



# CORPORATE GOVERNANCE STATEMENT

**MAKING THE WORLD SAFER,  
OVER AND OVER AGAIN**

Launch team ramping up the Romania factory



**WHEN LEARNING  
HOW TIRES ARE MADE  
THERE IS ALWAYS  
SOMETHING NEW TO  
DISCOVER**

# Corporate Governance Statement 2024

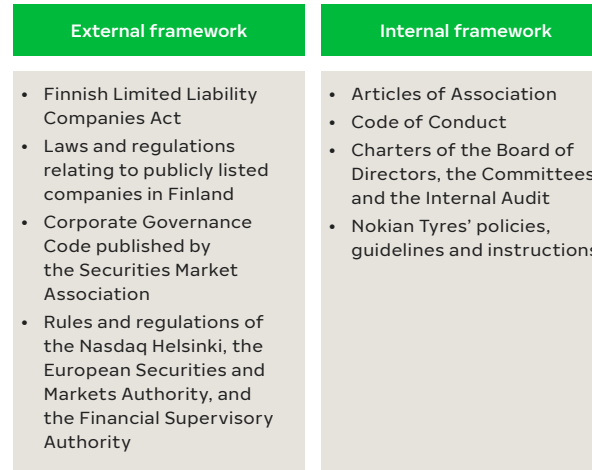
## I Introduction

Nokian Tyres plc (Nokian Tyres or Company) complies without deviation with the Finnish Corporate Governance Code (Code) in force, adopted by the Securities Market Association. The Code is available in its entirety at [www.cgfinland.fi/en/corporate-governance-code](http://www.cgfinland.fi/en/corporate-governance-code). The Company's Board of Directors has approved the Corporate Governance Statement on February 4, 2025.

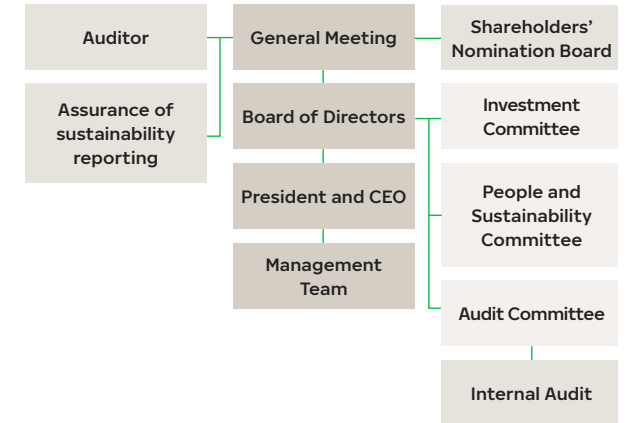
The Corporate Governance Statement will be published as part of the Report by the Board of Directors in the Annual Report 2024. This Corporate Governance Statement and updated information about the governance and remuneration of the Company is available on the Company's website at [company.nokiantyres.com/investors/corporate-governance](http://company.nokiantyres.com/investors/corporate-governance).

Nokian Tyres' corporate governance is based on the regulatory framework and administrative organization described in the pictures on the right. The Company's auditor verifies that the Corporate Governance Statement and its related descriptions of the internal reporting controls and risk management correspond to the financial reporting process.

## Nokian Tyres' regulatory framework for Corporate Governance



## Nokian Tyres' administrative organization



## II Governance bodies

Nokian Tyres is a Finnish limited liability company, and its registered place of business is Nokia, Finland. The parent company Nokian Tyres plc and its subsidiaries form the Nokian Tyres Group (Group). The administrative bodies of Nokian Tyres, i.e., the General Meeting, the Board of Directors, and the President and CEO, are responsible for the administration and operation of the Group. The General Meeting elects the members of the Board of Directors, and the Chair and possibly the Deputy Chair of the Board of Directors upon the proposal by the Shareholders' Nomination Board. The Board of Directors appoints the Company's President and CEO. The President and CEO is assisted by the Group's Management Team in leading the Company's operations.

### General Meeting

Nokian Tyres' highest decision-making power is held by the General Meeting, whose tasks and procedures are outlined in the Finnish Limited Liability Companies Act and the Articles of Association. The Annual General Meeting decides, among others, the following matters:

- adoption of the Company's annual accounts
- profit distribution
- discharging the Board of Directors and the President and CEO from liability
- number of members in the Board of Directors, the election of the Board members and the auditor, and their remuneration
- amendments to the Articles of Association, share issues, and acquisition of the Company's own shares
- adoption of the Remuneration Policy at least every four years and the Remuneration Report annually. Resolutions of the General Meeting regarding the policy and the report are advisory.

The Annual General Meeting is held by the end of May of each year on a date determined by the Board of Directors, either in Nokia, Tampere, Helsinki or entirely without a meeting venue, as virtual meeting. In virtual meetings, shareholders may exercise their full decision-making power, including the right to present questions and to vote, by using remote connection and technical means.

An Extraordinary General Meeting is called whenever the Board of Directors considers this to be necessary or if an auditor or a group of shareholders with a holding of a total of at least one-tenth of all the shares in the Company requires it in writing to address a particular issue.

A shareholder may request the General Meeting to discuss a specific issue falling within the competence of the General Meeting, if they send a written request to the Board of Directors before the deadline posted on Nokian Tyres' website for submitting such requests. In 2024, this date was March 8, 2024. No requests were submitted by the shareholders.

Notice of a General Meeting is published as a stock exchange release and on the Company's website. The notice sets out the agenda of the meeting.

Nokian Tyres' Articles of Association are available on the Company's website at [company.nokiantyres.com/investors/corporate-governance/articles-of-association](https://company.nokiantyres.com/investors/corporate-governance/articles-of-association).

Shareholders are entitled to participate in the General Meeting if they are registered in the Company's shareholders' register, maintained by Euroclear Finland Ltd, on the record date separately indicated by the Company. A holder of nominee registered shares can be temporarily registered in the shareholders' register of the Company for purposes of participation in the General Meeting.

The following persons are usually present in the Annual General Meeting: the Chair of the Board of Directors, the Board members, the President and CEO, members of the Group's Management Team and the auditor. Board member candidates shall be present at the General Meeting deciding on their election, unless there is a particularly compelling reason for their absence.

The Annual General Meeting for 2024 was held on April 30, 2024 in Helsinki, Finland.

The meeting

- adopted the Financial Statements
- discharged the Board of Directors and the President and CEO from liability for the fiscal year 2023
- adopted Nokian Tyres' Remuneration Report for governing bodies and the Remuneration Policy, which shall be applied until the 2028 Annual General Meeting, unless a revised policy is presented to the General Meeting before that
- decided on the payment of dividend
- authorized the Board of Directors to resolve on the second installment of dividend
- decided on the composition of the Board of Directors and their remuneration and the election of the auditor and its remuneration
- authorized the Board of Directors to decide on the repurchase of the Company's own shares as well as on the issuance of shares and special rights entitling to shares and to decide on donations.

The documents related to the Annual General Meeting are available on the Company's website at [company.nokiantyres.com/investors/corporate-governance/annual-general-meeting](https://company.nokiantyres.com/investors/corporate-governance/annual-general-meeting).

## Shareholders' Nomination Board

Nokian Tyres' Shareholders' Nomination Board (Nomination Board) was established by the decision of the Annual General Meeting in 2020. According to 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, Chair and possible Deputy Chair of the Board of Directors
- the preparation of proposal for remuneration of the members of the Board of Directors and the Board committees
- seeking prospective successor candidates for the members of the Board of Directors.

The Nomination Board consists of the representatives of Nokian Tyres' four largest shareholders, registered in Euroclear on the first banking day of June, who accept the assignment. In addition, the Nomination Board includes the Chair of the Board of Directors. The Nomination Board gives its proposal to the Board annually no later than January 31 preceding the next Annual General Meeting.

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.

The following members were appointed to the Nomination Board in 2024:

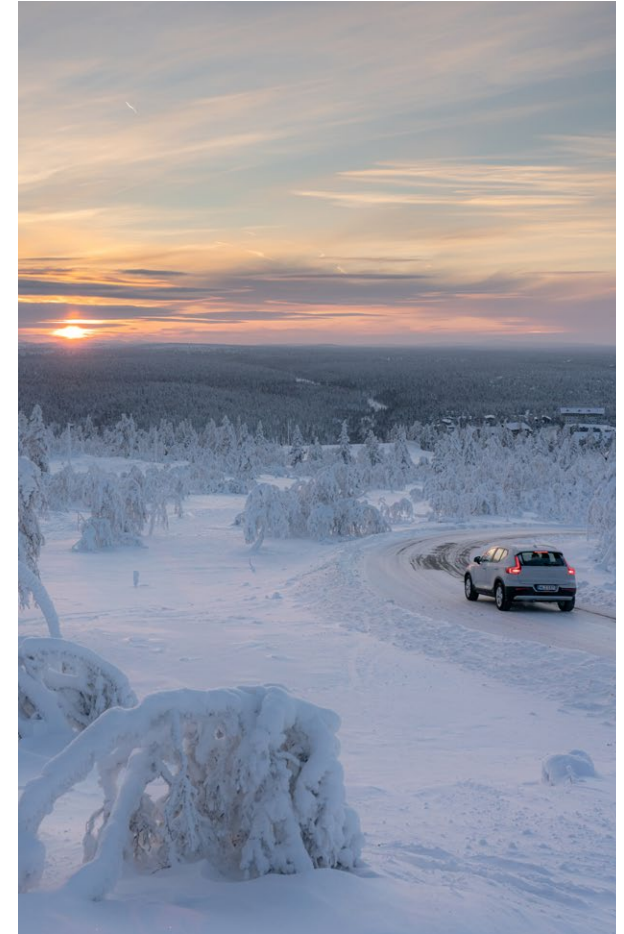
- Pauli Anttila (Investment Director, Solidium Oy), appointed by Solidium Oy
- Timo Sallinen (Director, Head of Listed Securities, Varma Mutual Pension Insurance Company), appointed by Varma Mutual Pension Insurance Company
- Mikko Mursula (Deputy CEO, Investments, Ilmarinen Mutual Pension Insurance Company), appointed by Ilmarinen Mutual Pension Insurance Company
- Marie Karlsson (Chief Investment Officer, Nordic, Finnish and Swedish Equities at Nordea Asset Management) appointed by Nordea funds
- Jukka Hienonen, Chair of the Board of Directors, Nokian Tyres plc.

In January 2025, Solidium Oy appointed Petter Söderström as a member of the Nomination Board after Pauli Anttila left the service of Solidium Oy.

The proposals by the Nomination Board to the Annual General Meeting 2025 were published on January 17, 2025.

Before this, the Nomination Board had five meetings. The members' attendance rate was 100%. The Nomination Board had four male members and one female member.

The Charter of the Nomination Board is available at [company.nokiantyres.com/Investors/corporate governance/Shareholders' nomination board/charter](https://www.nokiantyres.com/Investors/corporate_governance/Shareholders%20nomination_board/charter).



## Board of Directors

### Operation of the Board of Directors

The Board of Directors is responsible for the Nokian Tyres' corporate governance and the appropriate organization of its operations pursuant to the Finnish Limited Liability Companies Act and other regulations. The Board of Directors holds the general authority in company-related issues, unless other Company bodies have the authority under the applicable legislation or the Articles of Association. The policies and key tasks of the Board of Directors are defined in the Finnish Limited Liability Companies Act, the Articles of Association, and the Board of Directors' Charter. The key tasks include:

- approving Consolidated Financial Statements, Half Year Reports and Interim Reports
- presenting matters to the General Meeting
- appointing and dismissing the President and CEO
- organizing of financial control.

In addition, the Board of Directors reviews and decides on matters of principle as well as issues that carry financial and business significance, such as:

- the Group's strategy and financial objectives
- the Group's budget, and investment plans
- the Group's risk management and reporting procedures
- decisions concerning the structure and organization of the Group
- significant individual investments, acquisitions, divestments, and reorganizations
- the Group's financing policies
- reward and incentive schemes for the Group's management
- monitoring compliance with the applicable legal and regulatory requirements and the corporate policies, such as Code of Conduct, approved by the Board of Directors
- appointing Board committees
- monitoring and evaluating the actions of the President and CEO.

The President and CEO ensures that the Board members have the necessary and sufficient information on the Company's operations. The Board of Directors assesses its activities and operating methods by carrying out a self-evaluation once a year.

### Composition of the Board of Directors


According to the Articles of Association of Nokian Tyres, the Board of Directors comprises no fewer than four and no more than nine members. The proposal regarding the composition and remuneration of the Board of Directors is prepared by the Nomination Board for the General Meeting. The number of Board members and the composition of the Board of Directors shall be such that the Board is capable of efficiently carrying out its tasks, while taking into account the requirements set by the Company's operations and its stage of development. The elected Board members must be qualified for the task and able to devote enough time for the Board duties.

Members of the Board of Directors are elected at the Annual General Meeting for a one-year term of office that begins after the closing of the Annual General Meeting and ends at the closing of the next Annual General Meeting. In 2024, the Annual General Meeting elected nine Board members and appointed the Chair and the Deputy Chair of the Board of Directors upon the proposal by the Nomination Board.



Board of Directors, December 31, 2024




**Jukka Hienonen**  
**Chair of the Board**  
 b. 1961, male   
 Member of the Board since 2020  
 Member of the People and Sustainability Committee.  
 Member of the Shareholders' Nomination Board.  
**Education:** Master of Science (Economics)  
**Main occupation:** Board professional  
**Key positions of trust:** –  
**Shareholdings:** 52,100\*




**Pekka Vauramo**  
**Deputy Chair of the Board**  
 b. 1957, male   
 Member of the Board since 2018  
 Member of the Investment Committee.  
**Education:** Master of Science (Technology)  
**Main occupation:** Board professional  
**Key positions of trust:** Chair of the Board: Huhtamäki Oyj  
**Shareholdings:** 12,863\*




**Elina Björklund**  
 b. 1970, female   
 Member of the Board since 2024  
 Chair of the People and Sustainability Committee.  
**Education:** M.Sc. (Econ), IDBM pro (International Design Business Management -program)  
**Main occupation:** CEO, EBIT Oy  
**Key positions of trust:**  
 Chair of the Board: Reima Group Ltd., Helsinki School of Economics Support Foundation and Corporate Advisory Board. Member of the Board: Taaleri Plc, Urlus Foundation. Chair of the commission: LSR Foundation of Economic Education Foundation. Member of the commission: EVA Finnish Business and Policy Forum.  
**Shareholdings:** 3,767\*



**Susanne Hahn**  
 b. 1976, female   
 Member of the Board since 2022  
 Member of the People and Sustainability Committee.  
**Education:** University Diploma of Economics  
**Main occupation:** Founding and Managing Partner of SKV Invest & affiliates  
**Key positions of trust:**  
 Chair of the Board: Zefyron GmbH. Member of the Board: Klingele Paper & Packaging SE & Co KG, HyperPark Ltd., SENTImotion GmbH, 1886Technologies GmbH and Invest BW – Innovation & Investment funding program of the state of Baden-Württemberg.  
**Shareholdings:** 13,679\*



**Markus Korsten**  
 b. 1970, male   
 Member of the Board since 2023  
 Member of the Investment Committee.  
**Education:** Study of Applied Physics, Dipl. Ing. (FH)  
**Main occupation:** Board professional  
**Key positions of trust:** Member of the Board: Zefyron GmbH.  
**Shareholdings:** 5,037\*

\*Including own holdings and controlled entities.



**Elisa Markula**

b. 1966, female

Member of the Board since 2024  
Member of the Audit Committee.

**Education:** Master of Science  
(Economics)

**Main occupation:**

CEO, VR-Group Plc

**Key position of trust:** Member of  
the Board: Finland Chamber of  
Commerce (Deputy Chair), Service  
Sector Employers Palta (Member of  
the Executive Committee)  
Member of the Supervisory Board:  
Varma Mutual Pension Insurance  
Company.

**Shareholdings:** 2,651\*



**Christopher Ostrander**

b. 1968, male

Member of the Board since 2021  
Chair of the Investment Committee.

**Education:** B.Sc. (Mechanical  
Engineering); M.Sc. (Engineering  
Management); MBA

**Main occupations:** CEO, CEO8  
Consulting

**Key positions of trust:** Chair of the  
Board: Kensington Hill Partners II, LLC,  
and Kensington Hill Capital, LLC. Chair  
of the Board of Trustees: University  
of Findlay. Limited Partner Advisor:  
Tamarind Hill Management, LLC.  
Strategic Partner: SKV Invest. Board  
of Advisors: Bluegrass Alpha Partners.  
**Shareholdings:** 8,427\*



**Jouko Pöiönen**

b. 1970, male

Member of the Board since 2021  
Chair of the Audit Committee.

**Education:** M.Sc. (Econ & Bus. Adm.),  
Authorized Public Accountant, eMBA  
**Main occupation:** President and CEO,  
Ilmarinen Mutual Pension Insurance  
Company

**Key positions of trust:** Chair of the  
Board: The Finnish Foundation for  
Share Promotion. Member of the  
Board: The Finnish Pension Alliance  
TELA, Finance Finland FFI and  
Excellence Finland.

**Shareholdings:** 32,457\*



**Reima Rytsölä**

b. 1969, male

Member of the Board since 2023  
Member of the Audit Committee.

**Education:** M.Soc.Sc (Econ)

**Main occupation:** CEO, Solidium Oy

**Key positions of trust:**

Member of the Board: Metso  
Corporation and Stora Enso Oyj.

**Shareholdings:** 10,037\*

\*Including own holdings and controlled entities.

### Independence of the members of the Board of Directors

At its organizing meeting, all elected Board members were assessed by the Board of Directors to be independent of the Company and of the significant shareholders, except Reima Rytsölä, who was assessed to be independent of the Company and not independent of a significant shareholder (Solidium Oy) in accordance with the recommendation in the Code.

### The Board of Directors meetings and members' attendance at meetings

The Board's key priorities in 2024 included, among others, appointment of the new President and CEO, factory investments in Oradea and Dayton, and topics related to long-term growth strategy. The Board visited the factory in Oradea, Romania, and the Investment Committee visited US factory in Dayton, Tennessee.

The Board of Directors convened a total of 12 times in 2024.

Member of the Board	Number of meetings	Meeting attendance %
Jukka Hienonen (Chair)	12/12	100%
Pekka Vauramo (Deputy Chair)	12/12	100%
Eliina Björklund (Member since*)	9/9	100%
Susanne Hahn	12/12	100%
Markus Korsten	12/12	100%
Veronica Lindholm (Member until*)	4/4	100%
Elisa Markula (Member since*)	9/9	100%
Christopher Ostrander	10/12	83%
Jouko Pölonen	12/12	100%
George Rietbergen (Member until*)	3/4	75%
Reima Rytsölä	12/12	100%

\*April 30, 2024

### Diversity of the Board of Directors

Nokian Tyres sees diversity as a success factor enabling the achievement of the Company's strategic goals and business growth. In practice, diversity includes factors such as complementary expertise of the members, their education and experience in different professional areas and industrial sectors in which the Group mainly operates, age, nationality and balanced gender diversity. Leadership experience and personal competencies are also considered in the composition of the Board of Directors. These objectives can be achieved with thorough and early preparation when considering the Board composition.





The members of the Board of Directors have relevant experience in the following: CEO experience, tire industry, consumer goods industry, international experience especially in the Nordic, Central European and North American markets, financing, corporate risk management, and corporate governance. The Nomination Board evaluates the realization of diversity when preparing a proposal for the composition of the Board of Directors to the General Meeting. The objectives regarding diversity are considered to be met in sufficient quantity.

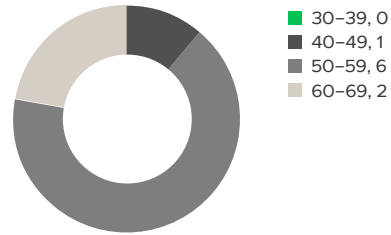
The principles concerning the election of the Board of Directors and its diversity are available on the Company's website at [company.nokiantyres.com/investors/corporate-governance/board-of-directors](https://www.nokiantyres.com/investors/corporate-governance/board-of-directors).

### Committees of the Board of Directors

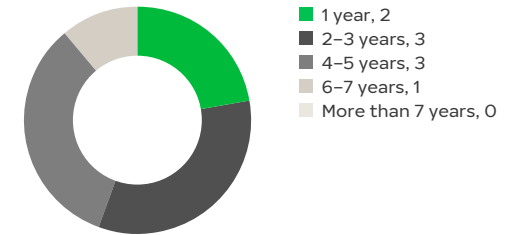
The Board of Directors will decide on the committees and their chairs and members each year. In 2024, the Board of Directors had three committees: Audit Committee, People and Sustainability Committee and Investment Committee, which the Board of Directors decided to establish in its organizing meeting on April 30, 2024.

Each committee must include no fewer than three members having the competence and expertise necessary for working in the committee. At least one member of the Audit Committee must have expertise in accounting or auditing. The majority of the members of the Audit Committee must be independent of the Company, and at least one member must be independent of the Company's major shareholders. The majority of the members of the People and Sustainability Committee must be independent of the Company.

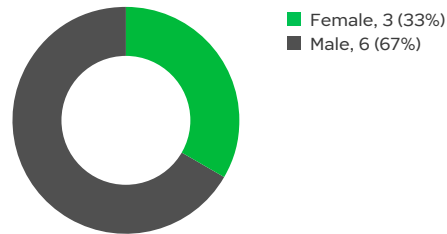
Age



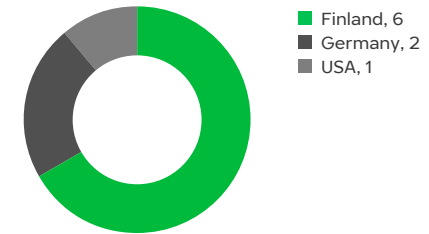
Tenure



Gender



Nationality



Information in the graphs reflect the composition of the Board on December 31, 2024.

The President and CEO and the other members of the Group's Management Team may not act as members of the Audit Committee or the People and Sustainability Committee. The committees have no independent decision-making power; collective decisions are made by the Board of Directors, which is responsible for carrying out the tasks assigned to the committees.

### Audit Committee

The Audit Committee assists the Board of Directors in its regulatory duties and reports to the Board of Directors. According to the Committee Charter, the Audit 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
- follows and assesses the reporting process for Financial Statements as well as any significant changes in the accounting policies and the items valued in the balance sheet
- 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
- 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
- handles the auditor's report and possible audit minutes as well as the supplementary report presented by the auditor to the committee
- prepares the draft resolution on selecting the auditor
- 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.

As a general rule, the Company's chief auditor participates in the committee's meetings.

### Audit Committee members, meetings and meeting attendance in 2024

Member of the Audit Committee	Number of meetings	Meeting attendance %
Jouko Pölönen (Chair)	5/5	100%
Elisa Markula (Member since*)	3/3	100%
Christopher Ostrander (Member until*)	2/2	100%
Reima Rytösölä	5/5	100%

\*April 30, 2024

### People and Sustainability Committee

The main duties and working principles of the People and Sustainability Committee are defined in a written charter and they include:

- preparing a proposal to the Board of Directors on the Company's President and CEO and on the salary and other incentives paid to the President and CEO
- preparing a proposal to the Board of Directors on the nominations, salaries and other incentives of the Group's Management Team members
- reviewing and submitting a proposal to the Board of Directors on the allocation and criteria of the Nokian Tyres share-based incentive plans and on the other incentive plans
- preparation of the Remuneration Policy and the Remuneration Report for the Board of Directors and the President and CEO
- preparing sustainability issues for the Board of Directors and monitoring developments in the operating environment and regulation relating to sustainability
- preparing and reviewing the Sustainability Statement as part of the Report by the Board of Directors and Annual Report.

### People and Sustainability Committee members, meetings and meeting attendance in 2024

Member of the People and Sustainability Committee	Number of meetings	Meeting attendance %
Veronica Lindholm (Chair until*)	1/1	100%
Elina Björklund (Chair since*)	4/4	100%
Susanne Hahn	5/5	100%
Jukka Hienonen	5/5	100%
Pekka Vauramo (Member until*)	1/1	100%

\*April 30, 2024

### Investment Committee

The Investment Committee focuses on the Company's strategic investments to ensure that they maximize shareholder value. According to the Committee Charter, the Committee has the following responsibilities:

- guide, oversee, and review the performance of the Company's strategic investment options
- review and provide input to the Company's strategic investment options prior to management's strategic planning session each year and before presenting to the Board of Directors
- work with management and outside advisors to identify potential strategic targets for mergers and acquisitions
- evaluate, review, and make recommendations with respect to other related matters as may be determined by the Committee.

In addition, the Committee also performs other tasks assigned to it by the Board of Directors, as well as other matters which the Committee deems appropriate to prepare and discuss.

**Investment Committee members, meetings and meeting attendance in 2024**

Member of the Investment Committee	Number of meetings	Meeting attendance %
Christopher Ostrander (Chair)	2/2	100%
Markus Korsten	2/2	100%
Pekka Vauramo	2/2	100%

**President and CEO**

The President and CEO is responsible for

- conducting the Group’s business and managing the Company operations in accordance with the Finnish Limited Liability Companies Act and the instructions and guidelines provided by the Board of Directors
- preparing the Group’s strategy and objectives for the Board of Directors
- informing the Board of Directors regarding the development of the Company’s business and financial situation
- implementing the approved strategy and plans
- ensuring the legal compliance of the Company’s bookkeeping
- arranging reliable asset management.

The President and CEO is elected by the Board of Directors. Jukka Moisio was the Company’s President and CEO since May 27, 2020. In a stock exchange release issued on March 27, 2024, Nokian Tyres plc’s President and CEO Jukka Moisio announced to the Board of Directors his intention to retire from the Company during 2024. The Company announced on July 20, 2024, that Paolo Pompei has been appointed as the new CEO of Nokian Tyres plc. Pompei started in the position on January 1, 2025. Jukka Moisio continued as CEO until Pompei’s commencement.

**Jukka Moisio**

b. 1961, male

**Education:** Master of Science (Economics), MBA

**Position:** President and CEO May 27, 2020–December 31, 2024

**Key experience:**

2008–2019 Huhtamäki Oyj, President and CEO  
 2004–2008 Ahlstrom Oyj, President and CEO  
 1991–2004 Ahlstrom Oyj, various management positions  
 1989–1991 McKinsey & Company, Associate

**Key positions of trust:**

Chair of the Board: Paulig Oy and Sulapac Oy  
 Member of the Board: Metsä Board Corporation and Cargotec (Vice Chair of the Board)

**Shareholdings on December 31, 2024**

	Number of shares
Jukka Moisio, President and CEO	22,921*

\*Including own holdings and controlled entities.

**Management Team**

The Group’s Management Team is responsible for assisting the President and CEO in preparing the Company’s strategy and in operative management. Members of the Management Team carry the main responsibility for their business areas and functions. The Management Team has no activities based on the applicable legislation or the Articles of Association. According to the Group’s meeting practices, the Management Team assembles approximately 12 times per year. In addition to the President and CEO, the heads of the business units, business areas and functions participate in the meetings.



Management Team, December 31, 2024



**Jukka Moisio**

b. 1961, male  
President and CEO  
**Education:** Master of Science (Economics), Master of Business Administration  
**Shareholdings:** 22,921\*



**Päivi Antola**

b. 1971, female  
Communications, Investor Relations and Brand  
**Education:** Master of Arts, CEFA  
**Shareholdings:** 5,799\*



**Elisa Erkkilä**

b. 1967, female  
Legal and Compliance  
**Education:** Master of Laws, Trained on the Bench, Master of Comparative Laws  
**Shareholdings:** 0\*



**Niko Haavisto**

b. 1972, male  
Finance  
**Education:** Master of Science (Economics)  
**Shareholdings:** 11,250\*



**Anna Hyvönen**

b. 1968, female  
Passenger Car Tyres and Vianor  
**Education:** Licentiate of Science (Technology)  
**Shareholdings:** 22,010\*



**Adrian Kaczmarczyk**

b. 1971, male  
Operation Excellence  
**Education:** Dipl. Ing. Engineering, Master of Business Administration  
**Shareholdings:** 3,420\*



**Jukka Kasi**

b. 1966, male  
Products and Innovations  
**Education:** Master of Science (Technology)  
**Shareholdings:** 48,616\*



**Päivi Leskinen**

b. 1965, female  
Human Resources  
**Education:** Master of Social Sciences  
**Shareholdings:** 1,182\*



**Manu Salmi**

b. 1975, male  
Heavy Tyres and Nokia Factory  
**Education:** Master of Military Sciences, Master of Science (Economics), Master of Business Administration  
**Shareholdings:** 31,657\*

\*Including own holdings and controlled entities.

More detailed information concerning the Group's Management Team is available on the Company's website at [company.nokiantyres.com/investors/corporate-governance/group-management-team](https://company.nokiantyres.com/investors/corporate-governance/group-management-team).

### III Descriptions of mechanisms of internal control and risk management

#### Internal control

The purpose of the Group's internal control mechanisms is to ensure that the Company's operation is in line with the applicable laws and regulations and the Nokian Tyres' Code of Conduct. As regards the financial reporting process, the purpose of the Group's internal control mechanisms is to ensure that the financial reports released by the Company have been compiled in accordance with the accounting principles applied by the Company and that they contain essentially correct information on the Group's financial position, and to ensure that financial reporting is accurate and reliable. Nokian Tyres has defined group-level policies and instructions for the key operative units specified below in order to ensure efficient and profitable Company operations. Internal controls are specific mechanisms to manage and mitigate risks.

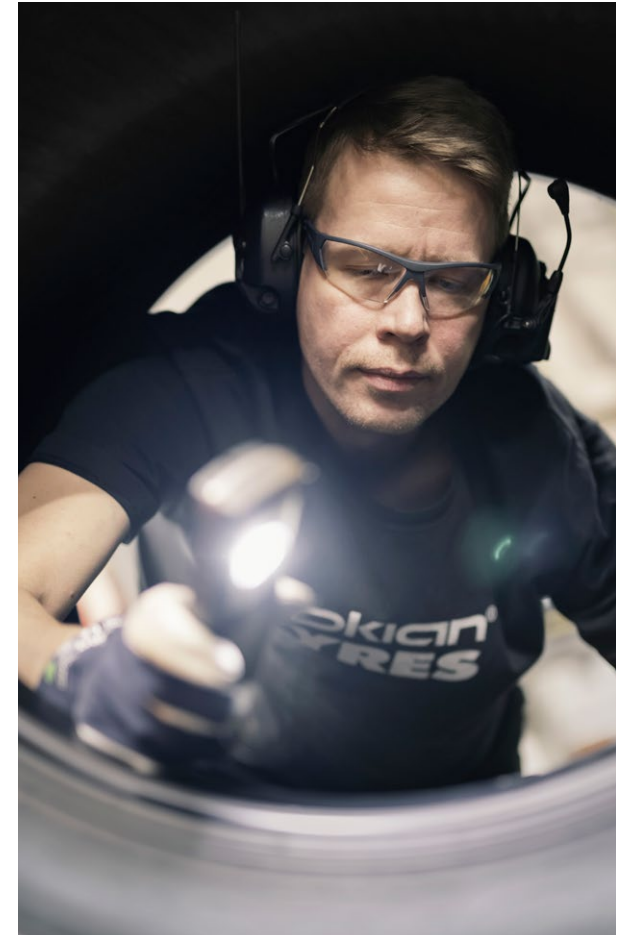
The Group's business consists of Passenger Car Tyres, Heavy Tyres, and Vianor business units. Passenger Car Tyres is further divided into the following business areas: Nordics, Central Europe, and North America. Heavy Tyres and Passenger Car Tyres business units are responsible for their own operations, financial results, risk management, balance sheet and investments, supported by different functions. The Group's sales companies serve as product distribution channels in local markets.

The Board of Directors is responsible for the functionality of the internal control mechanisms, which are managed by the Company's management and implemented throughout the organization. Internal control is an integral part of all activities of the Group at all levels. Nokian Tyres' operative management bears the main responsibility for operational control. Every supervisor is obliged to

ensure sufficient control over the activities belonging to his or her responsibility and to continuously monitor the functionality of the control mechanisms. The Chief Financial Officer (CFO) is responsible for organizing financial administration and reporting processes and the internal control thereof. Finance function is responsible for internal and external accounting; its tasks include, among others, producing financial information concerning the different areas and ensuring the accuracy of this information.

The preparation process of the Consolidated Financial Statements (IFRS), the related control measures, and the task descriptions and areas of responsibility related to the reporting process are defined. The Company's Finance function produces the consolidations and information for the group level and the different areas. Each legal entity within the Group produces its own information in compliance with the instructions provided and in line with local legislation. The Group's Finance function is centrally responsible for the interpretation and application of financial reporting standards as well as for monitoring compliance with these standards.

Effective internal control requires sufficient, timely, and reliable information in order for the Company's management to be able to monitor the achievement of targets and the efficiency of the control mechanisms. This refers to financial information as well as other kinds of information received through IT systems and other internal and external channels. The instructions on financial administration and other matters are shared on the Company's intranet, and training is organized for personnel with regard to these instructions when necessary. Communication with the business units is continuous. The Company's financial performance is internally monitored by means of monthly reporting complemented with updated forecasts. The financial results are communicated to Company's personnel immediately after the official stock exchange releases have been published.



## Investor relations and communications

The goal of Nokian Tyres' Investor Relations is to regularly and consistently provide the stock market with essential, correct, sufficient, and up-to-date information that is subsequently used to determine the share value. The operations are based on equality, openness, and accuracy. More detailed information concerning the IR and communication principles is available on the Company's website at [company.nokiantyres.com/investors/investor-relations/ir-principles](https://company.nokiantyres.com/investors/investor-relations/ir-principles).

## Risk management

The purpose of the Enterprise Risk Management (ERM) is to ensure that Nokian Tyres' management and the Board of Directors have sufficient information in decision making, both in strategy-setting and performance-driving, of risks that could have impact on creating, preserving, and realizing value of Nokian Tyres Group. The ERM provides a structured framework to proactively manage risks, protect reputation and business continuity, and enhance decision-making processes. Its holistic approach considers both financial and non-financial risks.

The Enterprise Risk Management Policy, approved by the Board of Directors, defines the framework for ERM and promotes risk awareness and proper management of risks in the Group. The management of financial risks is defined on the Treasury Policy approved by the Board of Directors.

The Group ERM framework is organized into five interrelated components:

- Governance and Culture
- Strategy and Objective-Setting
- Performance and Risk Assessment
- Review and Revision
- Information, Communication and Reporting.

Nokian Tyres' Board of Directors, assisted by the Audit Committee, oversees the Group's overall enterprise risk management, provides oversight of the strategy, and carries out governance responsibilities to support management in achieving strategy and business objectives under the direction of the Board of Directors.

The President and CEO and the Group's Management Team hold overall responsibility for the risk management in the Group. The ERM is not a separate function but integrated into existing business processes and practices at all levels of the organization. Each Business Unit, Business Area and function is responsible for maintaining sufficient and systematic risk assessment and reporting on the own responsibility area. The line management is operationally accountable for managing the most relevant risks as part of its daily activities and each employee is encouraged to identify, report and manage the risks within their area of responsibility.

Treasury and Risk Management in Finance coordinates the overall ERM framework and process, supports the businesses in implementation and performs specified risk management tasks e.g. the Group risk review. Treasury and Risk Management is responsible for improving and maintaining the methods, tools, and reporting associated with the ERM.

The ERM is part of the general management and internal control system. The integrated management system complies with the requirements of international standards.

The Nokian Tyres Group ERM framework is based on the COSO framework and SFS-ISO 31000 standard and the Code for listed companies. All operative factories are certified to ISO 9001 (quality), ISO 14001 (environment), and ISO 45001 (safety) standards. The Group is committed to the UN Global Compact framework for responsible and sustainable business practices.

Internal Audit is an outsourced service reporting to the Board of Directors and providing independent assurance on the effectiveness of risk management and compliance processes. The most significant risks and uncertainties known to the Company are described in the Report by the Board of Directors.

## IV Other information provided

### Internal audit

Nokian Tyres' Internal Audit systematically carries out assessments and audits on the efficiency of risk management, internal control, and corporate governance processes. Internal Audit is an independent and objective function aimed at helping the organization achieve its goals. The principles for Internal Audit have been confirmed in the Internal Audit Charter and Policy, approved by the Board of Directors.

The Nokian Tyres Group's Internal Audit is organized by outsourcing principle. The outsourced Internal Audit team reports administratively to the CFO and functionally to the Audit Committee providing independent assurance on the effectiveness of risk management and compliance processes. Each year, the Audit Committee approves the focus areas for Internal Audit.

The operation of Internal Audit covers all business activities, functions and processes within the Nokian Tyres Group. The audit assignments are based on the key strategic focus areas of the Company's operations and the associated risks. The audit findings, recommendations and management action plans are presented to the Audit Committee, followed by ongoing monitoring and follow-up on the implementation of the management action plans.

In 2024 Internal Audit has performed audits in accordance with the annual audit plan covering manufacturing locations and Business Area activities and processes. Internal Audit has also collaborated with compliance and other assurance functions in Nokian Tyres.

## Related party transactions

Nokian Tyres determines and monitors related parties in accordance with the International Accounting Standards (IAS 24, Related Party Disclosures) and other applicable regulations. The Company has procedures in place to identify and define its related parties and assesses and monitors related party transactions to ensure that all conflicts of interest and the Company's decision-making process are appropriately taken into account. The Audit Committee monitors and assesses how agreements and other legal acts between the Company and its related parties meet the requirements of ordinary activities and arm's length terms in accordance with applicable laws and regulations. The Company's financial management monitors and supervises related party transactions as part of the Company's normal reporting and monitoring procedures and reports to the Audit Committee on a regular basis. The Company only has related party transactions that are a part of normal business, and the information regarding them is provided in the Annual Report. The decision-making processes have furthermore been structured in order to avoid conflict of interests. In case the Company would have any transactions that are not part of the Nokian Tyres' ordinary course of business or are not implemented under arm's length terms, such transactions shall be handled by the Audit Committee and approved by the Board of Directors and provided in the Annual Report.

## Insider management

Nokian Tyres complies with the guidelines for insider trading drawn up by Nasdaq Helsinki Ltd. Furthermore, the Company has drawn up separate Insider Guidelines that have been approved by the Board of Directors and that supplement other insider regulations and include instructions about insider administration.

Nokian Tyres does not maintain a permanent insider register. Insiders are identified on a case-by-case basis for specific projects. Project-specific insider lists are drawn up of people involved in insider projects of the Company. Persons in possession of insider

information are not allowed to trade in Nokian Tyres' financial instruments until the insider project has expired, or it has been published. Those entered into a project-specific insider list are notified of their entry into the said list and the duties it entails, as well as the termination of the insider project.

Nokian Tyres maintains a separate list of persons discharging managerial responsibilities and their closely associated persons. In 2024, the persons discharging managerial responsibilities in the Company, as defined in the Market Abuse Regulation, were the members of the Board of Directors, the President and CEO and the CFO.

Persons discharging managerial responsibilities in the Company are allowed to trade with Nokian Tyres' financial instruments only for a period of 30 days after the publication day of the Company's Financial Statement Report, Half Year Report, or Interim Report. The same applies also to the members of the Group's Management Team and persons who participate in the preparation, maintaining, and/or publication of the Company's financial reports. The said trading restriction also applies to persons who process financial reporting and forecasts of the Nokian Tyres Group.

Nokian Tyres' General Counsel is responsible for the management of insider matters in the Company and the related communication (trading restrictions, notification and publication of management transactions). The CFO is the Group General Counsel's substitute for insider matters.

## Whistleblowing

The Company has had a whistleblowing channel available since 2011. In 2024, the channel was renewed, and employees and third parties can now report any suspected misconduct, any suspected violations of the Company's Code of Conduct or other policies or guidelines through a web-based channel managed by an external service provider.

Nokian Tyres' Whistleblowing Policy defines the purpose and scope of the whistleblowing channel and the principles and processes governing the review and investigation of reports. All messages received in the channel are handled confidentially and they are encrypted. Anonymous reports are allowed. Nokian Tyres tolerates no retaliation against the reporter. Nokian Tyres' Whistleblowing Committee was formed in 2019 to guide and monitor the activities relating to the whistleblowing channel. All material issues will be reported to the Audit Committee at least once a year.

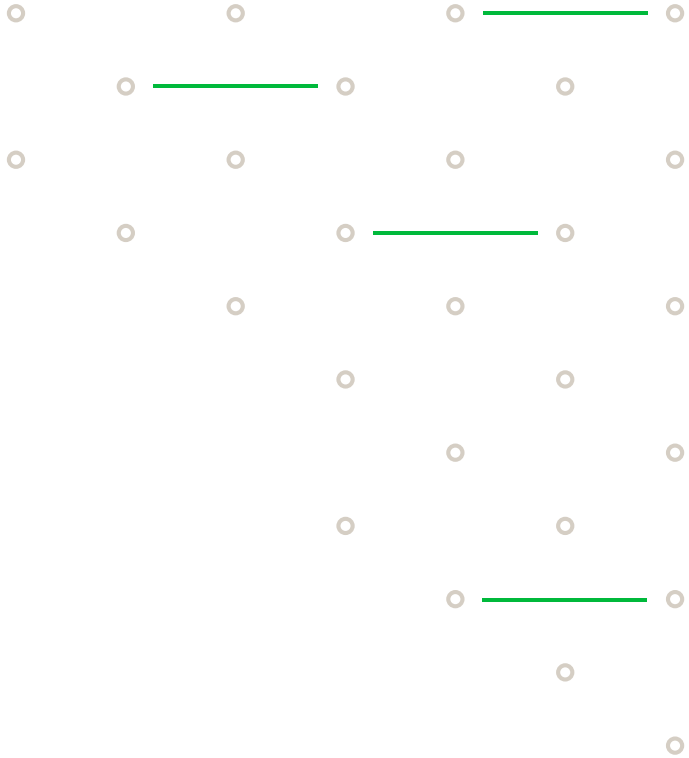
## Audit

The auditor has an important role as a controlling body appointed by the shareholders. The audits give shareholders an independent opinion on how the Financial Statements and Report by the Board of Directors of the Nokian Tyres have been drawn up and the accounting and administration of the Company have been managed. In addition to his duties under the valid regulations, the auditor reports all audit findings to the Group's management.

During the financial year 2024, the Company's auditor was authorized public accountant firm Ernst & Young Oy with Mikko Järventausta acting as the Chief Auditor. Ernst and Young Oy also carried out the assurance of the Company's sustainability reporting for the financial year 2024 in accordance with the transitional provisions of the amended Finnish Companies Act (1252/2023).

The following table presents fees by type paid for the years ended December 31:

Fees by type paid, EUR	2024	2023
The Group's audit fees	1,034,000	1,081,000
Fees paid to the auditor for services other than auditing services	70,000	24,000
<b>Total</b>	<b>1,104,000</b>	<b>1,105,000</b>



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