

**nokian<sup>®</sup>**  
**TYRES**

# **CORPORATE GOVERNANCE STATEMENT**

**MADE FOR DEMANDING CONDITIONS**



# Corporate Governance Statement 2023

## I Introduction

During 2023 Nokian Tyres plc (hereinafter referred to as “Nokian Tyres” or the “Company”) complied in full with and has prepared this Corporate Governance Statement in accordance with the Finnish Corporate Governance Code 2020. The Corporate Governance Code 2020 is available in its entirety at [www.cgfinland.fi/en/](http://www.cgfinland.fi/en/).

### Nokian Tyres’ regulatory framework for Corporate Governance

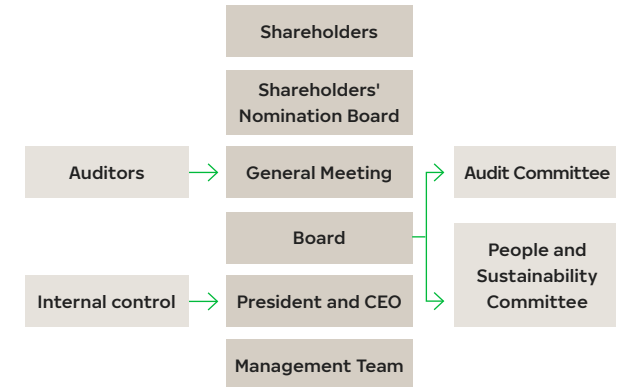
External framework	Internal framework
<ul style="list-style-type: none"> <li>• Finnish Limited Liability Companies Act</li> <li>• Laws and regulations relating to publicly listed companies in Finland</li> <li>• Corporate Governance Code 2020 published by the Securities Market Association</li> <li>• Rules and regulations of the Nasdaq Helsinki, the European Securities and Markets Authority, and the Financial Supervisory Authority</li> </ul>	<ul style="list-style-type: none"> <li>• Articles of Association</li> <li>• Code of Conduct</li> <li>• Charters of the Board of Directors, the Committees and the Internal Audit</li> <li>• Nokian Tyres’ policies, procedures and practices</li> </ul>

Nokian Tyres follows the Finnish Limited Liability Companies Act, laws and regulations relating to publicly listed companies in Finland, the Articles of Association, the charters of Nokian Tyres’ Board of Directors and its committees, the Nasdaq Helsinki rules and regulations, and the orders and instructions from the European Securities and Markets Authority as well as from the Financial Supervisory Authority.

Nokian Tyres publishes its Corporate Governance Statement as a separate document and as part of the Annual Report 2023. Nokian Tyres has also prepared a separate Remuneration Report in accordance with the Corporate Governance Code 2020. The Remuneration Report is also published as part of the Annual Report 2023. The statement is available on the Company’s website at [www.nokiantyres.com/company/investors/corporate-governance/](http://www.nokiantyres.com/company/investors/corporate-governance/) and said reports at [www.nokiantyres.com/company/investors/financials/annual-reports/](http://www.nokiantyres.com/company/investors/financials/annual-reports/).

Nokian Tyres’ corporate governance is based on the General Meeting, the Articles of Association, the Board of Directors (also referred to as the “Board”), the President and CEO, the Group’s Management Team, the legislation and regulations mentioned hereinabove as well as the Group’s policies, procedures, and practices. The Board has approved the Corporate Governance Statement on February 6, 2024. The Company’s auditor verifies that the statement and its related descriptions of the internal reporting controls and risk management correspond to the financial reporting process. The statement will not be updated during the financial period; however, up-to-date information will be provided on the Company’s website at [www.nokiantyres.com/company/investors/](http://www.nokiantyres.com/company/investors/).

### 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 (also referred to as the “Group”). The administrative bodies of the parent company Nokian Tyres plc, i.e., the General Meeting, the Board of Directors, and the President and CEO, are responsible for the administration and operation of the Nokian Tyres Group. The General Meeting elects the members of the Board of Directors, and the Chair and the Deputy Chair of the Board upon the proposal by the Shareholders’ Nomination Board, and the Board 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 Limited Liability Companies Act and the Articles of Association. The Annual General Meeting decides on such matters as the

- adaption of the Company’s annual accounts
- profit distribution
- discharging the Board of Directors and the President and CEO from liability
- number of members on the Board, the selection of the board members and the auditor, and their remuneration
- amendments to the Articles of Association, share issues, granting warrants, and acquiring of the Company’s own shares.

In addition, as of the Annual General Meeting 2020, the Remuneration Policy is presented to the General Meeting at least every four years and the Remuneration Report annually as of 2021. 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 at the Company’s registered place of business or in the city of Tampere or Helsinki. The General Meeting 2023 decided to enable holding a General Meeting of Shareholders entirely without a meeting venue, as a so-called remote meeting. In remote meetings, shareholders may exercise their full decision-making power, including the right to present questions and to vote, by using a remote connection and technical means.

An Extraordinary General Meeting is summoned whenever the Board 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, in order to address a particular issue.

According to law, a shareholder has the right to have a matter falling within the competence of the General Meeting dealt with by the General Meeting, if the shareholder so demands in writing from the Board of Directors well in advance of the General Meeting, so that the matter can be mentioned in the notice to the meeting. The shareholder shall submit the request for having a matter to be dealt with by the General Meeting by March 8, 2024.

The Articles of Association state that the notice of a General Meeting shall be published on the Company’s website. In addition, Nokian Tyres publishes the notice of a General Meeting as a stock exchange release. The invitation lists the agenda of the meeting.

Nokian Tyres’ Articles of Association is available on the Company’s website at [www.nokiantyres.com/company/investors/corporate-governance/articles-of-association/](http://www.nokiantyres.com/company/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.

According to the Corporate Governance Code 2020, the Chair of the Board, the Board members and the President and CEO must be present at the General Meeting, and the auditor must be present at the Annual General Meeting. Board member candidates must be present at the General Meeting deciding on their election.

The Annual General Meeting for 2023 was held on April 26, 2023, in Helsinki, Finland. The meeting confirmed the financial statements, discharged the Board members and the President and CEO from liability for the fiscal year 2022 and adapted Nokian Tyres’ Remuneration Report for governing bodies. The meeting also decided on the payment of dividends as well as authorized the Board of Directors to resolve on the second installment of dividends was paid in December, 2023, the composition of the Board and their remuneration, and the election of the auditor and its remuneration. Further, the Annual General Meeting 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. In addition, the Annual General Meeting decided on amendments to the Articles of Association. The documents related to the Annual General Meeting are available on the Company’s website at [www.nokiantyres.com/company/investors](http://www.nokiantyres.com/company/investors).

The Annual General Meeting for 2024 is scheduled for April 30, 2024, at 10:00 a.m. EEST.

## Shareholders' Nomination Board

Nokian Tyres' Shareholders' Nomination Board (also referred to as the "Nomination Board") was established 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, 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 Nokian Tyres' 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. If a shareholder, who would have the obligation to notify the Company of certain changes in shareholding under the Finnish Securities Markets Act (flagging obligation), presents a written request addressed to the Board by the first banking day of June, the holdings of a corporation or a foundation controlled by such shareholder or such shareholder's holdings in several funds or registers will be combined when determining the nomination right. A holder of nominee-registered shares will be taken into account when determining the composition of the Nomination Board, if the holder of nominee-registered shares presents a written request concerning the issue addressed to the Board by the first banking day of June. The fifth member of the Nomination Board is the Company's Chair 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.

The following members were appointed to the Nomination Board in 2023:

- 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
- Carl Petterson (CEO, Elo Mutual Pension Insurance Company), appointed by Elo Mutual Pension Insurance Company
- Jukka Hienonen, Chair of the Board, Nokian Tyres plc.

During its tenure, the Nomination Board had four meetings and all members participated in all meetings.

The proposals by the Nomination Board to the Annual General Meeting 2024 were published on November 30, 2023.

The Charter of the Nomination Board is available at [www.nokiantyres.com/corporate-governance/shareholders-nomination-board/charter](http://www.nokiantyres.com/corporate-governance/shareholders-nomination-board/charter).





## Board of Directors

### Operation of the Board of Directors

The Board 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 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 are defined in the Finnish Limited Liability Companies Act, the Articles of Association, and the Board's 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
- organization of financial control.

In addition, as defined in the Board's Charter, the Board deals with, and decides on, matters of principle as well as issues that carry financial and business significance, such as:

- Group strategy and financial objectives
- the Group's action, 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
- appointing Board committees
- monitoring and evaluating the actions of the President and CEO.

Nokian Tyres has a separate Audit Committee and a People and Sustainability Committee.

The President and CEO is in charge of ensuring that the Board members have the necessary and sufficient information on the Company's operations. The Board assesses its activities and operating methods by carrying out a self-evaluation once a year. Members of the Board and the President and CEO will not participate in decision-making where the law states that they must be disqualified.

### 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 for the General Meeting is prepared by the Nomination Board. The number of Board members and the composition of the Board 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 a sufficient amount of time for the Board duties.

Members of the Board 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 end of the next Annual General Meeting. In 2023, the Annual General Meeting appointed the Chair and the Deputy Chair from among the Board members upon the proposal by the Nomination Board. The remuneration payable to the Board members is also decided at the Annual General Meeting based on the proposal by the Nomination Board.

### Information on the members of the Board of Directors

The Annual General Meeting on April 26, 2023, elected nine Board members. Susanne Hahn, Jukka Hienonen, Veronica Lindholm, Christopher Ostrander, Jouko Pölonen, George Rietbergen and Pekka Vauramo were re-elected as members of the Board, and Markus Korsten and Reima Rytsölä were elected as new members of the Board for a term ending at the closing of the Annual General Meeting, 2024. Jukka Hienonen was re-elected as the Chair and Pekka Vauramo as Deputy Chair of the Board.

Board of Directors, December 31, 2023



**Jukka Hienonen**  
Chair of the Board  
(b. 1961)

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:** Professional board member  
**Key positions of trust:** –



**Pekka Vauramo**  
Deputy Chair of the Board  
(b. 1957)

Member of the Board since 2018.  
Member of the People and Sustainability Committee.  
**Education:** Master of Science (Technology)  
**Main occupation:** President and CEO, Metso Corporation  
**Key positions of trust:** Member of the Board: Huhtamäki Oyj (Member of the Audit Committee), China Office of Finnish Industries, New Children's Hospital Foundation (Deputy Chair)



**Susanne Hahn**  
(b. 1976)

Member of the Board since 2022.  
Member of the People and Sustainability Committee.  
**Education:** University Diploma of Economics  
**Main occupation:** Founding and Managing Partner (CEO) of SKV Invest  
**Key positions of trust:**  
Member of the Board: Klingele Paper & Packaging SE & Co KG, Invest BW-Funding program of the state of Baden-Württemberg, HyperPark Ltd., SENTImotion GmbH, 1886Technologies GmbH  
Chair of the Board: Zefyron GmbH



**Markus Korsten**  
(b. 1970)

Member of the Board since 2023.  
**Education:** Study of Applied Physics, Dipl. Ing. (FH)  
**Main occupation:** Vice President Factory Programs, Northvolt AB  
**Key positions of trust:** –



**Veronica Lindholm**  
(b. 1970)

Member of the Board since 2016.  
Chair of the People and Sustainability Committee.  
**Education:** Master of Science (Economics)  
**Main occupation:** Professional board member  
**Key position of trust:** Member of the Board: Finland Chamber of Commerce



**Christopher Ostrander**

(b. 1968)

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

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

**Main occupations:** CEO/Managing Partner, Premier Staffing Solution, LLC; Partner/Chairman, Kensington Hill Capital, LLC; Partner/Chairman, Cornerstone Consulting Organization, LLC

**Key positions of trust:** Kensington Hill Partners II, LLC, and Kensington Hill Capital, LLC, Chairman of the Board. Cornerstone Consulting Organization, LLC, Chairman of the Board. Tamarind Hill Management, LLC Limited Partner Advisor. University of Findlay, Member of Board of Trustees, Chairman of the Board of Trustees



**Jouko Pölonen**

(b. 1970)

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



**George Rietbergen**

(b. 1964)

Member of the Board since 2017.

**Education:** Master of Business Administration

**Main occupation:** CEO, Koninklijke Oosterberg

**Key positions of trust:** –



**Reima Rytsölä**

(b. 1969)

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

**Education:** Master of Social Sciences

**Main occupation:** CEO, Solidium Oy

**Key positions of trust:**

Member of the Board: Ylva Palvelut Oy and Metso Corporation

More detailed information concerning members of the Board is available on the company's website at [www.nokiantyres.com/company/investors/corporate-governance/board-of-directors/](http://www.nokiantyres.com/company/investors/corporate-governance/board-of-directors/).

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

Pursuant to the recommendation of the Corporate Governance Code 2020, the Board assesses the independence of its members annually. According to the Board's estimate, all Board members are independent of the Company and its major 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.

### Shares owned by Board members and legal entities controlled by them December 31, 2023

Nokian Tyres holdings of the Company's current Board members	Number of shares
Jukka Hienonen, Chair	25,808*
Pekka Vauramo, Deputy Chair	9,096
Susanne Hahn, Member	4,028
Markus Korsten, Member	2,386
Veronica Lindholm, Member	10,004
Christopher Ostrander, Member	4,660
Jouko Pölönen, Member	23,690
George Rietbergen, Member	7,614
Reima Rytsölä, Member	2,386**
<b>Total</b>	<b>89,672</b>

\* In addition, 20,592 shares in the insurance wrapper, with no voting right

\*\* In addition, 5,000 shares in the insurance wrapper, with no voting right

### The Board of Directors meetings, members' attendance at meetings, and at making resolutions without a meeting (per capsulam)

In 2023, in addition to its normal duties, the Nokian Tyres' Board focused on building the new Nokian Tyres. The exit from Russia and the sale of Nokian Tyres Russian operations to PJSC Tatneft was completed in March 2023, after which all Nokian Tyres' operations in Russia ended. In order to secure tire supply, the company is building a new tire factory in Romania and has increased its production capacity by investing in its current factories in Finland and the US and by increasing the share of contract manufacturing of its production.

The Board convened a total of 10 times and made twice resolutions without a meeting (per capsulam) in 2023.

### Board members' attendance at meetings and at making resolutions without a meeting (per capsulam) in 2023

Jukka Hienonen (Chair)	100%
Pekka Vauramo (Deputy Chair)	100%
Heikki Allonen (Member until*)	100%
Susanne Hahn	100%
Markus Korsten (Member since*)	100%
Veronica Lindholm	100%
Inka Mero (Member until*)	100%
Christopher Ostrander	100%
Jouko Pölönen	100%
George Rietberger	92%
Reima Rytsölä (Member since*)	100%

\* April 26, 2023





### Diversity of the Board of Directors

Nokian Tyres sees diversity as a success factor enabling the achievement of Company's strategic goals and business growth. In practice, diversity means different factors such as gender, age, nationality, and the complementary expertise of the members, their education and experience in different professional areas and industrial sectors in which the group mainly operates. Leadership experience and personal competencies are also considered.

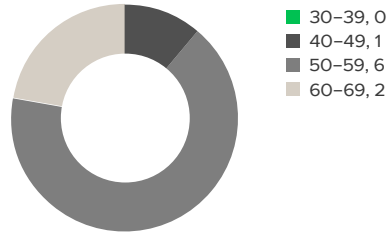
The Board shall have no fewer than two representatives from both genders. This goal has been met in the current Board. If two candidates are equally qualified, the candidate from the minority gender has priority. The Board members have significant experience in industry, consumer business and financial management, among other things. The status and progress of diversity is monitored by the Shareholders' Nomination Board.

The principles concerning the selection of the Board and its diversity are visible on the Company's website at [www.nokiantyres.com/company/investors/corporate-governance/board-of-directors/diversity-policy-for-the-board-of-directors/](http://www.nokiantyres.com/company/investors/corporate-governance/board-of-directors/diversity-policy-for-the-board-of-directors/).

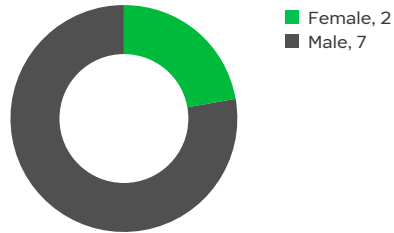
### Committees of the Board of Directors

The Board will decide on the committees and their chairs and members each year at its organizing meeting. In 2023, the Board had two committees: the People and Sustainability Committee and the Audit Committee. 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 People and Sustainability Committee must be independent of the Company. 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 President and CEO and the other members of the Group Management Team cannot act as members of the People and Sustainability Committee.

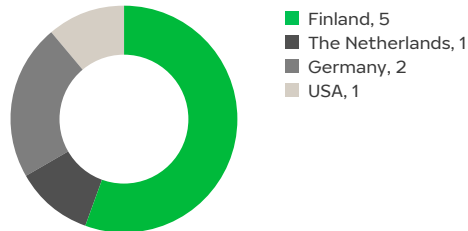
Age, Persons



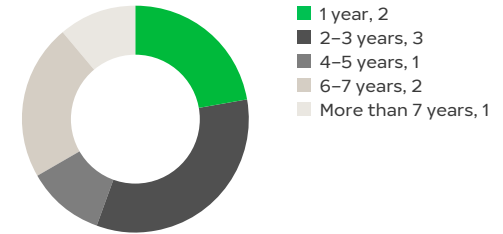
Gender, Persons



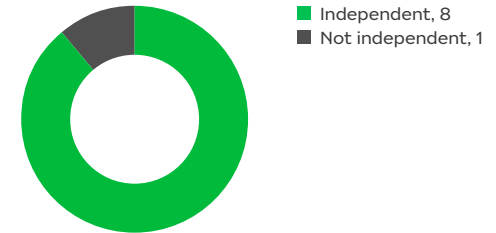
Nationality, Persons



Tenure, Persons



Independence of the Company, Persons



## People and Sustainability Committee

The committee was formerly called the Board's Personnel and Remuneration Committee until the Board's organizing meeting on April 26, 2023, changed the name to Board's 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. 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 People and Sustainability Committee also prepares sustainability issues for the Board and monitors developments in the operating environment and regulation relating to sustainability. The committee prepares and reviews a report on non-financial information as part of the annual report and annual sustainability report.

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 members of the People and Sustainability Committee were Veronica Lindholm (Chair), Jukka Hienonen, Pekka Vauramo, and Susanne Hahn (Member since April 26, 2023).

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

The committee assembled five times in 2023.

## Attendance at People and Sustainability Committee meetings in 2023

Veronica Lindholm (Chair)	100%
Susanne Hahn (Member since*)	100%
Jukka Hienonen	100%
Pekka Vauramo	100%

\* April 26, 2023

## Audit Committee

The Audit Committee assists the Board 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 accounting policies 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 members of the Audit Committee were Jouko Pölönen (Chair), Heikki Allonen (Member until April 26, 2023), Inka Mero (Member until April 26, 2023), Christopher Ostrander (Member since April 26, 2023) and Reima Rytsölä (Member since April 26, 2023). As a general rule, the Company's chief auditor participates in the committee's meetings.

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

The committee assembled five times in 2023.

## Attendance at Audit Committee meetings in 2023

Jouko Pölönen (Chair)	100%
Heikki Allonen (Member until*)	100%
Inka Mero (Member until*)	100%
Christopher Ostrander	100%
Reima Rytsölä (Member since*)	100%

\* April 26, 2023

### President and CEO and his duties

The President and CEO conducts the group's business and manages the Company operations in accordance with the Finnish Limited Liability Companies Act and the instructions and guidelines provided by the Board. The President and CEO is responsible for informing the Board regarding the development of the Company's business and financial situation. The President and CEO prepares the Company's strategy and objectives for the Board. The President and CEO is also responsible for implementing the approved strategy and plans. The President and CEO is responsible for ensuring the legal compliance of the Company's bookkeeping and for arranging reliable asset management. The President and CEO is elected by the Board. Jukka Moisio has been the Company's President and CEO since May 27, 2020.

#### Jukka Moisio (b. 1961)

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

**Position:** President and CEO since May 27, 2020

#### 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

### Nokian Tyres holdings of the President and CEO and legal entities controlled by him December 31, 2023

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

### 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, and for discussing matters that involve substantial financial or other impacts, such as corporate transactions and organization changes. 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 11 times per year. In addition to the President and CEO, the heads of the business units and functions participate in the meetings.



Management Team, December 31, 2023



**Jukka Moisio**

(b. 1961)

President and CEO

**Education:** Master of Science (Economics), Master of Business Administration

**Nokian Tyres holdings of person and legal entities controlled by him:** 22,921



**Päivi Antola**

(b. 1971)

Communications, Investor Relations and Brand

**Education:** Master of Arts, CEFA  
**Nokian Tyres holdings of person and legal entities controlled by her:** 5,799



**Niko Haavisto**

(b. 1972)

CFO

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

**Nokian Tyres holdings of person and legal entities controlled by him:** 11,250



**Anna Hyvönen**

(b. 1968)

Passenger Car Tyres and Vianor

**Education:** Licentiate of Science (Technology)

**Nokian Tyres holdings of person and legal entities controlled by her:** 22,010



**Adrian Kaczmarczyk**

(b. 1971)

Supply Operations

**Education:** Dipl. Ing. Engineering, Master of Business Administration

**Nokian Tyres holdings of person and legal entities controlled by him:** 3,420



**Jukka Kasi**

(b. 1966)

Products and Innovations

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

**Nokian Tyres holdings of person and legal entities controlled by him:** 40,367



**Päivi Leskinen**

(b. 1965)

Human Resources

**Education:** Master of Social Sciences

**Nokian Tyres holdings of person and legal entities controlled by her:** 0



**Manu Salmi**

(b. 1975)

Heavy Tyres and Nokia Factory

**Education:** Master of Military Sciences, Master of Science (Economics), Master of Business Administration

**Nokian Tyres holdings of person and legal entities controlled by him:** 30,457

More detailed information concerning the Group's Management Team is available on the Company's website at [www.nokiantyres.com/company/investors/corporate-governance/the-groups-management-team/](http://www.nokiantyres.com/company/investors/corporate-governance/the-groups-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. The Group has defined group-level policies and instructions for the key operative units specified below in order to ensure efficient and profitable company operations.

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.

Subsidiaries are responsible for their daily operations and administration. They report to the director responsible for the said business area, while the Vianor chain reports to the director of the Vianor business unit.

The Board 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 their responsibility and to continuously monitor the functionality of the control mechanisms. The Chief Financial Officer 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.





### Investor communications

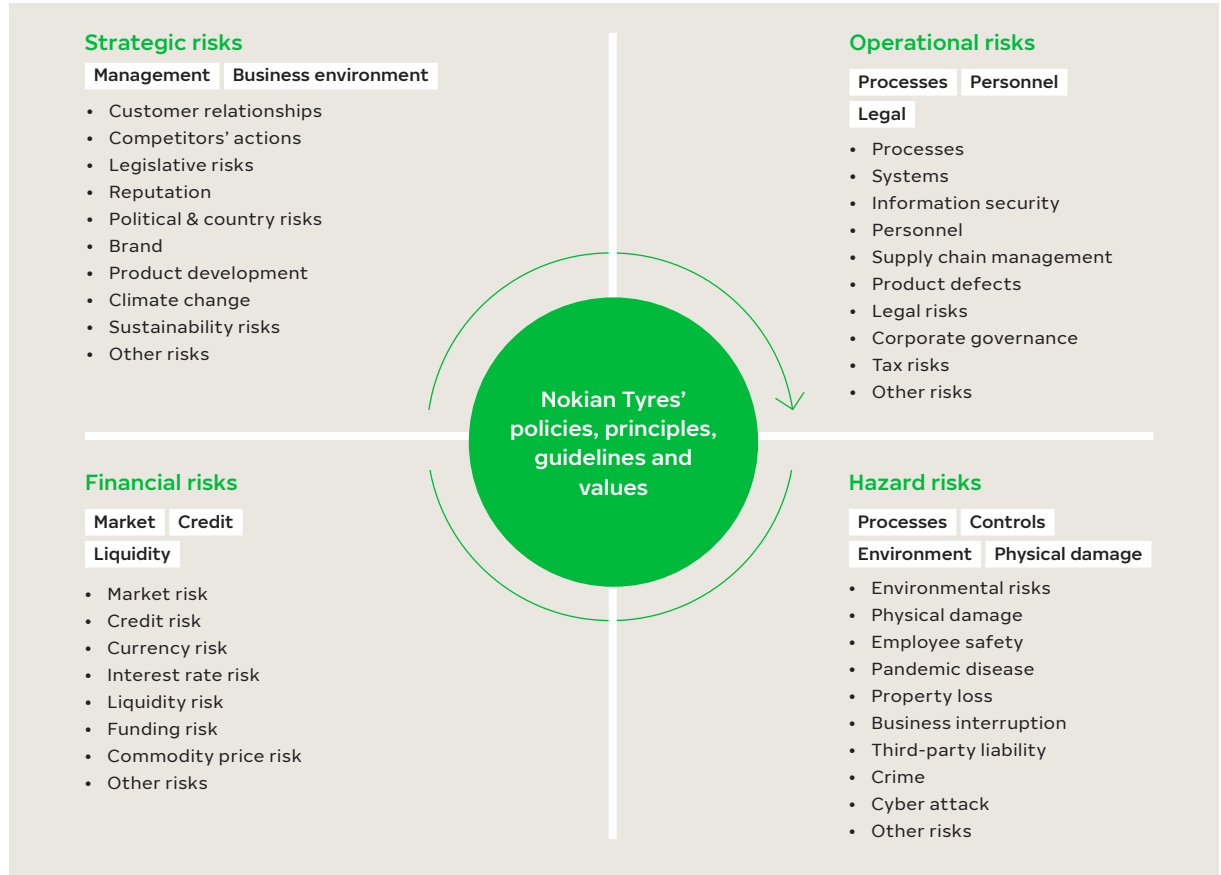
The goal of Nokian Tyres' Investor Relations is to regularly and consistently provide the stock market with essential, correct, sufficient, and up-to-date information that is subsequently used to determine the share value. The operations are based on equality, openness, and accuracy.

### Risk management

The Group has adopted a Risk Management Policy, approved by the Board, which supports the achievement of strategic goals and ensures continuity of business. The Group's Risk Management Policy focuses on managing both the risks pertaining to business opportunities and the risks affecting the achievement of the Group's goals in the changing operating environment.

The enterprise risks are classified as strategic, operational, financial and hazard risks. Strategic risks are related to customer relationships, competitors' actions, political and legislative risks, reputation, country risks, brand, product development, climate change and sustainability risks and investments. Operational risks arise as a consequence of shortcomings or failures in the Company's internal processes, actions by its personnel or systems, contractual risks, risk of non-compliance, or external events, such as unforeseen changes in the operating environment, cyber and information security, management of the supply chain, or changes in raw material prices. Financial risks are related to fluctuations in interest rate and currency markets, liquidity and refinancing, and counterparty and credit risks. Hazard risks arise from property loss or business interruption, shortcomings or failures in employee safety or environmental management systems.

### Enterprise risks



The most significant risks that could potentially have an impact on Nokian Tyres' business are related to consumer confidence and macroeconomic and geopolitical conditions. Political uncertainties may cause serious disruption and additional trade barriers and affect the Company's sales and credit risk.

The war in Ukraine has severely impacted Nokian Tyres' operating environment and production capacity, impacting the Company's ability to serve customers especially in Central Europe. Due to the war, Nokian Tyres decided to exit Russia and completed the sale of its operations in Russia to PJSC Tatneft in March 2023, after which all Nokian Tyres' operations in Russia ended. In order to secure tire supply, the company is building a new tire factory in Romania and has increased its production capacity by investing in its current factories in Finland and the US and by increasing the share of contract manufacturing of its production. Delay in these actions could have an adverse effect on Nokian Tyres' financial performance.

The tire market is evolving to meet changing consumer needs. Failure to meet demands of performance and safety or to innovate and develop new products and services or to adapt to the changes in the sales channel or new technologies could have an adverse effect on the financial performance. Unplanned interruption in critical information systems or network services may cause disruption to the continuity of operations. Any unexpected production or delivery breaks at production facilities or those of its contract manufacturing partners would have a negative impact on the company's business. Interruptions in logistics or lack of resources could have a significant impact on production and peak season sales. The tire industry can be subject to risks caused by climate change, such as changes in consumer tire preferences, regulatory changes or impact of extreme weather events on natural rubber producers. Nokian Tyres' risk analysis pays special attention on corporate social responsibility risks. Analyses and projects related to information security and data protection and customer information are continuously a special focus area.

The risk management process aims to identify and evaluate the risks, and to plan and implement the practical measures and

continuous monitoring for each risk. Among others, such measures may include avoiding the risk, reducing it in different ways or transferring the risk through insurance policies or agreements. Control functions and measures are verification or back-up procedures applied to reduce the risks and ensure the completion of the risk management measures.

Responsibility for identifying, evaluating and to large extent, managing risks is delegated to business units, business areas and functions. Treasury is responsible for developing and maintaining risk management processes, methods and tools. Assisted by the Audit Committee, the Nokian Tyres' Board monitors and assesses the efficiency of the Company's risk management mechanisms and monitors the assessment and management of risks related to the Company's strategy and operations. The Audit Committee monitors that the risk management actions are in line with the Risk Management Policy. Issues raising in risk analysis are noted in the development of processes, compliance and control, and in Internal Audit planning. The Nokian Tyres' Board discusses the most significant risks annually.

## IV Other information provided

### Internal audit

The Group's 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 whose aim is to help the organization to achieve its goals. The principles for internal audit have been confirmed in the Internal Audit's Charter approved by the Board.

The Group's Internal Audit function is managed by the Chief Audit Executive (CAE), who works under the Audit Committee. The focus areas for internal audit are approved by the Audit Committee each year. The audit assignments are based on the key strategic focus areas of the company's operations and the risks involved. The operation of Internal Audit covers all business activities, functions

and processes within the Nokian Tyres Group. The CAE reports on their activities to the Audit Committee and administratively to the Chief Financial Officer. The Company's Board of Directors follows and monitors the efficiency of the Internal Audit.

### 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 Group'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 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 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 and that supplement other insider regulations as well as include instructions on insiders and 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 with insider information are not allowed to trade in Nokian Tyres' financial instruments until the project ends or has been published. Those entered into the project-specific list of insiders 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 2023, the persons discharging managerial responsibilities in the Company, as defined in the Market Abuse Regulation, were the members of the Board, the President and CEO and the Chief Financial Officer.

Persons discharging managerial responsibilities in the Company are allowed to trade with Nokian Tyres' financial instruments only for 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 prohibition on trading mentioned above also applies to persons who process the financial reporting and forecasts of the Nokian Tyres Group.

The Group General Counsel for Nokian Tyres is responsible for the overall management of insider matters in the Company and the related communication (limitations on trade, obligations to announce and publish management transactions). The Group General Counsel reviews the information for the persons discharging managerial responsibilities and their closely associated persons at least once per year. The Chief Financial Officer is the Group General Counsel's substitute for insider matters.

### Whistleblowing

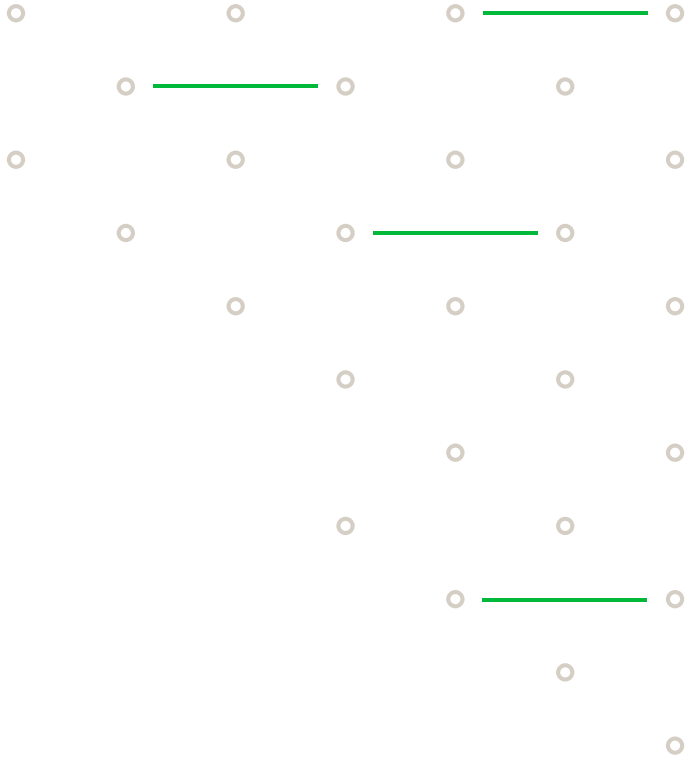
Nokian Tyres has defined processes that internal and external parties can use to notify of any suspected violations of the Company's Code of Conduct or other policies or guidelines, or of any other malpractices. External parties can use the email address [whistleblow@nokiantyres.com](mailto:whistleblow@nokiantyres.com), among others. All whistleblowing notifications are investigated promptly in a confidential manner and protecting the identity of the whistleblower as far as possible.

### 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 the Nokian Tyres have been drawn up and the accounting and administration of the Company have been managed. The auditor re-elected at the Annual General Meeting of 2023 is Ernst & Young Oy, authorized public accountants, with Mikko Järventausta, Authorized Public Accountant, acting as the Chief Auditor. The auditor's term of office lasts until the end of the following Annual General Meeting. In addition to his duties under the valid regulations, he reports all audit findings to the Group's management.

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

Fees by type paid, EUR	2022	2023
The Group's audit fees	1,046,000	1,081,000
Fees paid to the auditor for services other than auditing	68,000	24,000
<b>Total</b>	<b>1,114,000</b>	<b>1,105,000</b>



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