: Sustainable Cities and Communities
  - "Make cities and human settlements inclusive, safe, resilient and sustainable."
  - Target: Increase the share of recycled or renewable raw materials in tires to 50% by 2030.
  - Progress in 2022: One new recycled raw material taken into production use.

- Goal 12: Responsible Consumption and Production
  - "Ensure sustainable consumption and production patterns." The Group has no predefined targets for this goal.

- Goal 13: Climate Action
  - "Take urgent action to combat climate change and its impacts."
  - Target: Reducing carbon dioxide emissions from tire production (scope 1+2) by more than 50% by 2030 from 0.73 CO2 eq t/production t, base year 2015.
  - Progress in 2022: Proceeding as planned, 43% decrease from 2015. According to the management's calculations, the Group's scope 1 and 2 emissions are the lowest in the tire industry in relation to turnover and production tons.

Governance

The Group has a Code of Conduct which describes the operating culture at the Group, generally accepted courses of action and commitment to working in accordance with the legislation and regulations. The Group is committed to acting ethically, responsibly and in support of sustainable development. The Code of Conduct has been approved by the Issuer's Board of Directors, and the Board of Directors has overall responsibility for adherence to the Code of Conduct at the Group. In addition, the Group has had a whistleblowing channel available since 2011, which is also available to external stakeholders.

Environmental

Environmental management is guided by the Group's Code of Conduct and Environmental-, Safety- and Quality Policy approved by the President and CEO. The activity management system at the Group is based on the ISO 9001, IATF 16949, ISO 14001, ISO 45001, and ISO 17025 standards and meets applicable regulations and customer demands. The goal of the Group is to manage the environmental impacts of its products over their entire life cycle and address the safety and quality aspects of the Company's operations in a comprehensive and systematic manner. Key goals of environmental management are minimising negative environmental impacts, accident prevention and good corporate citizenship in all areas of operation. Environmental experts in all locations take care of practical environmental coordination and training, for instance regarding chemicals, emissions, and waste. In addition, the Group expects its suppliers to manage their operations in a manner that minimises and mitigates greenhouse gas emissions (including carbon emissions) and to actively seek for low carbon solutions, when possible. For example, the Group has requested all its significant suppliers to provide emission reduction plans.

Environmental targets are specified in the Company's sustainability strategy, which is drawn up for a period of five (5) years and updated annually. Working together with environmental experts in Finland, the US and in other locations, the Group prepares an annual environmental program for the factories. The program specifies the detailed targets, actions, schedules, and responsible persons for the goals presented in the strategy. In addition, individual units have their own projects for developing the operations and processes. The development of environmental aspects is reviewed at the meetings of the Group Management Team.

The Group's Sustainable Natural Rubber Policy covers the Group's commitments related to social and environmental aspects. In addition to Group's commitments, the Group also expects its suppliers to manage their business in accordance with the Group's Sustainable Natural Rubber Policy. Under the Policy, the Group is committed to, and expects its suppliers to, protecting biodiversity, natural forests, flora and fauna. The Group supports the long-term protection of natural forests and other ecosystems and their conservation values, and supports restoration of deforested and degraded rubber landscapes. The Group is also committed to promoting resource efficiency and intends to continuously develop and improve its products, functions, and production facilities to optimise the use of natural resources.

EU's Taxonomy

The EU's Taxonomy Regulation is designed to support the transformation of the EU economy to meet its European Green Deal objectives, including the 2050 climate-neutrality target. At the core of the Taxonomy Regulation is the definition of a sustainable economic activity. This definition is based on two criteria. An activity must contribute to at least one of six environmental objectives listed in the Taxonomy and do no significant harm to any of the other objectives while respecting human rights and labour standards. The Taxonomy classifies economic activities, which can be potentially aligned with EU's environmental targets. Tire industry is included in the economic activity group “Manufacture of other low carbon technologies” in the EU Taxonomy's technical screening criteria. After investigating and consulting on EU Taxonomy's technical screening criteria, following conclusions about the Group's economic activities have been made:

- Car and van tires with low rolling resistance ratings which are manufactured by the Group have substantially lower life-cycle carbon footprints than corresponding average tires. This is a combined result of low use phase emissions and industry's best-in-class manufacturing emissions.

- At this stage, the Group will exclude all heavy professional tires as there is no solid comparison data available of use phase carbon dioxide emissions for heavy professional tires.

Manufacture of car and van tires with low life-cycle greenhouse gas emissions represented 30% of the Group's total net sales in 2022. Based on the Group's assessment, these economic activities are aligned with the EU Taxonomy criteria.

Social

The Group's goal is to be an attractive employer globally that is known for its sustainability, leadership, and truly international working community with diverse teams around the world. The Group's principles in all operations are fair treatment and respect of human rights when collaborating with its personnel or other stakeholders. The Group is committed to acting in the manner required by the UN's Guiding Principles for Business and Human Rights, and to following the ILO's Declaration on Fundamental Principles and Rights at Work. The Group is committed to maintaining a group-level grievance mechanism appropriate for receiving complaints and providing opportunity to remedy adverse human rights impacts caused through production or sourcing and procurement, and expects the same in regards of its suppliers. The Group's goal is also to minimise the number of occupational accidents and promote occupational health. Stakeholder engagement is also a key part of the Group's business. The Group has internal instructions on stakeholder engagement which guides the engagement along with the Code of Conduct.

Under the Group's Sustainable Natural Rubber Policy, the Group is committed to promoting decent working conditions and living environments. In addition, the Group is committed promoting responsible land acquisition and respecting land tenure. The Group acknowledges and respects the customary, traditional and communal land tenure rights of indigenous peoples and communities and conducts its operations in accordance with the United Nations Declaration on the Rights if Indigenous Peoples, encouraging its suppliers to do the same. The Group is also committed to providing adequate and fair remedy in cases where the supplier previously has caused or contributed to the appropriation of or harm to the lands, territories, resources or rights of indigenous people or local communities.

Insurance

The Group's management believes that the Group maintains an insurance coverage that reflects the requirements and size of its business and each Group Company concerned. The Group has insurance policies in place in all of its countries of operation, including insurance coverage against business interruption in production sites, damage to property and the environment, liability, third-party liability and corporate legal expenses. Furthermore, the Group's management believes that all of the Group's properties, facilities and vehicles are adequately insured in a manner consistent with market practice, and that the employees of the

Group have been insured at least to the extent required by the respective local laws and regulations in each country of operation.

Financing

The Group finances a significant part of its business operations and investments through cash flow and debt financing (see also section *"Selected Financial Information"*). In May 2019, The Group signed a EUR 100 million loan agreement, the terms of which are linked to sustainability targets, and which is due in 2024. The Group currently has a EUR 150 million revolving credit facility with an international bank syndicate due in 2024, total of EUR 150 million additional bilateral revolving credit facilities and a EUR 500 million domestic commercial paper program. The current credit limits and the commercial paper program are used to finance inventories, trade receivables, subsidiaries in distribution chains and thus to control the typical seasonality in the Group's cash flows. In April 2023, the long-term committed credit limits were increased by EUR 300 million with three bilateral credit facilities to refinance the total of EUR 150 million bilateral facilities due in May 2023 and to finance investments. The Group has no outstanding bonds, and the Group currently has no official credit ranking nor is planning to apply for one.

On 31 March 2023 the Group's liquidity in cash and cash equivalents was EUR 357.1 million (EUR 253.5 million on 31 March 2022) and the Group's available credit limits were EUR 795.1 million (EUR 791.7 million on 31 March 2022), out of which the committed limits were EUR 305.3 million (EUR 305.5 million on 31 March 2022).

The Group's interest-bearing liabilities including leasing liabilities totalled EUR 403.9 million on 31 March 2023, compared to EUR 306.1 million on 31 March 2022. Current interest-bearing liabilities, including the portion of non-current liabilities maturing within the next 12 months, amounted to EUR 202.8 million on 31 March 2023 (EUR 60.4 million on 31 March 2022). All the interest-bearing financial liabilities were in EUR. The average interest rate of interest-bearing financial liabilities was 2.6%.

The Group reports the main financial covenants related to financing arrangements to creditors quarterly. If the Group does not satisfy the requirements set in financial covenants, creditor may demand accelerated repayment of the credits. In 2022 the Group has met all the requirements set in the financial covenants, which are linked to equity ratio. Equity ratio has to be at least at the level of 30% in accordance with the financial covenants. Equity ratio is calculated as a ratio of total equity to total assets excluding advances received.

Legal and Regulatory Proceedings

In April 2021, Nokian Tyres received a decision from the Tax Administration concerning a tax audit for the tax years 2015–2016, according to which the Company was obliged to pay a total of EUR 1.9 million. Taxes were paid and recognised in receivables. Nokian Tyres considered the tax authority's view unfounded and appealed against the decision. In December 2022, Nokian Tyres received a positive decision from The Assessment Adjustment Board, according to which the additional taxes, punitive tax increase and late payment interest were removed. The Finnish tax authority refunded these in full to the Company in December 2022 and the company recognised the amount in the same quarter cash flow. The Finnish Tax Authority has applied for an amendment to the decision of the Assessment Adjustment Board. Routine tax audits in the Group Companies may possibly lead to a reassessment of taxes.

In May 2017, the Finnish Financial Supervisory Authority filed a request for investigation with the National Bureau of Investigation regarding possible securities market offences. In October 2020, the prosecutor announced the decision to press charges against a total of six persons who acted as Board members and the President & CEO of Nokian Tyres in 2015–2016. The prosecutor also claimed a corporate fine against the company. In addition, four persons who were employees at Nokian Tyres in 2015 were charged for abuse of inside information. The District Court of Helsinki dismissed all charges and claims by the prosecutor in its ruling in June 2022. The decision is not yet legally binding, and the prosecutor has appealed against the decision of the District Court.

Except for the above, during the twelve (12) months preceding the date of this Prospectus, the Issuer has not been a party to legal, arbitration or administrative proceedings that may have or in the past twelve (12) months have had a significant effect on the financial position or profitability of the Issuer and the Group as a whole, and the Issuer is not aware of any such proceedings being pending or threatened.

Material Agreements outside the Ordinary Course of Business

There are no contracts (other than contracts entered into in the ordinary course of business) that have been entered into by the Issuer or any Group Company that are, or may be, material or which contain any provision under which the Issuer or any Group Company has any obligation or entitlement that is material to the Issuer's ability to fulfil its obligations under the Notes.

Joint Lead Managers transacting with the Issuer and the Group

The Joint Lead Managers and their affiliates may engage in investment banking and/or commercial banking transactions with the Issuer and the Group and may perform services for the Issuer and the Group Companies in the ordinary course of business.

Significant Changes in the Issuer's Financial Position and Financial Performance since the Date of the Issuer's Last Published Financial Information

There has been no significant change in the financial position or financial performance of the Issuer or the Group since 31 March 2023, which is the date of the Issuer's last published consolidated financial information.

No Material Adverse Change in the Issuer's Prospects

There has been no material adverse change in the prospects of the Issuer or the Group since 31 December 2022, which is the date of the Issuer's last published audited financial statement.

SELECTED FINANCIAL INFORMATION

The following tables present selected consolidated financial information for the Group as at and for the three (3) months ended 31 March 2023, with comparative figures for the three (3) months ended 31 March 2022, and the financial year ended 31 December 2022, with comparative figures for the financial year ended 31 December 2021. The financial information presented below has been derived from the Issuer's unaudited interim report as at and for the three (3) months ended 31 March 2023 and from the Issuer's audited financial statements and report by the Board of Directors for the financial year ended 31 December 2022 incorporated by reference into this Prospectus.

The Issuer's unaudited consolidated interim financial information and the audited consolidated financial statements have been prepared in accordance with the IFRS (see also "*Certain Matters – Presentation of Financial Information*"). The selected financial information provided herein should be read in conjunction with the Issuer's consolidated unaudited interim financial information for the three (3) months ended 31 March 2023 and the Issuer's audited consolidated financial statements for the financial year ended 31 December 2022 and 31 December 2021, incorporated by reference into this Prospectus.

Certain Key Figures Relevant for the Noteholders

The following table includes certain key figures that are relevant for the noteholders. The first three columns are derived from from the Issuer's unaudited interim report as at and for the three (3) months ended 31 March 2023 incorporated by reference into this Prospectus and exclude Russia. The Group's exit from Russia was finalised on 30 March 2023 and, therefore, Russia is no longer included in the reported financial information as at and for the three (3) months ended 31 March 2023. Nokian Tyres has restated i.e. excluded Russia from IFRS Income Statement figures for Q1/2022 and for financial year 2022. The balance sheet and the cash flow figures have not been restated.

The last two columns present certain key figures that are relevant for the Noteholders from the financial year ended 31 December 2022 with comparative figures from the financial year ended 31 December 2021. The information has been derived from the Issuer's audited financial statements and report by the Board of Directors for the financial year ended 31 December 2022 incorporated by reference into this Prospectus. The figures in the last two columns have not been restated and, therefore, include Russia.

Table: Certain Key Figures Relevant for the Noteholders

Unaudited, unless otherwise stated

	Excluding Russia			Including Russia	
EUR million	1–3 /23	1–3 /22	2022	2022	2021
Net sales	**236.4**	322.9*	1,350.5*	1,776.1**	1,714.1**
Operating profit	**-18.8**	21.5*	56.7*	-116.2**	268.2**
Operating profit, %	**-8.0%**	6.7%*	4.2%*	-6.6%	15.6%
Result before tax	**-22.5**	18.8*	11.2*	-146.3**	258.2**
Result for the period	**-357.7**	47.0*	-175.5*	-175.5**	206.2**
EPS, EUR	**-2.59**	0.34*	-1.27*	-1.27**	1.49**
Equity ratio, %	**67.8%**	70.0%	64.9%	64.9%	68.4%
Gearing, %	**3.3%**	3.1%	9.8%	9.8%	-6.1%
Interest-bearing net debt	**46.8**	52.6	140.9	140.9	-98.7
Capital expenditure	**34.4**	14.1	129.7	129.9	119.6
Cash flow from operating activities	**-57.6**	-114.3	-4.3	-4.3**	396.5**

* Restated, i.e. excluding Russia.

** Audited.

Consolidated Income Statement

The following table sets forth the Group's consolidated income statement for the periods indicated:

Table: Consolidated Income Statement

EUR million	***1-3/23 (unaudited[1])***	***1-3/22 (unaudited, restated[2])***	***1.1.– 31.12.2022 (unaudited, restated[2])***	***1.1.– 31.12.2022 (audited[1])***	***1.1.– 31.12.2021 (audited[1])***
Net sales	**236.4**	322.9	1350.5	**1,776.1**	1,714.1
Cost of sales	**-198.6**	-242.3	-1,048.1	**-1,489.4**	-1,162.1
Gross profit	**37.8**	80.7	302.4	**286.7**	552.0
Other operating income	**0.6**	-0.8	0.9	**4.3**	2.9
Sales, marketing and R&D expenses	**-36.8**	-40.9	-165.6	**-177.6**	-197.3
Administration	**-20.6**	-16.5	-79.7	**-101.4**	-89.1
Other operating expenses	**0.2**	-0.9	-1.3	**-128.2**	-0.3
Operating profit	**-18.8**	21.5	56.7	**-116.2**	268.2
Financial income				**273.6**	76.4
Financial expenses				**-303.7**	-86.3
Net financial items	**3.7**	2.7			
Result before tax	**-22.5**	18.8	11.2	**-146.3**	258.2
Tax expense	**3.7**	-4.0	4.1	**-29.2**	-52.0
Result for the period, continuing operations	**-18.7**	14.8	15.2		
Result for the period, discontinued operations	**-338.9**	32.2	-190.8		
Result for the period	**-357.7**	47.0	-175.5	**-175.5**	206.2
Attributable to:					
Equity holders of the parent	**-357.7**	47.0	-175.5	**-175.5**	206.2
Earnings per share (EPS) for the profit attributable to the equity holders of the parent					
Basic, euros	**-2.59**	0.34	-1.27	**-1.27**	1.49
Diluted, euros	**-2.59**	0.34	-1.27	**-1.27**	1.49
Continuing operations, euros	**-0.14**	0.11	0.11		
Discontinuing operations, euros	**-2.45**	0.23	-1.38		
Consolidated other comprehensive income					
Result for the period	**-357.7**	47.0	-175.5	**-175.5**	206.2
Other comprehensive income, items that may be reclassified subsequently to profit and loss,					
Gains/Losses from hedge of net investment in foreign operations	**0.0**	5.8	6.8	**6.8**	-
Cash flow hedges	**-5.7**	2.8	9.0	**9.0**	4.4
Translation differences on foreign operations	**-27.0**	-14.2	36.7	**36.7**	54.5
Reclassification of discontinued operations	**366.3**				
Total other comprehensive income for the period, net of tax	**-32.7**	-5.6	52.4	**52.4**	58.9
Total comprehensive income for the period	**-24.1**	41.3	-123.1	**-123.1**	265.1
Total comprehensive income attributable to:					
Equity holders of the parent	**-24.1**	41.3	-123.1	**-123.1**	265.1

1) As reported.

2) 1-3/22 and 1.1.-31.12.2022 restated figures that exclude Russia.

Consolidated Statement of Financial Position

The following table sets forth the Group's consolidated statement of financial position as at the dates indicated. The balance sheet figures have not been restated following the Russia exit.

Table: Consolidated Statement of Financial Position

EUR million	***31.3.2023 (unaudited)***	***31.3.2022 (unaudited)***	***31.12.2022 (audited)***	***31.12.2021 (audited)***
ASSETS				
Non-current assets				
Property, plant and equipment	**727.5**	854.1	775.0	870.9
Right of use assets	**124.6**	153.2	123.8	153.5
Goodwill	**61.9**	65.5	63.2	65.3
Other intangible assets	**13.7**	20.2	15.6	21.7
Investments in associates	**0.1**	0.1	0.1	0.1
Non-current financial investments	**2.9**	2.9	3.0	2.9
Other receivables	**9.2**	6.5	14.4	6.2
Deferred tax assets	**34.3**	29.4	23.5	21.6
Total non-current assets	**974.3**	**1,131.9**	**1,018.5**	**1,142.1**
Current assets				
Inventories	**468.1**	469.9	529.9	415.1
Trade receivables	**211.3**	430.5	387.3	431.6
Other receivables	**65.0**	118.9	15.0	8.9
Cash and cash equivalents	**357.1**	253.5	259.0	385.9
Total current assets	**1,101.5**	**1,272.8**	**1,191.2**	**1,241.4**
Total assets	**2,075.8**	**2,404.6**	**2,209.7**	**2,383.5**
EQUITY AND LIABILITIES				
Equity attributable to equity holders of the parent				
Share capital	**25.4**	25.4	25.4	25.4
Share premium	**181.4**	181.4	181.4	181.4
Treasury shares	**-12.3**	-16.6	-16.6	-17.6
Translation reserve	**-10.2**	-401.4	-349.5	-393.0
Fair value and hedging reserves	**4.8**	4.4	10.5	1.6
Paid-up unrestricted equity reserve	**238.2**	238.2	238.2	238.2
Retained earnings	**980.7**	1,648.9	1,343.6	1,591.5
Total equity	**1,408.1**	**1,680.4**	**1,433.1**	**1,627.6**
LIABILITIES				
Non-current liabilities				
Deferred tax liabilities	**4.6**	36.5	17.4	37.8
*Interest-bearing liabilities**	**201.1**	245.7	201.1	246.9
Other liabilities	**0.8**	0.8	0.8	0.9
Total non-current liabilities	**206.5**	**283.0**	**219.4**	**285.7**
Current liabilities				
Trade payables	**119.7**	155.9	121.3	172.6
Other current payables	**133.3**	219.1	227.3	251.6
Provisions	**5.5**	5.9	9.9	5.8
*Interest-bearing liabilities**	**202.8**	60.4	198.8	40.3
Total current liabilities	**461.2**	**441.2**	**557.2**	**470.3**
Total equity and liabilities	**2,075.8**	**2,404.6**	**2,209.7**	**2,383.5**

* Interest-bearing liabilities include EUR 93.0 million of non-current and 36.8 million of current lease liabilities.

Consolidated Statement of Cash Flows

The following table sets forth the Group's consolidated statement of cash flows as at the dates indicated. The cash flow figures have not been restated following the Russia exit.

Table: Consolidated Statement of Cash Flows

EUR million	*1-3/23 (unaudited)*	*1-3/22 (unaudited)*	*1.1.–31.12. 2022 (audited)*	*1.1.–31.12. 2021 (audited)*
Result for the period	**-18.7**	**47.0**	**-175.5**	**206.2**
Result for the discontinued operations	**-338.9**	-	-	-
Adjustments for				
Loss on sales of discontinued operations	**336.5**	-	-	-
Depreciation, amortisation and impairment	**32.6**	35.5	310.6	157.5
Financial income and expenses	**3.7**	1.7	30.2	10.0
Gains and losses on sale of intangible assets, other changes	**0.7**	-0.4	136.3	12.9
Income Taxes	**-3.7**	10.6	29.2	52.0
Cash flow before changes in working capital	**12.0**	**94.4**	**330.8**	**438.6**
Changes in working capital				
Current receivables, non-interest-bearing, increase (-) / decrease (+)	**9.7**	-79.9	-93.9	-22.0
Inventories, increase (-) / decrease (+)	**-36.4**	54.8	-93.4	-70.8
Current liabilities, non-interesting-bearing, increase (+) / decrease (-)	**-40.1**	-63.6	-69.8	98.3
Changes in working capital	**-66.8**	**-198.3**	**-257.1**	**5.5**
Financial items and taxes				
Interest and other financial items, received	1.9	0.6	3.5	1.7
Interest and other financial items, paid	-2.4	-2.2	-15.2	-9.1
Income taxes paid	-2.3	-8.8	-66.2	-40.2
Financial items and taxes	**-2.8**	**-10.4**	**-78.0**	**-47.6**
Cash flow from operating activities (A)	**-57.6**	**-114.3**	**-4.3**	**396.5**
Cash flow from investing activities				
Cashflow from discontinued operations	199.2	-	-	-
Acquisitions of property, plant and equipment and intangible assets	-34.4	-14.1	-125.2	-119.6
Proceeds from sale of property, plant and equipment and intangible assets	0.1	0.4	2.0	1.7
Acquisitions of Group Companies	-	-	-4.5	-
Other cash flow from investing activities	0.0	0.0	0.7	-0.8
Cash flows from investing activities (B)	**164.8**	**-13.6**	**-126.9**	**-118.7**
Cash flow from financing activities				
Change in current financial receivables, increase (-) / decrease (+)	1.1	0.0	-0.4	1.4
Change in non-current financial receivables, increase (-) / decrease (+)	0.0	0.2	1.0	0.4
Change in current financial borrowings, increase (+) / decrease (-)	3.7	20.0	161.4	-203.4
Change in non-current financial borrowings, increase (+) / decrease (-)	-0.3	-0.2	-26.9	-0.9
Payment of lease liabilities	-10.1	-10.1	-40.4	-38.5
Dividends received	0.0	0.0	0.0	0.0
Dividends paid	0.0	-13.7	-89.7	-158.7
Cash flow from financing activities (C)	**-5.6**	**-3.8**	**5.1**	**-399.8**
Change in cash and cash equivalents, increase (+) / decrease (-) (A+B+C)	**101.6**	**-131.7**	**-126.2**	**-122.0**
Cash and cash equivalents at the beginning of the period	259.0	385.9	385.9	504.2
Effect of exchange rate fluctuations on cash held	-3.5	-0.6	-0.7	3.7
Cash and cash equivalents at the end of the period	357.1	253.5	259.0	385.9

Definitions of Key Financial Indicators

Equity ratio, %	=	$\frac{Total\ equity}{Total\ assets - \ advances\ received} \times 100$
Gearing, %	=	$\frac{Interest\text{-}bearing\ net\ debt}{Total\ equity} \times 100$
Earnings per share (EPS), EUR	=	$\frac{Profit\ for\ the\ period\ attributable\ to\ the\ equity\ holders\ of\ the\ parent}{Average\ adjusted\ number\ of\ shares^{1)} during\ the\ year}$
Earnings per share (EPS) (diluted[2)]), EUR	=	$\frac{Profit\ for\ the\ period\ attributable\ to\ the\ equity\ holders\ of\ the\ parent}{Average\ adjusted\ and\ diluted^{2)}\ number\ of\ shares^{1)} during\ the\ year}$
Interest-bearing net debt	=	*Current and non-current interest-bearing liabilities – cash and cash equivalents*
Operating profit, %	=	$\frac{Operating\ profit}{Net\ sales} \text{ x } 100$

1) Without treasury shares.

2) The share options affect the dilution as the average share market price for the financial year exceeds the defined subscription price.

SUSTAINABILITY-LINKED BOND FRAMEWORK

*The following is a summary of the Nokian Tyres Sustainability-Linked Bond Framework (the "**Framework**") published on 30 May 2023 and available on the Issuer's website:*

https://www.nokiantyres.com/company/investors/financials/debt-and-financing/

General

The Issuer has chosen to create the Framework in order to align its sustainability plan with its long-term financing strategy. The Framework will also contribute to awareness around the Group's commitment to its goals, as well as offer an opportunity to communicate with investors and other market participants about its work within this area in a dedicated and frequent manner. The Issuer may issue debt financing instruments with specific sustainability-related provisions (the "**Sustainability-Linked Bonds**") under the Framework. The Framework has been established in accordance with the ICMA SLBP.

The following five components form the basis of the Issuer's Framework:

1. Selection of Key Performance Indicators (the "**KPIs**")
2. Calibration of Sustainability Performance Targets (the "**SPTs**")
3. Financial characteristics
4. Reporting
5. Verification

Selection of Key Performance Indicators (KPIs)

The Issuer has selected the following KPIs, which are core, relevant, and material to its business and measure the sustainability improvements of the Group:

- **KPI 1: Greenhouse gas emissions intensity: Scope 1 and 2, in t CO_2 eq/production t**
- **KPI 2: Greenhouse gas emissions intensity: Scope 3 emissions from product use, in t CO_2 eq/production t**

KPI 1	**Greenhouse gas emissions intensity: Scope 1 and 2, in t CO_2 eq/production t**
Definition	Reduction of Scope 1 and 2 carbon emissions relative to tire production in tons. Scope 1 emissions: direct emissions from the Group's own sources and sources controlled by it. Scope 2 emissions: indirect emissions from purchased energy.
Scope	The reporting of environmental figures covers all of the Group's Scope 1 and 2 emissions from all owned and controlled assets / operations.
Calculation methodology	The Group calculates its tire production's greenhouse gas emissions in compliance with the ISO 14064 standard and greenhouse gas protocol. Historical emissions are calculated according to greenhouse gas protocol. Market-based emissions are used for Scope 2 emissions.

<table>
<tr><td></td><td>In Finland, the emission calculation is based on the suppliers' certificate of the actual energy sources used. In other locations emission calculations are based on emission factors of purchased electricity.</td></tr>
<tr><td>Rationale for choosing the KPI</td><td>The Group wants to show leadership in tackling climate change by setting ambitious climate targets. In May 2018, the Group joined the Science Based Targets initiative (the "SBTi") with the aim of setting more precise climate targets that are assessed and validated by an external organisation. The climate goals, Science Based Targets, were published in May 2020, and the Group was the first in tire industry to have its targets officially approved by the SBTi. In March 2023, The Group announced its commitment to further reduce greenhouse gas emissions, aiming to achieve the Net-Zero Standard by 2050.

The Group has committed to set near- and long-term emission reductions in line with the science-based net-zero targets of the SBTi. The new goal to reach net zero by 2050 incorporates additional targets to reduce emissions and commitment to SBTi's most ambitious guidelines to limit the increase in global warming to 1.5°C in line with the Paris Climate Agreement. The SBTi 1.5°C targets globally aim to limit global warming to no more than 1.5 degrees Celsius.

Based on the Group's materiality analysis, which was updated in 2021, climate change was defined as the second priority of the 5 focus areas. The Group has been a forerunner in the industry and wants to continue in that position, by setting an example and leading the industry transition towards a low carbon society.</td></tr>
<tr><td>Historical performance</td><td><table>
<tr><th></th><th>2015*</th><th>2020</th><th>2021</th><th>2022**</th></tr>
<tr><td>Greenhouse gas emissions intensity ratio Scope 1 + Scope 2, CO_2 eq t/production t</td><td>0.73</td><td>0.54</td><td>0.44</td><td>0.42</td></tr>
</table>
* base year for emission reduction targets according to the SBTi

** base year for emission reduction targets for the purposes of the Framework</td></tr>
<tr><td>Baseline year</td><td>2022</td></tr>
<tr><td>Contribution to SDG(s)</td><td>The greenhouse gas emission intensity from the Group's factories has already decreased by 43% compared to year 2015. Emissions from the Group's own production (Scope 1 and 2) are already reduced to an industry leading level in relation to turnover and production tons. The Group remains strongly committed to reducing greenhouse gas emissions from its operations further in order to combat climate change and reach net zero by 2050.</td></tr>
</table>

<table>
<tr><td>KPI 2</td><td>Greenhouse gas emissions intensity: Scope 3 emissions from product use, in t CO_2 eq/production t</td></tr>
<tr><td>Definition</td><td>Reduction of Scope 3 carbon emissions from product use relative to tire production in tons.</td></tr>
<tr><td>Scope</td><td>Scope 3 emissions from product use. Covers emissions of product use phase (category 11) of all products (passenger car and van tires as well as heavy vehicle tires), i.e., 100% of use phase emissions are in scope.</td></tr>
<tr><td>Calculation methodology</td><td>The Group calculates its tire production's greenhouse gas emissions in compliance with the ISO 14064 standard and greenhouse gas protocol. Historical emissions are calculated according to greenhouse gas protocol.</td></tr>
<tr><td>Rationale for choosing the KPI</td><td>The Group's goal is to manage the environmental impacts of its products over their entire life cycle. Scope 3 emissions from product use constitute by far the largest proportion of the Group's total emissions and are one of the core focus areas of the Group's decarbonisation strategy. Reducing Scope 3 emissions is key to the Group's efforts to combat climate change.

Fuel consumption during driving is the single most significant environmental impact over a tire's service life. Approximately 83% of a tire's carbon footprint is created during its use. Tires with low rolling resistance may save more than 0.5 litres of fuel per 100 kilometres, and thus reduce CO_2 emissions. Reducing CO_2 emissions from tire use will have a profound impact on reducing global CO_2 emissions, as the Group's tires are used on millions of vehicles.

The Group wants to be an international industry leader in terms of environmental matters.</td></tr>
<tr><td>Historical performance</td><td><table>
<tr><th></th><th>2018*</th><th>2020</th><th>2021</th><th>2022**</th></tr>
<tr><td>Greenhouse gas emissions intensity ratio Scope 3 from product use, CO_2 eq t/production t</td><td>25.44</td><td>26.11</td><td>25.53</td><td>23.71</td></tr>
</table>
* base year for emission reduction targets according to the SBTi

** base year for emission reduction targets for the purposes of the Framework</td></tr>
<tr><td>Baseline year</td><td>2022</td></tr>
<tr><td>Contribution to SDG(s)</td><td></td></tr>
</table>

	The Group aims to reduce emissions from product use and enable lower emissions for its customers by using the Group's climate-friendly tires with lower rolling resistance level.

Calibration of Sustainability Performance Targets (SPTs)

Sustainability Performance Target 1

In relation to KPI 1, the Issuer has set the following SPT:

- **SPT 1**: Reduce Scope 1 and 2 greenhouse gas emissions intensity by 65% by 2030, (2022 base year) (based on upgraded climate target in line with limiting global warming to 1.5°C that has been submitted for SBTi validation).

Historical performance and proposed target

The Group has been working hard to mitigate climate change by reducing is greenhouse gas emissions. Between 2015 and 2022, the Group has cut carbon dioxide emissions from its production by over 40%. The Group's Scope 1 and 2 emissions are the lowest in the tire industry in relation to turnover and production tons.

The Group has a Science-Based Targets initiative validated emission reduction target of reducing relative Scope 1 and 2 emissions by 52% by 2030, compared to 2015. This target has been confirmed by SBTi to be consistent with the reductions required to limit the global mean temperature increase to a level well-below 2 degrees Celsius.

Russian factory has had significant portion of the Group's Scope 1 and 2 emissions in the past. Due to the divestment of the Group's operations in Russia, the Group has initiated, according to SBTi protocol, a recalibration of the Scope 1 and 2 emissions targets. In addition, the Group's current climate target (over 50% reduction) will be upgraded to be in line with limiting global warming to 1.5°C. The Group will seek to have its SBT targets recalibrated by the SBTi and commits to stay on the updated trajectory for the reduction of Scope 1 and 2 emissions intensity. For more information regarding recalculation policy, please refer to section "–*Recalculation Policy*" below.

The new submitted target is to reduce Scope 1 and 2 emission intensity by 80% by 2030 from 2015 baseline. For the purpose of the Framework, the Group uses the new submitted climate target that is in line with limiting global warming to 1.5°C and calculate the SPTs based on linear trajectory from 2022 level towards the 2030 target. This enables more up-to-date and ambitious target setting based on the most recently available performance.

SPT 1 trajectory for the reduction of Scope 1 and 2 emissions intensity

SPT 1 ANNUAL TARGETS				
2022 (BASELINE)	2025	2026	2027	2030
0.42 t CO_2 eq/production t	-25%	-33%	-41%	-65%* 0.15 t CO_2 eq/production t

** Based on upgraded climate target in line with limiting global warming to 1.5°C that has been submitted for SBTi validation*

Strategy to achieve the Sustainability Performance Target

The CO_2 emissions are mainly the result of the energy mix used for the factories. The energy the Group uses can be divided into electricity, heat and steam. The Group generated some of the electricity and steam itself in 2022, about 19% of all energy used in the Group's tire factories was produced from renewable energy sources.

In 2022, only CO_2 emission-free electricity was procured for the Finnish factory. Steam is generated in the nearby biomass power plant. Energy is provided by solar panels to the Group's administration building in the US factory and to the Visitor Center building in the Group's Spain test center, for example. During 2022, the Group investigated possibilities to increase share of green electricity in the US (substantial share of electricity for Dayton plant is already green).

Since 2015, the Group has reduced its relative Scope 1 and 2 emissions by 43%. The Group aims to further reduce its emissions intensity by improving energy efficiency of the Group's production facilities and increasing the share of low-emission or zero-emission energy. Examples of measures to improve energy efficiency include heat recovery systems, LED lightning, energy efficiency audits, improved operational practices and pressurised air leakage detection.

In addition, the Group is building a new factory in Romania, which intends to be the first zero CO_2 emission factory in tire industry. Production will start in early 2025 creating a gradually growing significant influence on total CO_2 emission intensity. Share or renewable energy will be increased in other locations through power purchase agreements and other collaboration with energy providers. Increasing on-site renewable energy generation is also under evaluation.

Challenges in achieving the target

Risks related to supply capacity of clean energy amid vulnerable situation on the energy markets due to Russia-Ukraine war. Rapidly increasing demand for clean energy could cause bottlenecks for its availability.

Sustainability Performance Target 2

In relation to KPI 2, the Issuer has set the following SPT:

- **SPT 2**: Reduce Scope 3 greenhouse gas emissions intensity from product use by 20% by 2030, (2022 base year) (SBTi validated)

Historical performance and proposed target

The Group has a Science-Based Targets initiative validated emission reduction target of reducing relative Scope 3 emissions from product use by 25% by 2030, compared to 2018. This target has been validated by SBTi to be aligned with the well-below 2°C scenario. The Group does not expect any material implications for the Group's Scope 3 emissions from product use due to exit from Russian operations.

For the purpose of the Framework, the Group uses the existing 25% reduction target and calculates the SPTs based on linear trajectory from 2022 level towards the 2030 target. This enables more up-to-date and ambitious target setting based on the most recently available performance.

SPT 2 trajectory for the reduction of Scope 3 emissions intensity from product use

SPT 2 ANNUAL TARGETS				
2022 (BASELINE)	2025	2026	2027	2030
23.7	-7%	-10%	-12%	-20%* 19.1 t CO2 eq/production t

* In line with the SBTi approved target

Strategy to achieve the Sustainability Performance Target

In order to reduce emissions from tire use, the Group aims to further reduce the rolling resistance of its tires, which in turn will reduce fuel consumption of the vehicle. Key measures in rolling resistance reduction include using next generation raw materials, improvements in tire constructions and other tire technical innovations.

Electrification and improvement of vehicle fuel efficiency as well as possible increase in bio-component share in fuels contribute to overall greenhouse gas emission reduction of vehicles.

The Group aims to have a very competitive product offering for latest EVs and other low-emission vehicles. Already now the Group has several EV dedicated products in product portfolio. Customer groups favouring low emission technologies have a high priority in the Group's sales strategy.

Challenges in achieving the target

Reducing the rolling resistance of tires requires constant improvements in technology and significant amount of investments in R&D. The speed of technological advancement and development of know-how as well as implementation of the new solutions into the production process may require longer time and is difficult to predict with high level of certainty.

Financial Characteristics

For Sustainability-Linked Bonds, a coupon step-up or premium payment will be specified in the relevant documentation of the specific transaction.

Trigger Events

The occurrence of any of the following events (the "**Trigger Events**") will trigger a change to the financial characteristics of the relevant instrument as described in section "– *Financial Characteristics – Changes in Financial Characteristics*" below.

- The Group has not achieved the applicable SPT relating to the KPI for the relevant year in which the relevant SPT is to be achieved (the "**Reference Year**") as reported on or before the Reporting End Date (as defined below) following the end of such Reference Year, or

- The Group's reporting does not meet the requirements set out in "– *Reporting*" in all material respects, or

- The verification of the SPT in accordance with section "– *Verification*" has not been provided and made public by the Reporting End Date (as defined below).

The reporting end date for any given year shall be the date falling 120 days after the 31 December of that year (the "**Reporting End Date**").

Changes in Financial Characteristics

The occurrence of a Trigger Event will result in a coupon adjustment or increase in the redemption price as outlined in the security specific documentation.

For the avoidance of doubt, if in respect of any instruments issued under the Framework, the Group has achieved the relevant SPTs for the Reference Year, and reporting and verification for the KPIs and SPTs have been provided and made public in accordance with the reporting and verification sections of the Framework, the financial characteristics of the relevant instrument issued by the Group under the Framework shall remain unchanged.

For any instrument issued under the Framework, a Trigger Event impacting the financial characteristics of the instrument may only occur once during the tenor of the relevant instrument.

Reporting

In order to provide investors and other stakeholders with adequate information about the Group's implementation of its sustainability strategy in general, the Group will provide relevant reporting on the progress made in respect of the KPIs, and (in relation to any Reference Years only) the achievement or not of the applicable SPTs set out in the instrument specific documentation. Such reporting shall be made publicly available on an annual basis in a Sustainability-Linked Bond Progress Report and in any case for any date/period relevant for assessing the SPT performance leading to a potential adjustment of the financial and/or structural characteristics of instruments issued hereunder. The Sustainability-Linked Bond Progress Report shall be published on the Issuer's web page no later than the Reporting End Date after the end of the year being reported on. For the avoidance of doubt, a failure to report does not trigger a step-up after the Reporting End Date for that year. The step-up will only occur after the Reporting End Date relating to the Reference Year, regardless of when a failure to report occurs.

The Sustainability-Linked Bond Progress Report will contain all the relevant information needed to assess if any changes to the financial characteristics are to be made, including but not limited to:

- The performance of the KPIs, as per the relevant reporting period including the calculation methodology and baselines where relevant;
- Information about recalculations, if any, of baseline for the KPIs (if applicable);
- A verification report relative to the KPIs outlining the performance against the SPTs and the related impact, and timing of such impact, on the instrument characteristics; and
- Information on any updates to the Group's sustainability strategy and/or governance with an impact on the KPIs and SPTs.

Where feasible and possible, the Sustainability-Linked Finance Progress Report will also include:

- Qualitative and/or quantitative explanations of the contribution of the main factors, including for example M&A activities and/or divestitures, behind the evolution of the performance on the KPIs on an annual basis;
- Illustration of the positive sustainability impacts of the performance improvement;
- Any re-assessments of KPIs and/or restatement of the SPT and/or pro-forma adjustments of baselines or KPI scope;
- Updates on new or proposed regulations from regulatory bodies relevant to the KPIs and SPTs.

The performance level against each SPT for each KPI outlined above shall be verified by a qualified external reviewer with relevant expertise as described in section "– *Verification*".

Verification

In order to provide transparency to investors and in alignment with the Sustainability-Linked Bond Principles, the Issuer will ensure an external and independent verification by a qualified external reviewer with relevant expertise, as outlined in the Voluntary Guidelines for External Reviews developed by the Green and Social Bond Principles, of its actual performance level against each SPT and KPI. The verification shall be conducted with limited assurance by the external reviewer. The Issuer has the discretion to change the external reviewed subject to fulfilling the requirements set out in the Framework. The ex-ante reviewer of the Framework shall differ from the ex-post reviewer.

The verification of the actual performance relative to the SPTs shall be made public together with Nokian Tyres' Sustainability-Linked Bond Progress Report on the Issuer's webpage no later than the Reporting End Date in each year as set out in section "*Sustainability-Linked Bond Framework – Financial Characteristics*" and specified in instrument specific documentation for as long as any instruments issued under the Framework remain outstanding. The verification, together with the Sustainability-Linked Bond Progress Report, will form the basis for evaluating any change in the financial characteristics of any instruments issued under the Framework as described in the section "*Sustainability-Linked Bond Framework – Financial Characteristics*".

Failure to provide the ex-post verification before the Reporting End Date in any year up to and including the year following the Reference Year for any instruments issued under the Framework, shall result in an automatic adjustment in the financial characteristics of such instruments as outlined in the instrument specific documentation.

Recalculation Policy

The baseline(s) and/or the SPT(s) set out in the Framework may be recalculated and applied to existing sustainability-linked instrument at the occurrence of significant change in:

- the methodology of calculation of any KPI;
- the data due to better data accessibility/accuracy or discovery of data errors; or
- the structure of the Group as a result, for example, of acquisition, demerger, merger, or divestiture.

Significant change is defined as a change that leads to an increase or decrease in greenhouse gas emission intensity of 5% or greater. The Group may also choose to recalculate the baseline(s) and/or SPT(s) for changes of less than 5%.

In such event of a recalculation of the baseline(s) and/or SPT(s), these will be revised in good faith by the Group, and remain within the objective of the Group's SBTi validated trajectory.

Baseline(s) and/or SPT(s) recalculation will be reported by the Group in the Sustainability-Linked Bond Progress Report.

Second Party Opinion

The Group has obtained a Second Party Opinion from Sustainalytics. Amongst other things, it confirms the alignment of the Framework with the ICMA SLBP. The Second Party Opinion is accessible on the website of the Issuer at https://www.nokiantyres.com/company/investors/financials/debt-and-financing/ before the date of this Prospectus.

The Second Party Opinion provides an independent assessment on the relevance, robustness, reliability and ambition level of the selected KPIs and the SPTs. In addition, the Second Party Opinion confirms that the Framework and the reporting and verification commitments are aligned with the ICMA SLBP and market practice.

The Second Party Opinion considers KPI 1 and KPI 2 to be very strong given that they (i) are a direct measure of the Company's performance on a material environmental issue; (ii) follow a clear and consistent calculation methodology that is externally defined; (iii) together have a high scope of applicability; and (iv) support benchmarking against external science-based trajectories.

The Second Party Opinion considers the SPTs to align with the Group's sustainability strategy and both, SPT 1 and SPT 2, to be ambitious given that they (i) present a material improvement compared to the Company's past performance; (ii) are above similar targets by peers; and (iii) are at least aligned with the SBTi's well-below 2°C scenario.

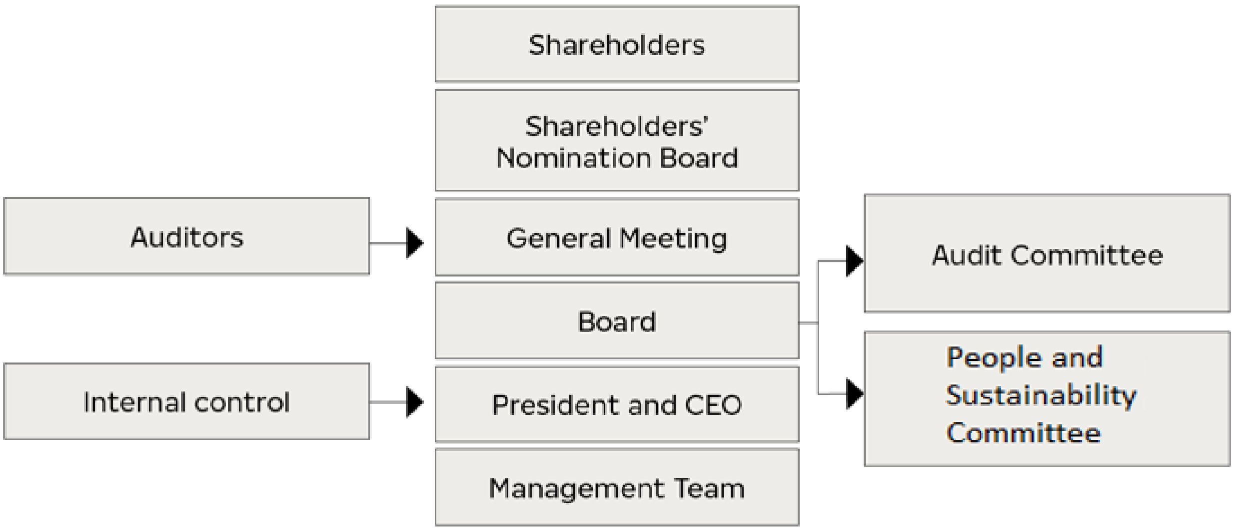
BOARD OF DIRECTORS, MANAGEMENT AND AUDITORS

General

In accordance with the Finnish Companies Act (624/2006, as amended) (in Finnish: *osakeyhtiölaki*) and the Issuer's Articles of Association, the Issuer's governance and control is divided between the Issuer's General Meeting of Shareholders and Board of Directors as well as the President and CEO of the Group.

According to the Articles of Association of the Issuer, the Company operates in the manufacture and sales of tires and other related business.

Chart: Nokian Tyres' administrative organisation



The General Meeting of Shareholders

The highest decision-making body of the Issuer is the General Meeting of Shareholders. The shareholders participate in the monitoring and management of the Issuer through the resolutions passed at General Meetings of Shareholders. General Meetings of Shareholders are generally convened upon notice given by the Board of Directors. In addition, a General Meeting of Shareholders must be held pursuant to the Finnish Companies Act when requested in writing by the Auditor of the Issuer or by shareholders representing at least one-tenth of all the issued shares.

According to the Finnish Companies Act and the Issuer's Articles of Association, the Annual General Meeting shall be held annually on a day fixed by the Board of Directors, by the end of May. The Annual General Meeting shall be held either at the Company's registered place of business or in either in the city of Tampere or Helsinki, as decided by the Board of Directors. The Finnish Companies Act and the Articles of Association of the Issuer define matters to be dealt with in the Annual General Meeting, including, among other things, the approval of financial statements, use of profit shown on the balance sheet, the election and the remuneration of the Issuer's Board of Directors and Auditor.

Board of Directors of the Issuer

The duties and responsibilities of the Board of Directors of the Issuer are defined in the Finnish Companies Act and other applicable legislation. The Board of Directors of the Issuer has a general authority to decide and act in all matters not reserved for other corporate governance bodies by law or under the provisions of the Issuer's Articles of Association. The Board of Directors is responsible for the Issuer's administration and the due organisation of its operations and has a general task to organise and oversee the Issuer's management, as well as to manage the Issuer's subsidiaries.

According to the Issuer's Articles of Association, the Company's administration and proper organisation of operations shall be the responsibility of the Board of Directors, consisting of a minimum of four and a maximum of nine members, in accordance with the decision made by the General Meeting of Shareholders. As per the Articles of Association of the Issuer, the term of office of the members of the Board of Directors ends at the closing of the first Annual General Meeting following the election.

The Issuer has a separate Audit Committee, a People and Sustainability Committee and a Shareholders' Nomination Board.

The following table sets forth the members of the Board of Directors of the Issuer as at the date of this Prospectus:

Table: Board of Directors of the Issuer

Name	Year of birth	Position	Board member since
Jukka Hienonen	1961	Chair	2020
Pekka Vauramo	1957	Member (Deputy Chair)	2018
Susanne Hahn	1976	Member	2022
Markus Korsten	1970	Member	2023
Veronica Lindholm	1970	Member	2016
Christopher Ostrander	1968	Member	2021
Jouko Pölönen	1970	Member	2021
George Rietbergen	1964	Member	2017
Reima Rytsölä	1969	Member	2023

Jukka Hienonen has been Member of the Board of Directors since 2020. Mr Hienonen also serves as Chairman of the Board of Juuri Partners. Previously, Mr Hienonen has acted as CEO at SRV Plc (2010–2014), CEO at Finnair Plc (2005–2010), Deputy CEO at Stockmann Plc (2000–2005), Director at Stockmann Plc (1995–2000), VP Marketing at Timberjack Oy (1991–1995), Director (1988–1991) and Representative (1986–1988) at Kaukomarkkinat Oy. Mr Hienonen has previously also served as Deputy Chairman of the Board of SATO (2015–2021), Chairman of the Board of Silmäasema Plc (2018–2019), Chairman of the Board at Stockmann Plc (2017–2019), Member of the Board at Stockmann Plc (2016–2017), Chairman of the Board at Paroc Group (2015–2018), Chairman of the Board at Helsinki Region Chamber of Commerce (2012–2015), Central Chamber of Commerce (2013–2017), Pohjola Plc (2009–2014) and Ilmarinen Mutual Pension Insurance Company (2006–2009). Mr Hienonen holds a master's degree in economics. He is a Finnish citizen.

Pekka Vauramo has been Member of the Board since 2018. Mr Vauramo is President and CEO of Metso Corporation (2020–2023 Metso Outotec Corporation). Previously, Mr Vauramo has acted as President and CEO and President at Metso Corporation (2018–2020) and President and CEO at Finnair Plc (2013–2018). Mr Vauramo has also held various management positions at Cargotec Corporation (2007–2013), Sandvik AB (1995–2007) and Tamrock Corporation (1985–1995). Mr Vauramo holds a master's degree in technology. He is a Finnish citizen.

Susanne Hahn has been Member of the Board of Directors since 2022. Ms Hahn is Managing Partner of 1886Ventures and Strategic Advisory Board Member of Küster Holding GmbH and Member of the Steering Board of Invest BW, the Innovation & Investment funding program of the state of Baden-Württemberg. Previously, Ms Hahn has served as Director at Lab1886 Global Innovation Unit of Daimler AG, Mercedes-Benz (2016–2020), Advisory Board Member of five new-tech companies in the field of Smart Mobility, Applied AI & Data and Green-Tech (e.g., Volocopter GmbH) (2017–2020), Director, Corporate Organization & Member of HR Executive Committee at Daimler AG (2013–2016). In addition, Ms Hahn has served in several management positions at Daimler AG (2007–2012) and Entry at Daimler (2000). Ms Hahn holds a university diploma of economics. She is a German citizen.

Markus Korsten has been Member of the Board of Directors since 2023. Mr Korsten is Vice President, Factory Programs at Northvolt AB. Previously, Mr Korsten has acted as Chief Manufacturing Officer, Global and Member of the Management Board at Apollo Tyres Ltd (2014–2021), Member of the Board of Directors and COO, Director of Manufacturing at SUMITOMO ELECTRIC Bordnetze SE (2012–2013) and Member of the Management Board and COO of Hymer AG (2010–2011). Mr Korsten has also held various positions at Continental AG (e.g., Senior Vice President of Manufacturing, Division Commercial Vehicle Tires; Production Manager) (1994–2010). Mr Korsten holds an engineering degree in applied physics. He is a German citizen.

Veronica Lindholm has been Member of the Board of Directors since 2016. Ms Lindholm is CEO of Indoor Group Oy and is Member of the Board of Finland Chamber of Commerce. Previously, Ms Lindholm has acted as CEO at Finnkino Oy (2015–2019), CEO at Mondelez Finland (2013–2015), Vice President, Chief Marketing Officer at Walt Disney Company Nordic (2009–2013), Head of Digital Distribution EMEA at Walt Disney Studios (2008–2009) and Marketing Director at Walt Disney International Nordic (2000–2008). Ms Lindholm holds a master's degree in economics. She is a Finnish citizen.

Christopher Ostrander has been Member of the Board of Directors since 2021. Mr Ostrander is CEO and Managing Partner at Premier Staffing Solution LLC, Partner and Chairman at Kensington Hill Capital LLC and Partner and Chairman at Cornerstone Consulting Organization LLC. Previously, Mr Ostrander has served as a CEO and Advisory Board Chairman of Family Office of Gardner & Sons (2016–2018), President and CEO of AP Exhaust Technologies (2015–2016), Senior Vice President and President at Americas Operations, Cooper Tire & Rubber Company (2011–2015), Vice President and General Manager and Vice President of Sales and Marketing at Eaton Corporation (2004–2010), Vice President of Sales and Marketing at The BOC Group (1998–2004) and Captain at United States Army Corps of Engineers (1991–1997). Mr Ostrander also acts as Chairman of the Board at Kensigton Hill Partners II, Limited Partner Advisor at Tamarind Hill Management LLC and a Member of Board of Trustees and a Chairman of the Board of Trustees at University of Findlay. Mr Ostrander holds a bachelor's degree in mechanical engineering, master's degree in engineering management and master's degree in business administration. He is a United States citizen.

Jouko Pölönen has been Member of the Board of Directors since 2021. Mr Pölönen is President and CEO of Ilmarinen Mutual Pension Insurance Company. Previously, Mr Pölönen has acted as President and CEO at OP Corporate Bank plc (2013–2018), President and CEO at Helsinki Area Cooperative Bank (2014–2018), President at Pohjola Insurance Ltd, A-Insurance Ltd and Eurooppalainen Insurance Company Ltd (2011–2014), Chief Financial Officer at Pohjola Bank plc (2009–2010), Chief Risk Officer at Pohjola Bank plc (2001–2008) and Auditor, Authorized Public Accountant since 1999, at PricewaterhouseCoopers Ltd (1993–2001). Mr Pölönen acts also as Chairman of the Board at The Finnish Pension Alliance TELA and The Finnish Foundation for Share Promotion, Member of the Board at The Employment Pension Executive Committee at Finance Finland FFI and Suomen Laatuyhdistys ry. Mr Pölönen is Authorised Public Accountant and holds a master's degree in economics and business administration and holds an executive master's degree in business administration (eMBA). He is a Finnish citizen.

George Rietbergen has been Member of the Board of Directors since 2017. Mr Rietbergen is CEO at Koninklijke Oosterberg. Previously, Mr Rietbergen has served as Partner at 5Square Committed Capital (2017–2020), Advisor to the Board at Nokian Tyres Plc (2016–2017), COO at Arriva Netherlands (2015–2016), Director DACH at Goodyear Dunlop Tyres Group man. (2013–2015), Vice President, Commercial Tyres at Goodyear Dunlop Tyres EMEA (2012–2013), Director, UK & Ireland at Goodyear Dunlop Tyres Group man. (2010–2012), Director, Retail and eBusiness at Goodyear Dunlop Tyres EMEA (2001–2010) and Director, eBusiness at KLM Royal Dutch Airlines (1998–2001). Mr Rietbergen holds a master's degree in business administration. He is a Dutch citizen.

Reima Rytsölä has been Member of the Board of Directors since 2023. Mr Rytsölä is CEO at Solidium Oy. Previously, Mr Rytsölä has served as deputy CEO, Chief Investment Officer at Varma Mutual Pension Insurance Company (2014–2022) and held various positions (e.g., Senior Executive Vice President, Head of Banking (2008–2013)) at Pohjola Bank plc (1998–2013). Mr Rytsölä holds a master's degree in social sciences. He is Finnish citizen.

All members of the Board are independent of the Company and its significant shareholders with the exception of Reima Rytsölä, who is deemed not to be independent of a significant shareholder of the Company based on his position as the CEO of Solidium Oy.

Audit Committee

The Audit Committee assists the Board of Directors in its regulatory duties and reports to the Board. The committee has no independent decision-making power; collective decisions are made by the Board, which is then responsible for carrying out the tasks assigned to the committee.

According to the committee charter, the committee controls that bookkeeping, financial administration, financing, internal control, internal auditing, audit of the accounts, risk management and compliance function are appropriately arranged in the Company. The committee follows and assesses the reporting process for financial statements as well as any significant changes in the recording principles and the items valued in the balance sheet. The committee also processes the general description of the mechanisms of internal auditing and risk management of the financial reporting process, which forms part of the Corporate Governance Statement. The committee follows the statutory auditing of the financial statement and the consolidated financial statements and assesses the independence of the statutory auditor and the offering of services other than auditing services by the auditor. Furthermore, the committee handles the auditor's report and possible audit minutes as well as the supplementary report presented by the auditor to the committee. The committee prepares the draft resolution on selecting the auditor. In addition, the Audit Committee monitors and assesses how agreements and other legal acts between the Company and its related parties meet the requirements of the ordinary course of business and arm's length terms in accordance with applicable laws and regulations. The Audit Committee must have the expertise and experience required for its tasks.

In 2023, the Board of Directors elected Jouko Pölönen as the Chair and Christopher Orstrander and Reima Rytsölä as members of the Audit Committee. As a general rule, the Company's chief auditor participates in the Committee's meetings.

The committee assembled five times in 2022.

All Committee members are independent of the Company and of all major shareholders in the Company.

People and Sustainability Committee

The People and Sustainability Committee prepares a proposal to the Board on the Company's President and CEO and on the salary and other incentives paid to the President and CEO. The People and Sustainability Committee also prepares a proposal to the Board on the nominations, salaries and other incentives of the Group Management Team members. This Committee also reviews and submits a proposal to the Board on the allocation and criteria of the Nokian Tyres share-based incentive plans, and on the other incentive plans. In addition, the key duties of the People and Sustainability Committee include the preparation of the remuneration policy and the remuneration report for the Board and the President and CEO in accordance with applicable laws and regulations. The Committee has no independent decision-making power; collective decisions are made by the Board, which is responsible for carrying out the tasks assigned to the Committee.

In 2023, the Board of Directors elected Veronica Lindholm as the Chair and Pekka Vauramo, Jukka Hienonen and Susanne Hahn as members of the People and Sustainability Committee.

The committee assembled six times in 2022.

All committee members are independent of the Company and of all major shareholders in the Company.

Shareholders' Nomination Board

The Company's Annual General Meeting 2020 decided to establish a Shareholders' Nomination Board (the "**Nomination Board**") and to approve the Charter of the Nomination Board. The duties of the Nomination Board consist of the preparation of proposals to the General Meeting concerning the number, composition, Chairman and possible Deputy Chairman of the Board and the remuneration of the members of the Board and the Board committees. In addition, the Nomination Board seeks prospective successor candidates for the members of the Board.

The Nomination Board consists of five members of which four members represent the Company's four largest shareholders who on the first banking day of June each year are the largest shareholders as determined on the basis of the shareholders' register of the Company maintained by Euroclear Finland Ltd. and wish to nominate a member to the Nomination Board. The fifth member of the Nomination Board is the Company's Chairman of the Board. Proposals that have been supported by at least three members of the Nomination Board, shall constitute the proposals of the Nomination Board.

The Nomination Board is established to operate until abolished by the decision of the General Meeting. The term of the members of the Nomination Board shall end upon the nomination of the following Nomination Board in accordance with the Charter of the Nomination Board. The members of the Nomination Board are not entitled to remuneration from the Company on the basis of their membership unless otherwise decided by the General Meeting.

Chief Executive Officer and the Management Team

According to the Issuer's Articles of Association, the Company has a Managing Director (hereinafter referred also as the President and CEO), who is elected by the Board of Directors. The President and CEO is generally responsible for the supervision and control of the Company's day-to-day operations in accordance with the Articles of Association of the Company, the Finnish Companies Act and instructions of the Board of Directors of the Company.

Jukka Moisio has acted as the President and CEO for the Issuer since May 2020. The President and CEO conducts the Issuer's business and manages the Company's operations in accordance with the Finnish Companies Act and the instructions and guidelines provided by the Board of Directors. The President and CEO is responsible for informing the Board of Directors regarding the development of the Company's business and financial situation. The President and CEO prepares the Issuer's strategy and objectives for the Board of Directors and is responsible for implementing the approved strategy and plans. The President and CEO is also responsible for ensuring the legal compliance of the Company's bookkeeping and for arranging reliable asset management.

As at the date of this Prospectus, the Management Team of the Group consists of the following persons:

Table: Management Team of the Group

Name	Year of birth	Position	Management Team member since
Jukka Moisio	1961	President and CEO	2020
Päivi Antola	1971	SVP, Communications, IR and Brand	2018
Anna Hyvönen	1968	EVP, Passenger Car Tyres and Vianor	2016
Adrian Kaczmarczyk	1971	SVP, Supply Operations	2020
Teemu Kangas-Kärki	1966	Chief Financial Officer	2018
Jukka Kasi	1966	SVP, Products & Innovations	2018
Päivi Leskinen	1965	SVP, Human Resources	2021
Manu Salmi	1975	EVP, Heavy Tyres and Nokia Factory	2008

Jukka Moisio has acted as President and CEO of the Issuer since May 2020. Previously, Mr Moisio has acted as President and CEO at Huhtamäki Oyj (2008–2019), President and CEO at Ahlstrom Oyj (2004–2008) and had various management positions at Ahlstrom Oyj (1991–2004) and acted as an associate at McKinsey & Company (1989–1991). Mr Moisio acts as Chair of the Board of Directors at Paulig Oy and Sulapac Oy and as Member of the Board of Directors at Metsä Board Corporation. Mr Moisio holds a master's degree in economics and business administration. He is a Finnish citizen.

Päivi Antola has acted as SVP, Communications, Investor Relations and Brand of the Issuer since September 2022. Previously, Ms Antola has served as SVP, Corporate Communications and Investor Relations of the Issuer (2018–2022), Director, Corporate Communications and Investor at Amer Sports Corporation (2010–2018), Investor Relations and Financial Communications Manager at Kemira Oyj (2005–2010), Communications Manager at Amer Sports Corporation (2002–2004) and Communications Manager at Sonera Oyj (1999–2002). Ms Antola holds a master's degree in arts, and she is Certified European Financial Analyst (CEFA). She is a Finnish citizen.

Anna Hyvönen has acted as EVP, Passenger Car Tyres and Vianor of the Issuer since September 2022. Previously, Ms Hyvönen has served as EVP, North America, Nordics and Vianor (2020–2022), SVP, Nordics and Vianor at Nokian Tyres (2017–2020), Managing Director, Vianor and Partner Distribution at Nokian Tyres (2016–2017), Executive Vice President, North Central Europe at Ramirent Plc (2012–2016). Ms Hyvönen has had management tasks with the Maintenance Business unit at KONE Corporation (2008–2012) and held various international management positions at Nokia Networks (1995–2007). Ms Hyvönen has also acted as Chairman of the Board at LeaseGreen Group Oy and acts as Chairman of the Board at Duell Oyj and Member of the Board at Normet Group Oy. Ms Hyvönen holds a licentiate's degree in technology. She is a Finnish citizen.

Adrian Kaczmarczyk has acted as SVP, Supply Operations of the Issuer since September 2020. Previously, Mr Kaczmarczyk has served as VP Global Operations & Supply Chain at Chemours (2018–2020), COO at Imperial Logistics International (2017–2018), Corporate VP Global Supply Chain at Henkel AG (2013–2017), Head of Supply Chain & Operations EMEA at Siegwerk Druckfarben AG (2010–2013), Plant Manager, European DC & Supply Director, Supply Chain Director Australia/NZ, Corporate Director Global Supply Chain and Operations Strategy at Avery Dennison (2001–2010) and Production & Operations Manager at Procter & Gamble (1997–2001). Mr Kaczmarczyk holds a degree in engineering and a master's degree in business administration. He is a German citizen.

Teemu Kangas-Kärki has acted as CFO of the Issuer since July 2018. Previously, Mr Kangas-Kärki has served as COO and Deputy to the CEO (2017–2018), Interim President and CEO (2017), COO, CFO and Deputy to the CEO (2014–2017), President, Home Business area (2012–2014) and CFO at Fiskars Plc (2008–2012), CFO at Alma Media Plc (2003–2008), Corporate Controller at Kesko Plc (2000–2003), Finance Director at Nestle Finland Ltd (1998–2000), Financial Manager at Smith & Nephew Ltd (1996–1998) and Marketing Controller and Internal Auditor at Unilever (1992–1996). Mr Kangas-Kärki also acts as Vice Chair of the Board, Chair of the Audit and Remuneration Committee at Marimekko Corporation and Board Member and Member of the Audit Committee at Lassila & Tikanoja Plc. Mr Kangas-Kärki holds a master's degree in economics and business administration. He is a Finnish citizen.

Jukka Kasi has acted as SVP, Products & Innovations of the Issuer since October 2018. Previously, Mr Kasi has served as VP, Products & Segments at Danfoss Drives (2015–2018), EVP, Products Operations (2012–2015) and VP, Corporate Development at Vacon Plc (2009–2012), Managing Director & VP Technology at Vacon China (2006–2009), VP, Component Customers & Product Management (2003–2006) and VP, Research & Development at Vacon Plc (1999–2003), Project Manager at Vaasa Control Ltd, Finland (1997–1998), Product Development Manager at ABB Transmit Ltd, Finland (1994–1997), Senior Design Engineer at ABB Drives Inc, USA (1992–1994) and Design Engineer, ABB Drives Ltd, Finland (1990–1992). Mr Kasi holds a master's degree in technology. He is a Finnish citizen.

Päivi Leskinen has acted as SVP, Human Resources of the Issuer since May 2021. Previously, Ms Leskinen has served as CHRO at Sanoma Media Finland (2018–2021), SVP, HR and Communications at Valmet Automotive Group (2017–2018), EVP, HR at Ahlstrom Group (2015–2017), Global HR Business Partner at ABB Zurich (2011–2015) and held several different local and global HR roles at ABB (2001–2011). Ms Leskinen holds a master's degree in social sciences. She is a Finnish citizen.

Manu Salmi has acted as EVP, Heavy Tyres and Nokia Factory of the Issuer since 2018. Previously, Mr Salmi has served as Vice President at Nokian Heavy Tyres (2015–2017), Vice President, Procurement (2007–2015), Purchasing Manager (2006–2007), Sales and Logistics Manager (2004–2006), Customer Service Manager, Export (2002–2003) and Purchasing Officer at Nokian Tyres plc (2001–2003). Mr Salmi also acts as Chairman of the Board at Rubber Manufacturers' Association of Finland, Deputy Chairman of the Board at The Chemical Industry Federation of Finland and Member of the Board at Teknikum Group Ltd. Salmi holds a master's degree in military sciences, economics and business administration. He is a Finnish citizen.

Corporate Governance

In its decision-making and governance, the Issuer complies with the laws and regulations applicable to Finnish limited liability companies, the Issuer's Articles of Association, the Issuer's Code of Conduct as well as other applicable rules and regulations. The Issuer's foreign subsidiaries comply with local legislation.

Conflict of Interest

The Finnish Companies Act sets forth provisions regarding the conflicts of interest of the management of a Finnish company. Pursuant to Chapter 6, Section 4 of the Finnish Companies Act, a member of the Board of Directors is disqualified from the consideration of a matter pertaining to an agreement between himself or herself and the Company. A member of the Board of Directors shall likewise be disqualified from the consideration of a matter pertaining to an agreement between the Company and a third party, if he or she may thereby receive a material benefit, which may be in contradiction with the interests of the Company. What is stated above with regard to agreements is correspondingly applicable to any other legal act, legal proceeding or similar matter. This provision also applies to the CEO of the Company. Unless otherwise indicated below, there are no potential conflicts of interest between any duties to the Issuer or any Group entity of any member of the Board of Directors and their private interests and/or other duties.

As at the date of this Prospectus, Board Member Reima Rytsölä is deemed to be dependent of a significant shareholder of the Company based on his position as the CEO of Solidium Oy.

Business Address

The business address of the members of the Board of Directors is Pirkkalaistie 7, FI-37101 Nokia, Finland.

Auditors

The audited consolidated financial statements of the Issuer for the financial periods ended 31 December 2022 and 31 December 2021 incorporated into this Prospectus by reference have been audited by Certified Public Audit Firm Ernst & Young Oy, with Authorised Public Accountant Mikko Järventausta as the auditor with principal responsibility. Mikko Järventausta has been registered into the register referred to in Chapter 6, Section 9 of the Finnish Auditing Act (1141/2015, as amended) (in Finnish: *tilintarkastuslaki*). The business address of the principal auditor and Ernst & Young Oy is Alvar Aallon katu 5 C, FI-00100 Helsinki, Finland.

SHARE CAPITAL AND OWNERSHIP STRUCTURE OF THE ISSUER

As at the date of this Prospectus, the Issuer has issued 138,921,750 shares and has a registered share capital of EUR 25,437,906. The shares of Nokian Tyres have been listed on the Helsinki Stock Exchange. Each share carries one (1) vote. The Issuer is not aware of any controlling shareholders or of any events or arrangements the operation of which may affect the exercise of control in the Issuer.

The following table sets forth the ten (10) largest shareholders of the Issuer with their respective ownership and number of shares owned.

Table: Shareholders of the Issuer as at 31 May 2023

Shareholder	Number of shares	Share of shares
Solidium Oy	14,031,000	10.10%
Varma Mutual Pension Insurance Company	4,238,192	3.05%
Ilmarinen Mutual Pension Insurance Company	2,630,678	1.89%
Elo Mutual Pension Insurance Company	1,701.000	1.22%
EAM NRE1V Holding Oy	1,054,507	0.76%
Nordea Finland Fund	1,041,976	0.75%
Nordea Nordic Small Cap Fund	999,160	0.72%
The State Pension Fund	900,000	0.65%
Barry Staines Linoleum Ltd	480,000	0.35%
Samfundet Folkhälsan i Svenska Finland	441,100	0.32%
10 largest shareholders in total	**27,517,613**	**19.81%**
Nominee registrations	60,023,455	43.21%
Others	51,380,682	36.99%
Number of shares, total	**138,921,750**	**100%**

Table: Nominee-registered shareholders of the Issuer as at 31 May 2023

Shareholders	Number of shares	Share of shares
Skandinaviska Enskilda Banken Ab (publ) Helsinki Branch	42,765,221	30.78%
Citibank Europe Plc	11,080,922	7.98%
Clearstream Banking S.A.	1,588,342	1.14%
Danske Bank A/S Helsinki Branch	1,566,646	1.13%
Euroclear Bank SA/NV	1,236,687	0.89%
Nordnet Bank Ab	1,070,764	0.77%
Nordea Bank Abp	371,931	0.27%
Saxo Bank A/S	263,974	0.19%
Svenska Handelsbanken Ab (publ)	68,125	0.05%
Others	**10,843**	**0.01%**
Nominee registered total	**60,023,455**	**43.21%**

CERTAIN TAX CONSIDERATIONS IN FINLAND

The following is a general description that only addresses the Finnish tax treatment of income arising from the Notes. It does not purport to be a complete analysis of all tax considerations relating to the Notes, whether in Finland or elsewhere. This summary is based on the laws, regulations and tax authority guidance in force and effect in Finland on the date of this Prospectus, which may be subject to change in the future, potentially with retroactive effect. Investors should be aware that the below summary is of a general nature and does not constitute legal or tax advice and should not be understood as such. The below summary relates only to the position of persons who are the absolute beneficial owners of the Notes. Prospective purchasers of Notes should consult their own tax advisers as to which countries' tax laws could be relevant to acquiring, holding and disposing of Notes and receiving payments of interest, principal and/or other amounts under the Notes and the consequences of such actions under the tax laws of those countries.

Potential investors should be aware that the tax legislation of the investor's member state and of the Issuer's country of incorporation may have an impact on the income received from the Notes.

Finnish Resident Individuals

Interest paid on the Notes to an individual (natural person) residing in Finland for tax purposes, or an undistributed estate of a deceased Finnish resident, is subject to an advance withholding tax (in Finnish: *ennakonpidätys*) in accordance with the Finnish Withholding Tax Act (1118/1996, as amended) (in Finnish: *ennakkoperintälaki*). The withholding obligation is with the Issuer or paying agent or other intermediary effecting payment that is resident in Finland or has a permanent establishment in Finland. Interest on the Notes is treated as capital income in the final taxation in accordance with the Finnish Income Tax Act (1535/1992, as amended) (in Finnish: *tuloverolaki*), assuming that the Notes do not belong to the business activities of the individual. The Finnish Act on Source Tax on Interest Income (1341/1990, as amended) (in Finnish: *laki korkotulon lähdeverosta*) is not applicable to the Notes.

The current capital income rate is 30 per cent, however, should the amount of the capital income received by a resident natural person exceed EUR 30,000 in a calendar year, the capital income tax rate is 34 per cent on the amount that exceeds the EUR 30,000 threshold. Notwithstanding the foregoing, tax withholdings will be made at the rate of 30 per cent.

If Notes are disposed of (or if the Notes are repaid or redeemed), any capital gain as well as accrued interest received (secondary market compensation, in Finnish: *jälkimarkkinahyvitys*) is taxed as capital income. The Issuer or paying agent or other intermediary resident in Finland or having a permanent establishment in Finland, must deduct an advance withholding tax from the secondary market compensation paid to an individual residing in Finland or an undistributed estate of a deceased Finnish resident. Capital gain is not subject to advance withholding tax. Capital losses are primarily deductible from capital gains arising in the same calendar year. Any capital losses that cannot be used to offset capital gains in the same calendar year can be used against other capital income in the same calendar year. Any remaining unused capital losses can be carried forward to be deducted from capital gains or other capital income in the five (5) subsequent calendar years.

If Notes are acquired in the secondary market, any accrued interest paid (secondary market compensation) is deductible from the capital income or, to the extent exceeding capital income, form earned income subject to the limitations of the Finnish Income Tax Act.

Finnish Corporate Entities

Payments made by or on behalf of the Issuer to corporates residents of Finland for tax purposes may be made without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed or levied by or on behalf of the Republic of Finland or by any municipality or other political subdivision or taxing authority thereof or therein.

Interest paid on the Notes and income arising from the disposal, repayment or redemption of the Notes are subject to final taxation as income of the recipient corporation either in accordance with the Finnish Business Income Tax Act (360/1968, as amended) (in Finnish: *laki elinkeinotulon verottamisesta*) or the Finnish Income

Tax Act, depending on the legal form of the recipient and the source of income the Notes belong to. As of tax year 2020, most Finnish corporate entities are taxed exclusively in accordance with the Business Income Tax Act. The current rate of corporate income tax is 20 per cent. Any gain or loss realised following a disposal of the Notes is taxable income or a tax-deductible loss for the relevant noteholder.

Non-Finnish Resident Noteholders

Payments made by or on behalf of the Issuer to persons that are non-residents of Finland for tax purposes and who do not engage in trade or business through a permanent establishment or a fixed place of business in Finland may normally be made without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed or levied by or on behalf of the Republic of Finland or by any municipality or other political subdivision or taxing authority thereof or therein. If the recipient fails to provide sufficient evidence on its non-resident investor status to the payer, tax may however be withheld from the payments.

Noteholders who are not resident in Finland for tax purposes and who do not engage in trade or business through a permanent establishment or a fixed place of business in Finland are normally not subject to Finnish taxation on gains realised on the sale or redemption of the Notes.

Transfer Taxation

Any investment in or disposition of the Notes is not subject to Finnish transfer tax under the Finnish Transfer Tax Act (931/1996, as amended) (in Finnish: *varainsiirtoverolaki*).

DOCUMENTS INCORPORATED BY REFERENCE

The following documents have been incorporated by reference into this Prospectus. They have been published on the Issuer's website at nokiantyres.com/company/. The parts of the following documents that have not been incorporated by reference into this Prospectus are either not relevant for investors in the Notes or are covered elsewhere in this Prospectus.

Document	Information incorporated by reference
Financial Review 2022	Audited financial statements of the Issuer for the financial year ended 31 December 2022, the Report by the Board of Directors and the Auditors' Report (p. 8-91)
Financial Review 2021	Audited financial statements of the Issuer for the financial year ended 31 December 2021, the Report by the Board of Directors and the Auditors' Report (p. 8-89)
Interim Report January–March 2023	Unaudited consolidated interim financial information for the three months ended 31 March 2023, including comparative figures for the three months ended 31 March 2022

DOCUMENTS ON DISPLAY

In addition to the documents incorporated by reference, the Issuer's Articles of Association are available for viewing on the Issuer's website at nokiantyres.com/company/investors/corporate-governance/articles-of-association/ and at the registered head office of the Issuer at Pirkkalaistie 7, FI-37101, Nokia, Finland during the period of validity of the Prospectus.

APPENDIX A – TERMS AND CONDITIONS OF THE NOTES

NOKIAN TYRES PLC

EUR 100 MILLION 5.125 PER CENT SUSTAINABILITY-LINKED NOTES DUE JUNE 2028

ISIN CODE: FI4000556444

The Board of Directors of Nokian Tyres plc (the "**Issuer**") has in its meeting on 25 April 2023 authorized the Issuer's certain management members to decide on the issue of senior unsecured notes (the "**Notes**") referred to in Paragraph 1 of Section 34 of the Act on Promissory Notes (622/1947, as amended, Fi: *velkakirjalaki*). Based on the authorization, the Issuer has decided to issue the Notes on the terms and conditions specified below.

Danske Bank A/S, Nordea Bank Abp and OP Corporate Bank plc will act as joint lead managers in connection with the offer and issue of the Notes (the "**Joint Lead Managers**").

MIFID II PRODUCT GOVERNANCE / TARGET MARKET

Solely for the purposes of the product governance requirements set forth in directive 2014/65/EU as amended (the "**MIFID II**"), the target market assessment made by the Issuer for the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, professional clients and retail clients, each as defined in MIFID II; and (ii) all channels for distribution of the Notes to eligible counterparties, professional clients and retail clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**Distributor**") should take into consideration the Issuer's target market assessment, however, a Distributor subject to MIFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the Issuer's target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO UK RETAIL INVESTORS

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the "**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the Prospectus Regulation as it forms part of domestic law by virtue of the EUWA.

1. PRINCIPAL AMOUNT AND ISSUANCE OF THE NOTES

The maximum principal amount of the Notes is 100 million euros (EUR 100,000,000). The Issuer may later create and issue further notes having the same terms and conditions as the Notes, as further set out below under Condition 18 (*Further Issues of Notes*).

The Notes will be issued in a dematerialized form in the Infinity book-entry securities system maintained by Euroclear Finland Ltd ("**Euroclear Finland**"), address Urho Kekkosen katu 5 C, FI-00100 Helsinki, Finland (or any system replacing or substituting the Infinity book-entry securities system in accordance with the rules and decisions of Euroclear Finland) in accordance with the Finnish legislation governing book-entry system and book-entry accounts as well as the rules and decisions of Euroclear Finland. The Notes cannot be physically delivered.

The issue date of the Notes is 14 June 2023 (the "**Issue Date**").

The Notes will be offered for subscription in a minimum amount of one hundred thousand euros (EUR 100,000). The principal amount of each book-entry unit (Fi: *arvo-osuuden yksikkökoko*) is one thousand euros (EUR 1,000). The aggregate number of the Notes is one hundred thousand (100,000) or a higher number if the Issuer decides to increase the maximum principal amount of the Notes. Each Note will be freely transferable after it has been registered into the respective book-entry account.

Nordea Bank Abp shall act as the issuer agent (Fi: *liikkeeseenlaskijan asiamies*) of the Notes referred to in the rules of Euroclear Finland (the “**Issuer Agent**”) and as the paying agent of the Notes (the “**Paying Agent**”).

2. SUBSCRIPTION OF THE NOTES

The subscription period shall commence and end on 7 June 2023 (the “**Subscription Date**”).

The Notes shall be offered for subscription to eligible counterparties, professional clients and retail clients within the meaning of Directive 2014/65/EU “MiFID II”.

Bids for subscription shall be submitted during regular business hours to (i) Danske Bank A/S c/o Danske Bank A/S, Finland Branch, Kasarmikatu 21 B, FI-00075 DANSKE BANK, Finland, tel. + 358 10 546 2070; (ii) Nordea Bank Abp, Satamaradankatu 5, FI-00020 NORDEA, Finland, tel. +358 9 369 50880; or (iii) OP Corporate Bank plc Gebhardinaukio 1, FI-00510 Helsinki, Finland, tel. +358 10 252 7970.

Subscriptions made are irrevocable. All subscriptions remain subject to the final acceptance by the Issuer. The Issuer may, in its sole discretion, reject a subscription in part or in whole. The Issuer shall decide on the procedure in the event of over-subscription.

Subscriptions shall be paid for as instructed in connection with the subscription. Notes subscribed and paid for shall be created by Euroclear Finland and routed by the Issuer Agent to the book-entry securities system to be recorded to the respective book-entry accounts of the subscribers on a date advised in connection with the issuance of the Notes in accordance with the Finnish legislation governing book-entry system and book-entry accounts as well as the rules and decisions of Euroclear Finland.

3. ISSUE PRICE

The issue price of the Notes is 99.518 per cent.

4. INTEREST

4.1 Rate of Interest

The Notes bear interest at the rate of 5.125 per cent per annum (the “**Initial Rate of Interest**”). The Initial Rate of Interest payable on the Notes will be subject to adjustment in the event of a Step Up Event in accordance with Condition 4.2 *(Step Up Margin*).

Interest on the Notes will be payable annually in arrears commencing on 14 June 2024 and thereafter annually on each 14 June (each an “**Interest Payment Date**”) until the Notes have been repaid in full. Interest shall accrue for each interest period from (and including) the first day of the interest period to (but excluding) the last day of the interest period on the principal amount of Notes outstanding from time to time. The first interest period commences on the Issue Date and ends on the first Interest Payment Date and each consecutive interest period begins on the previous Interest Payment Date and ends on the following Interest Payment Date (each an “**Interest Period**”). The last Interest Period ends on the earlier of the date when the Notes have been repaid in full and the Redemption Date.

Interest in respect of the Notes will be calculated on the basis of the actual number of days elapsed in the relevant interest period divided by 365 or, in the case of a leap year, 366 (Actual / Actual ICMA).

4.2 Step Up Margin

The Notes bear interest on their outstanding principal amount at the Initial Rate of Interest, provided that if a Step Up Event has occurred, then for any Interest Period commencing on or after the Interest Payment Date immediately following the Reporting End Date (for the avoidance of doubt, referring to the Sustainability Reporting Period ending on the Testing Date), the Initial Rate of Interest shall be increased by the Step Up Margin.

For the avoidance of doubt, a Step Up Event may only occur once during the term of the Notes.

The Issuer shall publish on its website, and in accordance with applicable laws, its Annual Report, together with or including (at the sole discretion of the Issuer) the Sustainability Verification Report for the relevant Sustainability Reporting Period no later than on the Reporting End Date.

The Issuer shall inform the Paying Agent by way of an SPT Certificate whether the Emissions Condition has been satisfied and whether a Step Up Event has occurred and provide a notice thereof to the holders of the Notes (the "**Noteholders")** in accordance with Condition 13 (*Notices and Right to Information*) in connection with, or as soon as reasonably practicable after, publishing the Annual Report together with or including (at the sole discretion of the Issuer) the Sustainability Verification Report, for the Sustainability Reporting Period ending on the Testing Date, and in no event later than on the date of the Reporting End Date.

The Paying Agent (i) shall be entitled to conclusively rely on the SPT Certificate from the Issuer as sufficient evidence as to information stated therein, and (ii) shall have no duty to inquire as to or investigate the accuracy of the information included in the SPT Certificate, verify the attainment of the Emissions Condition, or make calculations, investigations or determinations with respect to the attainment of the Emissions Condition or monitor the delivery of the SPT Certificate or the occurrence of a Step Up Event. The Paying Agent shall have no liability to the Issuer, any Noteholder or any other person in acting in reliance on the SPT Certificate. For the avoidance of doubt, the Paying Agent will not be required to make any onward notifications to any Noteholder relating to the Step Up Event, Step Up Margin or whether the Issuer has met the Emissions Condition.

If for any Sustainability Reporting Period until the Redemption Date of the Notes, the Issuer fails to publish the Annual Report, together with or including (at the sole discretion of the Issuer) the Sustainability Verification Report, or if for the Sustainability Reporting Period ending on the Testing Date (i) the Issuer fails to publish the Annual Report, together with or including (at the sole discretion of the Issuer) the Sustainability Verification Report, (ii) the Issuer fails to deliver to the Paying Agent the SPT Certificate by no later than on the date of the Reporting End Date and notify the Noteholders as required pursuant to these terms and conditions, (iii) for any reason, the Scope 1 and 2 Emissions Intensity, Scope 1 and 2 Emissions Reduction and/or Scope 3 Emissions Intensity and/or Scope 3 Emissions Reduction cannot be calculated or observed, and consequently the Issuer is unable to deliver the SPT Certificate to the Paying Agent by no later than on the date of the Reporting End Date and notify the Noteholders as required pursuant to these terms and conditions, or (iv) the External Verifier is unable to provide a verification, confirmation or includes a reservation in the Sustainability Verification Report, then, in each case, the Issuer and the Group will be deemed to have not satisfied the Emissions Condition.

If a Sustainability Recalculation Event occurs on or before the Testing Date, the Issuer shall in good faith recalculate the Base Scope 1 and 2 Emissions intensity and/or Base Scope 3 Emissions Intensity and the Scope 1 and 2 Emissions Reduction and/or Scope 3 Emissions Reduction, provided that

a) in the reasonable opinion of the Issuer, such change has no material adverse effect on the interests of the Noteholders; and

b) the recalculation is consistent with the Issuer's sustainability strategy; and

c) the recalculation is in line with the initial level of ambition of the Sustainability Performance Target(s),

all as described in the Sustainability-Linked Bond Framework.

Any such change will be communicated as soon as reasonably practicable by the Issuer to the Paying Agent and notified to the Noteholders in accordance with Condition 13 (*Notices and Right to Information*).

For the avoidance of doubt, a failure to satisfy the Emissions Condition does not constitute a default or an Event of Default.

In these terms and conditions:

"**Annual Report**" means the annual report for each Sustainability Reporting Period prepared pursuant to the Applicable Accounting Regulations containing information about the sustainability performance of the Group and which shall include, in respect of each Sustainability Reporting Period, details of the Scope 1 and 2 Emissions Intensity, Scope 1 and 2 Emissions Reduction**,** the Scope 3 Emissions Intensity, Scope 3 Emissions Reduction and the relevant calculation methodology;

"**Applicable Accounting Regulations**" means at any time the laws and regulations relating to accounting, auditing and/or disclosure requirements then in effect in Finland and applicable to the Issuer including, without limitation to the generality of the foregoing, the Finnish Accounting Act, the Finnish Auditing Act (1141/2015, as amended, Fi: *tilintarkastuslaki*) and the Finnish Securities Markets Act (746/2012, as amended, Fi: *arvopaperimarkkinalaki*);

“**Base Scope 1 and 2 Emissions Intensity**” means the scope 1 and 2 greenhouse gas emissions intensity of the Group, calculated as t CO_2 eq/production t for the calendar year 2022 using the market-based method, calculated by the Issuer being 0.42 t CO_2 eq/production t, which has been verified by the External Verifier in the Sustainability Verification Report in respect of the Sustainability Reporting Period ending on 31 December 2022, and, if applicable, recalculated in good faith by the Issuer upon the occurrence of a Sustainability Recalculation Event and verified by the External Verifier;

“**Base Scope 3 Emissions Intensity**” means the scope 3 greenhouse gas emissions intensity of the Group, calculated as t CO_2 eq/production t for the calendar year 2022, calculated by the Issuer being 23.71 t CO_2 eq/production t, which has been verified by the External Verifier in the Sustainability Verification Report in respect of the Sustainability Reporting Period ending on 31 December 2022, and, if applicable, recalculated in good faith by the Issuer upon the occurrence of a Sustainability Recalculation Event and verified by the External Verifier;

“**Group**” means a group (Fi: *konserni*) within the meaning of Chapter 1, Section 6 of the Bookkeeping Act (1336/1997, as amended, Fi: *kirjanpitolaki*).

“**Emissions Condition**” means the condition that:

(i) the Scope 1 and 2 Emissions Reduction will be greater than or equal to the Scope 1 and 2 Emissions Threshold; and

(ii) the Scope 3 Emissions Reduction will be greater than or equal to the Scope 3 Emissions Threshold

for the Sustainability Reporting Period ending on the Testing Date as verified by the External Verifier in the relevant Sustainability Verification Report without any reservations;

“**External Verifier**” means one or more internationally-recognized assurance firms or auditors appointed from time to time by the Issuer;

“**GHG Protocol**” means global standardised framework to measure and manage greenhouse gas emissions, as administered by the World Resource Institute and the World Business Council for Sustainable Development, and as may be amended from time to time;

“**t CO_2 eq/production t**” means the ratio of metric tonnes of carbon dioxide equivalent, calculated in accordance with the GHG Protocol, divided by metric tonnes of tire production;

“**Reporting End Date**” means the date falling 120 calendar days following the end of each Sustainability Reporting Period;

“**Scope 1 and 2 Emissions Intensity**” means the scope 1 and 2 greenhouse gas emissions intensity of the Group expressed as a ratio of Scope 1 and 2 carbon emissions relative to tire production in tons, calculated as t CO_2 eq/production t (using the market-based method) for the relevant Sustainability Reporting Period;

“**Scope 1 and 2 Emissions Reduction**” means the percentage of reduction of Scope 1 and 2 Emissions Intensity compared to the Base Scope 1 and 2 Emissions Intensity and subject to, if applicable, the occurrence of a Sustainability Recalculation Event as verified by the External Verifier;

“**Scope 1 and 2 Emissions Threshold**” means 25 per cent reduction of greenhouse gas emissions intensity of the Group compared to the Base Scope 1 and 2 Emissions Intensity;

“**Scope 3 Emissions Intensity**” means the scope 3 greenhouse gas emissions intensity of the Group expressed as a ratio of Scope 3 carbon emissions from product use relative to tire production in tons, calculated as t CO_2 eq/production t for the relevant Sustainability Reporting Period;

“**Scope 3 Emissions Reduction**” means the percentage of reduction of Scope 3 Emissions Intensity compared to the Base Scope 3 Emissions Intensity and subject to, if applicable, the occurrence of a Sustainability Recalculation Event as verified by the External Verifier;

“**Scope 3 Emissions Threshold**” means 7 per cent reduction of greenhouse gas emissions intensity of the Group compared to the Base Scope 3 Emissions Intensity;

"**SPT Certificate**" means a certificate signed by two authorized signatories of the Issuer confirming (i) the Scope 1 and 2 Emissions Reduction and Scope 3 Emissions Reduction for the Sustainability Reporting Period ending on the Testing Date, (ii) whether the Emissions Condition has been satisfied with no reservations and (iii) whether a Step Up Event has occurred;

"**Step Up Event**" means a failure to satisfy the Emissions Condition;

"**Step Up Margin**" means 0.375 per cent per annum;

"**Sustainability-Linked Bond Framework**" means the Issuer's Sustainability-Linked Bond Framework dated May 2023 (which is published on the website of the Issuer), as amended from time to time;

"**Sustainability Recalculation Event**" means any significant or structural changes to the Group and/or company structure (save for any structural changes within the Group), methodology for calculating the Group's greenhouse gas emissions intensity, material acquisitions or disposals or any discovery of significant errors, which results in an increase or decrease to the value of the Scope 1 and 2 Emissions Intensity and/or Scope 3 Emissions Intensity by at least 5 per cent., which warrants a recalculation of the Base Scope 1 and 2 Emissions Intensity and/or Base Scope 3 Emissions Intensity;

"**Sustainability Reporting Period**" means each period of 12 months ending on 31 December of each calendar year, commencing with the calendar year in which the Notes are issued, up to and including the calendar year prior to the calendar year in which the Notes are redeemed pursuant to these terms and conditions;

"**Testing Date**" means 31 December 2025; and

"**Sustainability Verification Report**" means

a) a Sustainability Verification Report issued by the External Verifier on a limited assurance basis and included in the Annual Report in respect of the Scope 1 and 2 Emissions Intensity, Scope 1 and 2 Emissions Reduction, Scope 3 Emissions Intensity and Scope 3 Emissions Reduction for the relevant Sustainability Reporting Period and, in the event of a Sustainability Recalculation Event, also in respect of (i) the recalculated Base Scope 1 and 2 Emissions Intensity, and Base Scope 3 Emissions Intensity, (ii) the recalculated Scope 1 and 2 Emissions Threshold, and Scope 3 Emissions Threshold and (iii) the occurrence of the Sustainability Recalculation Event; or

b) if the Issuer in its sole discretion publishes a Sustainability Verification Report separately from the Annual Report, a Sustainability Verification Report issued by the External Verifier on a limited assurance basis and (separately from the Annual Report) published on the Issuer's website, and in accordance with applicable laws in respect of the Scope 1 and 2 Emissions Intensity, Scope 1 and 2 Emissions Reduction, Scope 3 Emissions Intensity and Scope 3 Emissions Reduction for the relevant Sustainability Reporting Period and, in the event of a Sustainability Recalculation Event, also in respect of (i) the recalculated Base Scope 1 and 2 Emissions Intensity, Scope 1 and 2 Emissions Reduction, Base Scope 3 Emissions Intensity and Scope 3 Emissions Reduction, and (ii) the occurrence of the Sustainability Recalculation Event.

5. REDEMPTION

5.1 Redemption at Maturity

The Notes shall be repaid in full at their nominal principal amount on 14 June 2028 (the "**Redemption Date**"), unless the Issuer has prepaid or redeemed the Notes in accordance with Condition 5.2 (*Voluntary Total Redemption*), Condition 5.3 (*Clean-up Call Option*), Condition 8 (*Change of Control*) or Condition 10 (*Events of Default*) below.

5.2 Voluntary Total Redemption

The Issuer may, at any time having given, not less than 15 nor more than 60 calendar days' notice (an "**Optional Redemption Notice**") to the Noteholders in accordance with Condition 13 (*Notices and Right to Information*), (which notice shall be irrevocable and shall specify the date fixed for redemption), redeem all, but not part of the aggregate principal amount of the Notes issued on the relevant date (the "**Optional Redemption Date**") specified for redemption in the relevant Optional Redemption Notice at a redemption amount equal to:

(i) in the case of an Optional Redemption Date occurring before the date falling three (3) months prior to the Redemption Date, the Make-Whole Redemption Amount (as defined below); or

(ii) in the case of an Optional Redemption Date occurring on or after the date falling three (3) months prior to the Redemption Date, 100 per cent of their outstanding principal amount;

in each case together with accrued but unpaid interest up to (but excluding) the relevant Optional Redemption Date. For the purpose of this Condition 5.2:

"**Make-Whole Redemption Amount**" shall mean the sum of

(i) 100 per cent of the principal amount of the Notes redeemed; and

(ii) Remaining Interest (as defined below).

"**Remaining Interest**" means the aggregate amount of scheduled but unpaid payment(s) of interest on the Notes from and including the relevant Optional Redemption Date to (but excluding) the date falling three (3) months prior to the Redemption Date (the "**Remaining Interest Period**"). The rate of interest for the Remaining Interest Period shall be:

(i) from (and including) the relevant Optional Redemption Date to (but excluding) the Interest Payment Date immediately following the Testing Date, the Initial Rate of Interest; and

(ii) from (and including) the Interest Payment Date immediately following the Testing Date to the last day of the Remaining Interest Period (excluding such day), the Initial Rate of Interest with the addition of the Step Up Margin;

unless, the Optional Redemption Notice has been given after the date of the Sustainability Verification Report and the Issuer has fulfilled the Emissions Condition in accordance with Condition 4.2 (*Step Up Margin*), in such case the rate of interest for the Remaining Interest Period shall be the Initial Rate of Interest.

The calculations and determinations related to the Make-Whole Redemption Amount made by the Issuer or any party on behalf of the Issuer shall (save for manifest error) be final and binding upon all Noteholders.

5.3 Clean-up Call Option

If at any time the nominal principal amount of the outstanding Notes is twenty-five (25) per cent or less of the aggregate nominal amount of the Notes issued at any time, the Issuer may, at its option, at any time, by giving not less than fifteen (15) nor more than forty-five (45) calendar days' irrevocable notice, which shall specify the date fixed for redemption, to the Issuer Agent and the Noteholders in accordance with Condition 13 (*Notices and Right to Information*), elect to redeem all of the outstanding Notes, in whole but not in part, at their nominal principal amount together with any accrued but unpaid interest to, but excluding, the date of redemption.

6. STATUS AND SECURITY

The Notes constitute direct, unsecured, unguaranteed and unsubordinated obligations of the Issuer ranking *pari passu* among each other and at least *pari passu* with all other present and future unsecured, unguaranteed and unsubordinated obligations of the Issuer, save for such obligations as may be preferred by mandatory provisions of law.

7. PAYMENTS

Interest on and principal of the Notes shall be paid in accordance with the Finnish legislation governing book-entry system and book-entry accounts as well as the rules and decisions of Euroclear Finland.

Should any Interest Payment Date, Prepayment Date (as defined in Condition 8 (*Change of Control*)) or Redemption Date fall on a date which is not a Business Day (as defined below), the payment of the amount due will be postponed to the following Business Day. Any such postponement of the payment date shall not have an impact on the amount payable.

"**Business Day**" means for the purposes of these terms and conditions a day on which banks in Helsinki are open for general business and on which the real time gross settlement system operated by the Eurosystem (T2), or any successor system, is open and the Infinity book-entry securities system is operative.

8. CHANGE OF CONTROL

If, after the Issue Date, any person or group of persons acting in concert (as defined below), directly or indirectly, gains Control (as defined below) of the Issuer (such event a "**Change of Control Event**"), the Issuer shall promptly after becoming aware thereof notify the Noteholders of such Change of Control Event in accordance with Condition 13 (*Notices and Right to Information*).

Upon the occurrence of a Change of Control Event, the Issuer shall on the Prepayment Date (as defined below) prepay the outstanding nominal principal amount of, and the interest accrued but unpaid on, the Notes, but without any premium or penalty, held by the Noteholders who have required prepayment of Notes held by them by a written notice to be given to the Issuer no later than fifteen (15) Business Days before the Prepayment Date. Interest on the Notes to be prepaid accrues until the Prepayment Date (excluding the Prepayment Date).

If Notes representing more than seventy-five (75) per cent of the aggregate nominal principal amount of the Notes have been prepaid on the Prepayment Date pursuant to this Condition 8, the Issuer is entitled to prepay also the remaining outstanding Notes at their nominal principal amount with accrued but unpaid interest, but without any premium or penalty, by notifying the relevant Noteholders in accordance with Condition 13 (*Notices and Right to Information*) no later than fifteen (15) Business Days after the Prepayment Date. Such prepayment may be effected at the earliest on the tenth (10^{th}) Business Day and at the latest on the sixtieth (60^{th}) Business Day following the date of publication of such notice.

"**acting in concert**" (Fi: *yksissä tuumin toimiminen*) means a group of persons who, pursuant to an agreement or understanding (whether formal or informal), actively co-operate, through the acquisition by any of them, either directly or indirectly, of shares in the Issuer, to obtain or consolidate Control of the Issuer;

"**Control**" means either:

(a) acquiring or controlling, directly or indirectly, more than fifty (50) per cent of the total voting rights represented by the shares of the Issuer (being votes which are capable of being cast at general meetings of shareholders); or

(b) capability to appoint or remove at least the majority of the members of the board of directors of the Issuer.

"**Prepayment Date**" means the date falling forty-five (45) Business Days after the publication of the notice referred to in the first paragraph of this Condition 8.

9. NEGATIVE PLEDGE

So long as any Note remains outstanding, the Issuer shall not, and the Issuer shall procure that none of its Subsidiaries (as defined below) will, create any mortgage, charge, lien, pledge or other security interest to secure any other notes, bonds or other similar debt securities issued after the issuance of the Notes that are capable of being listed on a stock exchange or subject to trading in a regulated market or multilateral trading facility (nor create any such security interest to secure any guarantee or indemnity over such notes, bonds or other similar debt securities), unless the granting of such security interest is required under Finnish law or other law governing such notes or other debt securities, or unless prior to or simultaneously therewith the Issuer's obligations under the Notes either (a) are secured equally and ratably therewith or (b) have the benefit of such other security interest or other arrangement (whether or not it includes the granting of a security interest) as shall be approved by a resolution of the Noteholders (as referred to in Condition 12 (*Noteholders' Meeting and Procedure in Writing*)).

"**Subsidiary**" means for the purposes of these terms and conditions a subsidiary within the meaning of Chapter 1, Section 6 of the Bookkeeping Act (1336/1997, as amended, Fi: *kirjanpitolaki*).

10. EVENTS OF DEFAULT

If an Event of Default (as defined below) occurs, any Noteholder may by a written notice to the Issuer declare the outstanding nominal principal amount of such Note together with the interest and any other amounts then accrued on such Note to be prematurely due and payable at the earliest on the tenth (10^{th}) Business Day from the date such notice was received by the Issuer provided that an Event of Default is continuing on the date of receipt of the notice by the Issuer and on the specified early repayment date. Interest on such Note accrues until the early repayment date (excluding the early repayment date). The Issuer shall notify the Noteholders of any Event of Default (and the steps, if any, taken to remedy it) in accordance with Condition 13 (*Notices and Right to Information*) promptly upon becoming aware of its occurrence.

Each of the following events shall constitute an event of default (each an "**Event of Default**"):

(a) **Non-Payment**: any amount of interest on or principal of the Notes has not been paid within five (5) Business Days from the relevant due date, unless the failure to pay is caused by a reason referred to in Condition 14 (*Force Majeure*);

(b) **Cross-default**: any outstanding Indebtedness (as defined below) of the Issuer or any of its Material Subsidiaries (as defined below) in a minimum amount of fifteen million euros (EUR 15,000,000) or its equivalent in any other currency is declared to be due and payable prior to its specified maturity as a result of an event of default (however described) or if any such Indebtedness is not paid when due nor within any originally applicable grace period, if any, or if any security given by the Issuer or any of its Material Subsidiaries for any such Indebtedness becomes enforceable by reason of an event of default.

Notwithstanding anything above in this Condition 10, a Noteholder shall not be entitled to demand repayment under this paragraph (b) and the Issuer shall have no obligation to repay if an event of default under this paragraph (b) has been remedied or waived or if the Issuer or any of its Material Subsidiaries has bona fide disputed the existence of the occurrence of an event of default under this paragraph (b) in the relevant court or in arbitration within forty-five (45) calendar days of the date when the Issuer or its Material Subsidiary became aware of such alleged event of default as long as such dispute has not been finally and adversely adjudicated against the Issuer without any appeal period;

(c) **Negative Pledge**: the Issuer does not comply with its obligations under Condition 9 (*Negative Pledge*);

(d) **Cessation of Business**: the Issuer ceases to carry on its current business in its entirety;

(e) **Winding-up**: an order is made or an effective resolution is passed for the winding-up (Fi: *selvitystila*), liquidation or dissolution of the Issuer or any of its Material Subsidiaries except for (i) actions which are frivolous (Fi: *perusteeton*) or vexatious (Fi: *oikeuden väärinkäyttö*), or (ii) in the case of a Material Subsidiary, on a voluntary solvent basis; or

(f) **Insolvency**: (i) the Issuer or any of its Material Subsidiaries becomes insolvent or is unable to pay its debts as they fall due; (ii) the Issuer or any of its Material Subsidiaries, by reason of actual or anticipated financial difficulties, commences negotiations with one or more of its creditors other than the Noteholders in their capacity as such with a view to rescheduling any of its Indebtedness; or (iii) an application is filed for the Issuer or any of its Material Subsidiaries becoming subject to bankruptcy (Fi: *konkurssi*) or re-organization proceedings (Fi: *yrityssaneeraus*), or for the appointment of an administrator or liquidator of any of the Issuer's or its Material Subsidiaries' assets, save for any such applications that are contested in good faith and discharged, stayed or dismissed within forty-five (45) calendar days.

"**Indebtedness**" means, for the purposes of these terms and conditions, interest-bearing debt including guarantees (whether principal, premium, interest or other amounts) in respect of any notes, bonds or other debt securities or any borrowed money of the Issuer or any of its Material Subsidiaries.

"**Material Subsidiary**" means, for the purposes of these terms and conditions, at any time, any Subsidiary of the Issuer:

(a) whose net sales (consolidated in the case of a Subsidiary which itself has Subsidiaries) or whose total assets (consolidated in the case of a Subsidiary which itself has Subsidiaries) represent not less than ten (10) per cent of the consolidated net sales or the consolidated total net assets of the Group (as defined below) taken as a whole, all as calculated by reference to the then most recent audited financial statements (consolidated or, as the case may be, unconsolidated) of such Subsidiary and the then most recent consolidated audited financial statements of the Issuer; or

(b) to which is transferred the whole or substantially the whole of the sales or assets and undertakings of a subsidiary which, immediately prior to such transfer, was a Material Subsidiary.

11. TAXATION

All payments in respect of the Notes by or on behalf of the Issuer shall be made without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature ("**Taxes**") imposed or levied by or on behalf of Finland or any political subdivision or authority of Finland having power to tax, unless the withholding or deduction of the Taxes is required by law. In such case, the Issuer shall make such payment after such withholding or deduction has been made and shall account to the relevant authorities for the amount so required to be withheld or deducted. The Issuer will not be obligated to make any additional payments to Noteholders in respect of such withholding or deduction.

12. NOTEHOLDERS' MEETING AND PROCEDURE IN WRITING

(a) The Issuer may convene a meeting of Noteholders (a "**Noteholders' Meeting**") or request a procedure in writing among the Noteholders (a "**Procedure in Writing**") to decide on amendments of these terms and conditions or other matters as specified below. Euroclear Finland and the Issuer Agent must be notified of a Noteholders' Meeting or a Procedure in Writing in accordance with the rules of Euroclear Finland.

(b) Notice of a Noteholders' Meeting and the initiation of a Procedure in Writing shall be published in accordance with Condition 13 (*Notices and Right to Information*) no later than ten (10) calendar days prior to the Noteholders' Meeting or the last day for replies in the Procedure in Writing. Furthermore, the notice or the initiation shall specify the time, place and agenda of the Noteholders' Meeting or the last day and address for replies in the Procedure in Writing (or if the voting is to be made electronically, instructions for such voting) as well as any action required on the part of a Noteholder to attend the Noteholders' Meeting or to participate in the Procedure in Writing. No matters other than those referred to in the notice of Noteholder's Meeting or initiation of the Procedure in Writing may be resolved upon at the Noteholders' Meeting or the Procedure in Writing.

(c) Only those who, according to the register kept by Euroclear Finland in respect of the Notes, were registered as Noteholders on the fifth (5^{th}) Business Day prior to the Noteholders' Meeting or on the last day for replies in the Procedure in Writing on the list of Noteholders to be provided by Euroclear Finland in accordance with Condition 13 (*Notices and Right to Information*), or proxies authorized by such Noteholders, shall, if holding any of the principal amount of the Notes at the time of the Noteholders' Meeting or the last day for replies in the Procedure in Writing, be entitled to vote at the Noteholders' Meeting or in the Procedure in Writing and shall be recorded in the list of the Noteholders present in the Noteholders' Meeting or participating in the Procedure in Writing.

(d) A Noteholders' Meeting shall be held in Helsinki, Finland, and its chairman shall be appointed by the Issuer. At the Issuer's discretion, a Noteholder's Meeting may also be held (or participation to a physical meeting enabled) by telecommunications or other electronical or technical means.

(e) A Noteholders' Meeting or a Procedure in Writing shall constitute a quorum only if one (1) or more Noteholders holding in aggregate at least fifty (50) per cent of the principal amount of the Notes outstanding are/is present (in person or by proxy) in the Noteholders' Meeting or provide/provides replies in the Procedure in Writing. Any holdings of the Notes by the Issuer and any companies belonging to its Group are not included in the assessment whether or not a Noteholders' Meeting or a Procedure in Writing shall constitute a quorum.

(f) If, within thirty (30) minutes after the time specified for the start of the Noteholders' Meeting, a quorum is not present, any consideration of the matters to be dealt with at the Noteholders' Meeting may, at the request of the Issuer, be adjourned for consideration at a Noteholders' Meeting to be convened on a date no earlier than ten (10) calendar days and no later than forty-five (45) calendar days after the original Noteholders' Meeting at a place to be determined by the Issuer. Correspondingly, if by the last day to reply in the Procedure in Writing no quorum is reached, the time for replies may be extended as determined by the Issuer. The adjourned Noteholders' Meeting or the extended Procedure in Writing shall constitute a quorum if one (1) or more Noteholders holding in aggregate at least ten (10) per cent of the principal amount of the Notes outstanding are/is present in the adjourned Noteholders' Meeting or provide/provides replies in the extended Procedure in Writing.

(g) Notice of an adjourned Noteholders' Meeting or the extension of the time for replies in the Procedure in Writing, shall be given in the same manner as notice of the original Noteholders' Meeting or the Procedure in Writing. The notice shall also state the conditions for the constitution of a quorum.

(h) Voting rights of the Noteholders shall be determined according to the principal amount of the Notes held on the date referred to in Condition 12(c) above. The Issuer and any companies belonging to its Group shall not hold voting rights at the Noteholders' Meeting or in the Procedure in Writing.

(i) Subject to Condition 12(j) below, resolutions shall be carried by a majority of more than fifty (50) per cent of the votes cast.

(j) A Noteholders' Meeting or a Procedure in Writing is entitled to make the following decisions that are binding on all the Noteholders:

  (i) to amend these terms and conditions of the Notes; and

  (ii) to grant a temporary waiver on these terms and conditions of the Notes.

  However, consent of at least seventy-five (75) per cent of the amount of the votes cast in a Noteholders' Meeting or a Procedure in Writing is required to:

  (i) decrease the principal amount of or interest on the Notes;

  (ii) extend the maturity of the Notes;

  (iii) amend the requirements for the constitution of a quorum at a Noteholders' Meeting or Procedure in Writing; or

  (iii) amend the majority requirements of the Noteholders' Meeting or Procedure in Writing.

  The consents can be given at a Noteholders' Meeting, in the Procedure in Writing or by other verifiable means.

  The Noteholders' Meeting and the Procedure in Writing can authorise a named person to take necessary action to enforce the decisions of the Noteholders' Meeting or of the Procedure in Writing.

(k) When consent from the Noteholders representing the requisite majority, pursuant to Condition 12(i) or Condition 12(j), as applicable, has been received in the Procedure in Writing, the relevant decision shall be deemed to be adopted even if the time period for replies in the Procedure in Writing has not yet expired, provided that the Noteholders representing such requisite majority are registered as Noteholders on the list of Noteholders provided by Euroclear Finland in accordance with Condition 13 (*Notices and Right to Information*) on the date when such requisite majority is reached.

(l) A representative of the Issuer and a person authorized to act for the Issuer may attend and speak at a Noteholders' Meeting.

(m) Resolutions passed at a Noteholders' Meeting or in the Procedure in Writing shall be binding on all Noteholders irrespective of whether they have been present at the Noteholders' Meeting or participated in the Procedure in Writing, and irrespective of how and if they have voted.

(n) Resolutions passed at a Noteholders' Meeting or in the Procedure in Writing shall be notified to the Noteholders in accordance with Condition 13 (*Notices and Right to Information*). In addition, Noteholders are obliged to notify subsequent transferees of the Notes of the resolutions of the Noteholders' Meeting or the Procedure in Writing.

The Issuer shall have the right to amend the technical procedures relating to the Notes in respect of payments or other similar matters without the consent of the Noteholders, a Noteholders' Meeting or a Procedure in Writing.

For the sake of clarity, any resolution at a Noteholders' Meeting or in a Procedure in Writing, which extends or increases the obligations of the Issuer, or limits, reduces or extinguishes the rights or benefits of the Issuer, shall be subject to the consent of the Issuer.

13. NOTICES AND RIGHT TO INFORMATION

Noteholders shall be advised of matters relating to the Notes by (i) a notice published on the official website of the Issuer, (ii) a notice published in Helsingin Sanomat or any other major Finnish daily newspaper selected by the Issuer and/or (iii) with a stock exchange release. Any such notice shall be deemed to have been received by the Noteholders when published in the manner specified in this Condition 13.

Alternatively, the Issuer may deliver notices on the Notes in writing directly to the Noteholders at the address appearing on the list of the Noteholders provided by Euroclear Finland in accordance with the below paragraph (or e.g., through Euroclear Finland's book-entry system or account operators of the book-entry system). Any such notice shall be deemed to have been received by the Noteholders on the third (3rd) Business Day following dispatch.

Notwithstanding any secrecy obligation, the Issuer and the Issuer Agent shall, subject to the rules of Euroclear Finland and applicable laws, be entitled to obtain information on the Noteholders from Euroclear Finland and Euroclear Finland shall be entitled to provide such information to the Issuer. Furthermore, the Issuer and the Issuer Agent shall, subject to the rules of Euroclear Finland and applicable laws, be entitled to obtain from Euroclear Finland a list of the Noteholders, provided that it is technically possible for Euroclear Finland to maintain such list. Each Noteholder shall be considered to have given its consent to actions described above by subscribing or purchasing a Note.

Address for notices to the Issuer is as follows:

Nokian Tyres plc
1 Pirkkalaistie 7
2 37100 Nokia
3 Tel.: +358 10 401 7000
E-mail: treasury@nokiantyres.com

14. FORCE MAJEURE

The Issuer, the Joint Lead Managers, the Issuer Agent or the Paying Agent shall not be responsible for any losses of the Noteholders resulting from:

(a) action of any authorities, war or threat of war, rebellion or civil unrest;

(b) disturbances in postal, telephone or electronic communications or the supply of electricity which are due to circumstances beyond the reasonable control of the Issuer, the Joint Lead Managers, the Issuer Agent or the Paying Agent and that materially affect operations of any of them;

(c) any interruption of or delay in any functions or activities of the Issuer, the Joint Lead Managers, the Issuer Agent or the Paying Agent as a result of fire or other similar disaster;

(d) any industrial action, such as strike, lockout, boycott or blockade affecting materially the activities of the Issuer, the Joint Lead Managers, the Issuer Agent or the Paying Agent even if it only affects part of the employees of any of them and whether any of them is involved therein or not; or

(e) any other similar force majeure or hindrance which makes it unreasonably difficult to carry on the activities of the Issuer, the Joint Lead Managers, the Issuer Agent or the Paying Agent.

15. PRESCRIPTION

In case any payment under the Notes has not been claimed by the respective Noteholder entitled to this payment within three (3) years from the original due date thereof, the right to such payment shall be forfeited by such Noteholder and the Issuer shall be permanently free from such payment.

16. LISTING

The Issuer shall make an application to have the Notes listed on the Helsinki Stock Exchange maintained by Nasdaq Helsinki Ltd within three (3) months of the Issue Date and shall maintain the Notes to be listed thereon as long as any Note is outstanding.

17. PURCHASES

The Issuer may at any time purchase Notes in any manner and at any price. If purchases are made through a tender offer, the possibility to tender must be available to all Noteholders alike subject only to restrictions arising from mandatory securities laws.

The Issuer shall be entitled to cancel, dispose of or hold the Notes purchased in accordance with the first paragraph of this Condition 17.

18. FURTHER ISSUES OF NOTES

The Issuer may from time to time, without the consent of or notice to the Noteholders, create and issue further notes having the same terms and conditions as the Notes in all respects (or in all respects except for the first payment of interest on them, the issue price and/or the minimum subscription amount thereof) by increasing the maximum principal amount of the Notes or otherwise. For the avoidance of doubt, this Condition 18 shall not limit the Issuer's right to issue any other notes.

19. INFORMATION

Copies of the documents relating to the Notes shall be available for inspection during regular office hours at the office of (i) the Issuer Nokian Tyres plc, PL 20, FI-37101 Nokia, Finland; (ii); and Danske Bank A/S c/o Danske Bank A/S, Finland Branch, Kasarmikatu 21 B, FI-00075 DANSKE BANK, Finland, and (iii) Nordea Bank Abp, Satamaradankatu 5, FI-00020 NORDEA, Finland; and OP Corporate Bank plc, Gebhardinaukio 1, FI-00510 Helsinki, Finland.

20. APPLICABLE LAW AND JURISDICTION

The Notes are governed by Finnish law.

Any disputes relating to the Notes shall be settled in the first instance at the District Court of Helsinki (Fi: *Helsingin käräjäoikeus*).

ISSUER
Nokian Tyres plc
PL 20
FI-37101 Nokia
Finland

JOINT LEAD MANAGERS

Danske Bank A/S	Nordea Bank Abp	OP Corporate Bank plc
c/o Danske Bank A/S, Finland Branch Kasarmikatu 21 B 00130 Helsinki, Finland	Hamnbanegatan 5 00020 NORDEA	Gebhardinaukio 1 00510 HELSINKI

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