

SANOMA CORPORATION

Listing of EUR 150,000,000 Capital Securities

The Capital Securities are represented by units in denomination of EUR 20,000

On 16 March 2023, Sanoma Corporation (the “**Issuer**” or the “**Company**”, and together with its subsidiaries, “**Sanoma**” or the “**Group**”) issued capital securities with an aggregate amount of EUR 150,000,000 (the “**Capital Securities**”) to professional clients, retail clients and eligible counterparties (each as defined in MiFiD II (defined hereafter)) based on authorisations given by the Issuer’s Board of Directors on 9 February 2023 and 6 March 2023. The Capital Securities are represented by units in denomination of EUR 20,000. The Capital Securities were offered for subscription through a book-building procedure in a minimum amount of EUR 100,000 that was carried out on 9 March 2023 (the “**Offering**”). The Capital Securities constitute unsecured and subordinated obligations of the Issuer. Each Capital Security bears interest on its outstanding principal amount (i) from (and including) the Issue Date (as defined in the “*Terms and Conditions of the Capital Securities*”) to (but excluding) 16 March 2026 (the “**Reset Date**”) at a fixed rate of 8.000 per cent per annum payable annually in arrears on 16 March in each year and commencing on 16 March 2024 and (ii) from (and including) the Reset Date to (but excluding) the final redemption of the Capital Securities, at the Floating Interest Rate (as defined in the “*Terms and Conditions of the Capital Securities*”) payable quarterly in arrears on 16 June, 16 September, 16 December and 16 March in each year commencing on 16 June 2026. Payment of interest on the Capital Securities may be indefinitely deferred at the option of the Issuer, except under certain circumstances, as described in Clause 7 of the “*Terms and Conditions of the Capital Securities*”. The Capital Securities have no maturity date, and the Issuer is not under an obligation to repay the Capital Securities at any specified date. The Issuer has the right to redeem the Capital Securities in whole, but not in part, on the Reset Date or on any Interest Payment Date (as defined in the “*Terms and Conditions of the Capital Securities*”) thereafter and may also, at its option, redeem the Capital Securities in whole, but not in part, upon the occurrence of certain events, including a Tax Event, an Accounting Event, a Replacing Capital Event, a Corporate Restructuring Event and a Withholding Tax Event, each as defined and further described in Clause 8 (*Redemption and Purchase*) of the “*Terms and Conditions of the Capital Securities*”. The Issuer may, at its option, at any time, also elect to redeem the Capital Securities in whole, but not in part if at any time the Adjusted Nominal Amount (as defined in the “*Terms and Conditions of the Capital Securities*”) of the Capital Securities is twenty-five (25) per cent or less of the aggregate nominal amount of the Capital Securities issued. In addition, the Issuer may at its option, upon the occurrence of a change of control, redeem all, but not some only, of the Capital Securities.

This listing prospectus (the “**Listing Prospectus**”) has been prepared solely for the purpose of admission to listing of the Capital Securities to trading on Nasdaq Helsinki Ltd (“**Nasdaq Helsinki**”) and does not constitute any offering of the Capital Securities. Application has been made for the Capital Securities to be admitted to trading on the official list of Nasdaq Helsinki (the “**Listing**”), and the Listing is expected to take place on or about 20 March 2023 under the trading code SAAJ080099.

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

Besides filing this Listing Prospectus with the Finnish Financial Supervisory Authority (the “**FIN-FSA**”) and the application to Nasdaq Helsinki, neither the Issuer nor the Lead Manager (defined hereafter) have taken any action, nor will they take any action to render any public offer of the Capital Securities in any jurisdiction or their possession, or the distribution of this Listing Prospectus or any other documents relating to the Capital Securities admissible in any other jurisdiction than Finland requiring special measures to be taken for the purpose of a public offer.

This Listing Prospectus should be read together with all documents that are incorporated by reference herein. This Listing Prospectus should be read and construed on the basis that such documents are incorporated into and form part of this Listing Prospectus. See “*Documents Incorporated by Reference into this Listing Prospectus*”.

Neither the Issuer nor the Capital Securities have been assigned any credit ratings at the request or with the co-operation of the Issuer in the rating process.

The Capital Securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), or the securities laws of any state of the United States, and the Capital Securities may not be offered, sold, pledged or otherwise transferred directly or indirectly within the United States or to, or for the account or benefit of, any U.S. person (as such terms are defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

Investment in the Capital Securities involves certain risks. The Capital Securities may not be suitable for all investors. Prospective purchasers of the Capital Securities should ensure that they understand the nature of the Capital Securities and the extent of their exposure to risks and that they consider the suitability of the Capital Securities as an appropriate investment in light of their own circumstances, experience and financial condition. The principal risk factors that may affect the ability of the Issuer to fulfil its obligations under the Capital Securities are discussed under “*Risk Factors*” below.

Lead Manager

Nordea

IMPORTANT INFORMATION

This Listing Prospectus has been drawn up in accordance with the Regulation (EU) 2017/1129 of the European Parliament and of the Council, as amended (the “**Prospectus Regulation**”), the Commission Delegated Regulation (EU) 2019/979 (as amended), the Commission Delegated Regulation (EU) 2019/980 (as amended), in application of the Annexes 8 and 16 thereof, the Finnish Securities Markets Act (746/2012, as amended) (the “**Finnish Securities Markets Act**”) and the regulations and guidelines of the FIN-FSA. The FIN-FSA, which is the competent authority for the purposes of the Prospectus Regulation and relevant implementing measures in Finland, has approved the Listing Prospectus (journal number FIVA/2023/318), but assumes no responsibility for the correctness of the information contained herein. The FIN-FSA has only approved this Listing Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation and such approval will not be considered as an endorsement of the qualities of the Capital Securities nor the Issuer. Investors should make their own assessment as to the suitability of investing in the Capital Securities. This Listing Prospectus has been drawn up as a simplified listing prospectus in accordance with Article 14 of the Prospectus Regulation.

In this Listing Prospectus, “**Sanoma**” and the “**Group**” refer to Sanoma Corporation and its subsidiaries, except where the context may otherwise require. All references to the “**Issuer**” and the “**Company**” refer to Sanoma Corporation.

Nordea Bank Abp (the “**Lead Manager**”) is acting exclusively for Sanoma as the arranger in the Offering and issuance of the Capital Securities. The Lead Manager is not acting for anyone else in connection with the Offering and will not be responsible to anyone other than Sanoma for providing the protection afforded to their respective clients nor for providing any advice in relation to the Offering and Listing or the contents of this Listing Prospectus.

In making an investment decision, each investor is advised to rely on its own independent examination, analysis and enquiry of Sanoma and the Terms and Conditions, including the risks and merits involved. Neither the Issuer, nor the Lead Manager, nor any of their respective affiliated parties or representatives, is making any representation to any offeree or subscriber of the Capital Securities regarding the legality of the investment by such person. Investors are advised to make their independent assessment of the legal, tax, business, financial and other consequences of an investment in the Capital Securities or consult their own advisors as to legal, tax and related aspects of an investment in the Capital Securities. The contents of this Listing Prospectus are not to be construed as legal, business, tax, financial or other advice. An investor is always solely responsible for the economic consequences of its investment decisions which in this case involve substantial financial risk. A rating or the absence of a rating is not recommendation to buy, sell or hold securities.

The Capital Securities may not be a suitable investment for all investors. Each potential investor in the Capital Securities must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should (i) have sufficient knowledge and experience to make a meaningful evaluation of the Capital Securities, the merits and risks of investing in the Capital Securities and the information contained in or incorporated by reference into this Listing Prospectus, (ii) understand thoroughly the Terms and Conditions of the Capital Securities which are more complex than other debt instruments, (iii) reach an investment decision only after careful consideration of the information contained in or incorporated by reference into this Listing Prospectus, (iv) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Capital Securities and the impact the Capital Securities will have on its overall investment portfolio, (v) have sufficient financial resources and liquidity to bear all of the risks of an investment in the Capital Securities which may include complete loss of principal and/or interest and (vi) be able to evaluate (either alone or with the help of a financial and/or other professional adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

Investors should rely only on the information contained in this Listing Prospectus, including information incorporated by reference into the Listing Prospectus. No person has been authorised to give any information or to make any representation not contained in or not consistent with this Listing Prospectus or any information supplied by Sanoma or such other information as is in the public domain and, if given or made, such information or representation should not be relied upon as having been authorised by Sanoma or the Lead Manager. Neither the delivery of this Listing Prospectus nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs or no adverse change in the financial position of the Issuer and Sanoma since the date hereof or the date upon which this Listing Prospectus has been most recently amended or supplemented or that the information contained in it or any other information supplied in connection with the Capital Securities is correct as of any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

The Lead Manager has not separately verified the information contained in this Listing Prospectus. Accordingly, no representation, warranty or undertaking, express or implied is made by the Lead Manager as to the accuracy or completeness of the information contained or incorporated by reference into this Listing Prospectus or any other information provided by the Issuer in connection with the Capital Securities or their distribution, and nothing contained in this Listing Prospectus is, or may be relied upon as, a warranty or representation by the Lead Manager in this respect, whether as to the past or the future. The Lead Manager accepts no responsibility or liability for the accuracy or completeness of such information and, accordingly, disclaims to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise, which it might otherwise be found to have in respect of this Listing Prospectus or any such statement. Nothing contained in this Listing Prospectus is, or shall be relied upon as, a warranty or promise by Sanoma or the Lead Manager as to the future. Investors are advised to inform themselves of any stock exchange releases published by Sanoma since the date of this Listing Prospectus. Neither this Listing Prospectus nor any other information supplied in connection with the offering of the Capital Securities is intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Issuer or the Lead Manager that any recipient of this Listing Prospectus or any other financial statements should purchase the Capital Securities.

The distribution of the Listing Prospectus may, in certain jurisdictions, be restricted by law. This Listing Prospectus has been prepared solely in connection with the Listing. It does not constitute an offer of securities for sale, or a solicitation of an offer to buy any securities, anywhere in the world. This Listing Prospectus may not be used for the purpose of, or in connection with, any offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. No actions have been taken to register or qualify the Capital Securities, or otherwise to permit a public offering of the Capital Securities. Persons into whose possession this Listing Prospectus may come are required by the Issuer and the Lead Manager to inform themselves of and observe all such restrictions. Neither Sanoma nor the Lead Manager accept any responsibility or liability for any violation by any person, whether or not a prospective purchaser of Capital Securities is aware of such restrictions. In particular, the Capital Securities may not be offered, sold, resold, transferred or delivered, directly or indirectly, in or into Australia, Canada, Hong Kong, Japan, New Zealand, Singapore, South Africa or the United States or any other jurisdiction in which it would not be permissible to offer the Capital Securities; and this Listing Prospectus may not be distributed in, or sent to any person in, the aforementioned jurisdictions.

The Capital Securities are issued in the Infinity book-entry securities system maintained by Euroclear Finland Oy (“**Euroclear Finland**”). Pursuant to the Finnish Act on Book-Entry System and Clearing Operations (348/2017, as amended, in Finnish: *laki arvo-osuusjärjestelmästä ja selvitystoiminnasta*), the Capital Securities will not be evidenced by any physical note or document of title other than statements of account made by Euroclear Finland or its account operators. Neither the Issuer nor any other party will assume any responsibility for the timely and full functionality of the Finnish book-entry securities system. Payments under the Capital Securities will be made in accordance with the laws governing the Finnish book-entry securities system, the rules of Euroclear Finland and the Terms and Conditions. For purposes of payments under the Capital Securities, it is the responsibility of each holder to maintain with its respective book-entry account operator up to date information on applicable bank accounts.

This Listing Prospectus has been prepared in English only. In accordance with Article 7 of the Prospectus Regulation, a summary has been prepared in English and translated into Finnish. Save for Sanoma’s audited consolidated financial statements as at and for the financial years ended 31 December 2022 and 2021 incorporated by reference into this Listing Prospectus, no part of this Listing Prospectus has been audited. The Offering and the Capital Securities are governed by Finnish law and any dispute arising in relation to the Offering and the Capital Securities shall be settled exclusively by Finnish courts in accordance with Finnish law.

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SUMMARY

Introduction

*This summary contains all the sections required by Regulation 2017/1129 of the European Parliament and of the Council (the “**Prospectus Regulation**”) to be included in a summary for this type of securities and issuer. This summary should be read as an introduction to the listing prospectus (the “**Listing Prospectus**”). Any decision by an investor to invest in the securities should be based on consideration of the Listing Prospectus as a whole. An investor could lose all or part of the invested capital. Where a claim relating to the information contained in the Listing Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the member states, have to bear the costs of translating the Listing Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate, or inconsistent when read together with the other parts of the Listing Prospectus or where it does not provide, when read together with the other parts of the Listing Prospectus, key information in order to aid investors when considering whether to invest in the securities.*

The contact details of the Issuer are as follows:

Issuer:	Sanoma Corporation
Address:	Töölönlahdenkatu 2, FI-00100 Helsinki, Finland
Telephone:	+358 105 1999
Business identity code:	1524361-1
Legal entity identifier (LEI):	743700XJC24THUPK0S03

The details of the Securities are as follows:

ISIN:	FI4000549563
Name:	SAAJ080099

This Listing Prospectus has been approved by the Finnish Financial Supervisory Authority (the “**FIN-FSA**”) as the competent authority under the Prospectus Regulation on 16 March 2023.

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

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

Key Information on the Issuer

Who is the Issuer of the Securities?

The business name of the Issuer is Sanoma Corporation (the “**Issuer**” or the “**Company**”, and together with its subsidiaries, “**Sanoma**” or the “**Group**”) and it is domiciled in Helsinki, Finland. The Issuer is registered with the Finnish Trade Register under business identity code 1524361-1, and its legal entity identifier code (LEI) is 743700XJC24THUPK0S03. The Issuer is a public limited liability company incorporated in Finland and operating under Finnish law.

Principal Activities

Sanoma is one of the largest K12 (*i.e.*, primary, secondary and vocational education) learning service providers in Europe and one of the largest cross-media companies in Finland measured by revenues. The Group includes two operating segments which are also its two strategic business units: Sanoma Learning, which offers printed and digital learning materials, distribution services as well as digital learning platforms for primary, secondary and vocational education, and Sanoma Media Finland, which provides journalism and entertainment across multiple media as well as reach and marketing solutions for its business partners.

According to Sanoma, Sanoma Learning is one of the leading European K12 learning service providers measured by revenues, serving around 25 million students in twelve countries. Through a portfolio of blended (*i.e.* printed and digital) learning materials, digital learning platforms and services such as distribution, it supports learning and teaching in primary, secondary and vocational education. In addition to organic growth, Sanoma Learning aims to grow through mergers and acquisitions in Europe and beyond. Sanoma Learning aims to develop learning materials based on strong understanding of

the curriculum, deep teacher and student insight as well as thorough understanding of local market needs. Sanoma Learning's purpose is to help all students reach their potential with best-in-class learning solutions.

Sanoma Media Finland is one of the leading cross-media companies in Finland measured by revenues. It provides information, experiences, inspiration and entertainment through multiple media platforms: newspapers, TV, radio, events, magazines, online and mobile channels.

Major Shareholders

The following table sets forth the ten largest shareholders of the Issuer that appeared on the shareholder register maintained by Euroclear Finland Oy ("**Euroclear Finland**") as at 28 February 2023:

	As at 28 February 2023	
	Number of Shares	Percentage of Shares and votes (per cent)
Jane and Aatos Erkkö Foundation	39,820,286	24.35
Antti Herlin and companies under his control:		
Holding Manutas Oy	19,785,000	12.10
Antti Herlin	31,800	0.02
Total Antti Herlin and companies under his control	19,816,800	12.12
Robin Langenskiöld	12,273,371	7.50
Rafaela Seppälä	10,273,370	6.28
Helsingin Sanomat Foundation	4,701,570	2.87
Varma Mutual Pension Insurance Company	4,097,386	2.51
Ilmarinen Mutual Pension Insurance Company	3,805,800	2.33
Elo Mutual Pension Insurance Company	2,017,000	1.23
Alex Noyer	1,903,965	1.16
Lorna Bernardin-Aubouin	1,852,470	1.13
Ten largest shareholders total	100,562,018	61.48
Nominee-registered shareholders	19,871,711	12.15
Other shareholders	43,131,934	26.37
Total	163,565,663	100.00

Source: Euroclear Finland.

To the extent known to the Issuer, the Issuer is not, directly or indirectly, owned or controlled by any one person and the Issuer is not aware of any arrangement, relating to the Issuer's ownership the operation of which may result in a change of control of the Issuer.

Key Management

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

	Position	Year born	Year first time elected to the Board of Directors
Pekka Ala-Pietilä	Chair of the Board of Directors	1957	2014
Nils Ittonen	Vice Chair of the Board of Directors	1954	2014
Julian Drinkall	Member of the Board of Directors	1964	2020
Rolf Grisebach	Member of the Board of Directors	1961	2020
Anna Herlin	Member of the Board of Directors	1982	2021
Mika Ihamuotila	Member of the Board of Directors	1964	2013
Denise Koopmans	Member of the Board of Directors	1962	2015
Sebastian Langenskiöld	Member of the Board of Directors	1982	2019
Rafaela Seppälä	Member of the Board of Directors	1954	2008

The following table sets forth the members of the Issuer's Executive Management Team as at the date of this Listing Prospectus:

	Position	Year born	Year appointed to the Executive Management Team
Susan Duinhoven.....	President and CEO	1965	2015
Alex Green.....	CFO	1970	2022
Pia Kalsta.....	CEO of Sanoma Media Finland	1970	2015
Rob Kolkman.....	CEO of Sanoma Learning	1972	2019

Statutory Auditor

The Issuer's consolidated financial statements as at and for the year ended 31 December 2022 and as at and for the year ended 31 December 2021 have been audited by the Issuer's statutory auditor, PricewaterhouseCoopers Oy, Authorised Public Accountants, with Authorised Public Accountant (KHT) Samuli Perälä, as the auditor with principal responsibility for the conduct of the audit. Samuli Perälä is registered in the register of auditors referred in Section 9 of Chapter 6 of the Auditing Act (1141/2015, as amended).

For the financial year 2022, the Annual General Meeting of Shareholders of Sanoma held on 7 April 2022, elected PricewaterhouseCoopers Oy, Authorised Public Accountants, as the Company's auditor, with Samuli Perälä, Authorised Public Accountant (KHT), as the auditor with principal responsibility for the conduct of the audit.

What Is the Key Financial Information Regarding the Issuer?

The selected historical key financial information presented below has been derived from the Issuer's audited consolidated financial statements as at and for the year ended 31 December 2022 and 31 December 2021.

The following table sets forth the key figures of the Issuer as at the dates and for the periods indicated:

(EUR in millions, unless otherwise indicated)	As at and for the year ended 31 December	
	2022 (audited, unless otherwise indicated)	2021 (audited, unless otherwise indicated)
KEY FIGURES		
Net sales	1,298.3	1,251.6
EBIT	112.0	142.4
Operational EBIT excl. PPA ¹⁾	189.3	197.2
Net debt ¹⁾	823.4	616.4
Net gearing, % ¹⁾	117.3	85.5
Cash flow from operations	164.6	181.4
Cash flow from financing	74.6	-204.7
Cash flow from investments	-250.7	-39.1

(1) Unaudited.

What are the Key Risks that Are Specific to the Issuer?

- The Group's merger, acquisition and divestment activity exposes it to various risks which may have an adverse effect on the Group's business operations.
- The Group may be unable to recruit or retain diversely skilled personnel which could have an adverse effect on the Group's profitability and value creation, competitiveness and development of its business operations in the long-term.
- Future adverse developments either in the financial markets or general economic conditions may adversely affect the Group's ability to borrow additional funds as well as the cost and other terms of the funding.
- An uncertain economic or political environment could have an effect on the markets and regions in which the Group operates which could in turn adversely affect the Group's business activities and operational and financial performance.
- The demand for the Group's products and services is subject to changes in consumer preferences, technology and industry trends as well as seasonal fluctuation and failure to respond to such changes and seasonal fluctuation may result in the Group losing market share.
- Changes in applicable laws and regulations and interpretation thereof could increase the Group's costs and adversely affect its freedom to operate by limiting its ability to target advertising and sell and personalise services and products.

- The Group may face data breaches resulting from unauthorised or accidental loss of or access to personal data which could lead to reputational damage or the Group may fail to comply with privacy laws which could in turn lead to penalties, significant remediation costs and reputational damage.
- Failures of one or more of the Group's information and communication technology systems could cause disruptions to its business and reputational damage resulting from possible data breaches.
- Failure to manage interest rate risk on the Group's floating rate loans could have an adverse effect on the Group's financial condition.
- The Group's tax costs could increase as a result of changes to tax laws or their application or as a result of a tax audit which could have a material adverse effect on the Group's financial condition.

Key Information on the Securities

What Are the Main Features of the Securities?

The Securities constitute unsecured, unguaranteed and deeply subordinated obligations of the Issuer. The Securities are dematerialised securities registered in the Infinity book-entry System maintained by Euroclear Finland. The ISIN of the Securities is FI4000549563. The currency of the Securities is the euro. The Securities are represented by units in denomination of EUR 20,000 and the aggregate nominal amount of the issued Securities is EUR 150 million. The number of issued Securities is 7,500. The Issuer may later create and issue further capital securities having the same terms and conditions as the Securities, as set out in the Terms and Conditions of the Securities.

The Securities have no specified maturity date. The Issuer is not required to redeem the Securities at any time and they are not redeemable on demand of the Holders (as defined in the Terms and Conditions of the Securities) of the Securities. Interest accrues on the Securities and may only become payable in accordance with the Terms and Conditions of the Securities. The Issuer may, in its sole discretion, except under certain circumstances, as described in the Terms and Conditions of the Securities, elect to defer any interest payment which would otherwise be due. The Holders of the Securities exercise their right of decision by attending a holders' meeting or participating in a written decision-making procedure. Resolutions passed at such meetings or in a written procedure can bind all Holders, including Holders who did not attend and vote at the relevant meeting or participate in the written procedure and Holders who voted in a manner contrary to the majority.

In the event of a voluntary or involuntary liquidation, a bankruptcy or a company reorganisation of the Issuer (unless previously redeemed), the rights of the Holders of the Securities to payments of the principal amount of the Securities, Accrued Interest (as defined in the Terms and Conditions of the Securities) and any other amounts due in respect of the Securities rank and will rank: (i) junior in right of payment to the payment of any present or future claims of all unsubordinated creditors of the Issuer; (ii) junior in right of payment to the payment of any present or future claims of all creditors of the Issuer in respect of all subordinated indebtedness of the Issuer which by their terms as at their original issue date are expressed to rank, or pursuant to applicable Finnish law rank, senior to the Securities; (iii) *pari passu* without any preference among themselves; (iv) at least *pari passu* with any other present capital securities or future outstanding capital securities of the Issuer; and (v) in priority to payments to holders of all classes of share capital of the Issuer in their capacity as such holders and any other obligation of the Issuer expressed by its terms to rank, or pursuant to applicable Finnish law rank, junior to the Securities.

The Securities are freely transferable after having been registered into the respective book-entry account.

Where Will the Securities Be Traded?

Application has been made to have the Securities listed on the official list of Nasdaq Helsinki Ltd ("**Nasdaq Helsinki**").

What Are the Key Risks that Are Specific to the Securities?

- The Securities are deeply subordinated obligations of the Issuer which increases the Holders' credit risk in respect of the Issuer.
- The Securities are perpetual and there are no events of default or cross default under the Securities.
- The Issuer has the right to defer interest payments indefinitely unless certain events occur.
- The Securities contain no limitation on issuing additional debt or granting of security.
- The Securities do not contain covenants governing the Issuer's operations and do not limit its ability to effect asset sales or otherwise effect significant transactions that may have a material adverse effect on the Securities and the Holders.

Key Information on the Admission to Trading on a Regulated Market

Under which Conditions and Timetable can I Invest in this Security?

The Securities were offered for subscription through a book-building procedure in a minimum amount of EUR 100,000 that was carried out on 9 March 2023 (the “**Offering**”). The Securities were not, and will not be, offered to the public. The Securities were issued on 16 March 2023. Application has been made for the Securities to be admitted to trading on the official list of Nasdaq Helsinki (the “**Listing**”), and the Listing is expected to take place on or about 20 March 2023.

The Securities may be registered on behalf of the Holders on book-entry accounts and transfers of Securities may only be effected through, and title thereto will only pass upon, registration and transfer in such book-entry accounts.

In connection with the Offering, the Issuer expects to pay approximately a total of EUR 1 million in fees and expenses. No fees or other payments will be charged to the investor by the Issuer. Account operators may charge fees in accordance with their price lists for the subscription and opening and maintaining of the book-entry account or other custody system and for custody of the Securities.

Why Is the Prospectus Being Produced?

The Listing Prospectus has been prepared for the Listing of the Securities. The Issuer shall use the proceeds from the issue of the Securities, less the costs and expenses incurred by the Issuer in connection with the issue of the Securities, for general corporate purposes.

The aggregate net proceeds to the Issuer from the Offering, after deduction of the fees and expenses payable by the Issuer, will be approximately EUR 149 million.

Material Interests

The interests of Nordea Bank Abp (the “**Lead Manager**”) are normal business interests in the financial markets. The Lead Manager was be paid a fee by the Issuer in respect of the Offering and issue of the Securities.

In addition, the Lead Manager and other entities within the same group and/or their affiliates have provided, and may provide in the future, the Issuer with investment, insurance, banking and/or other services in the ordinary course of business for which they may have received and may continue to receive customary fees and commissions. The Lead Manager and other entities within the same group and/or their affiliates have also acted in the ordinary course of business as arrangers or lenders under certain loan agreements of the Issuer and its affiliates, and in various roles in share and unsecured notes issues for which they have received, and may continue to receive, customary interest, fees and commissions.

TIIVISTELMÄ

Johdanto

Tämä tiivistelmä sisältää kaikki ne osiot, jotka kyseessä olevasta arvopaperista ja sen liikkeeseenlaskijasta tulee esittää Euroopan parlamentin ja neuvoston asetuksen (EU) 2017/1129 (“**Esiteasetus**”) mukaisesti. Tätä tiivistelmää tulee lukea listalleottoesitteen (“**Listalleottoesite**”) johdantona. Sijoittajan tulee perustaa päätöksensä sijoittaa arvopapereihin Listalleottoesitteeseen kokonaisuutena. Sijoittaja voi menettää sijoittamansa pääoman kokonaan tai osittain. Jos tuomioistuimessa pannaan vireille Listalleottoesitteeseen sisältyviä tietoja koskeva kanne, kantajana toimiva sijoittaja voi jäsenvaltioiden kansallisen lainsäädännön mukaan joutua ennen oikeudenkäynnin vireillepanoa vastaamaan Listalleottoesitteen käännskustannuksista. Siviilioikeudellista vastuuta sovelletaan henkilöihin, jotka ovat toimittaneet tiivistelmän, sen käänös mukaan luettuna, mutta vain jos tiivistelmä on harhaanjohtava, epätarkka tai epäjohdonmukainen suhteessa Listalleottoesitteen muihin osiin tai jos siinä ei anneta yhdessä Listalleottoesitteen muiden osien kanssa keskeisiä tietoja sijoittajien auttamiseksi, kun he harkitsevat arvopapereihin sijoittamista.

Liikkeeseenlaskijan yhteystiedot ovat seuraavat:

Liikkeeseenlaskijan nimi:	Sanoma Oyj
Osoite:	Töölönlahdenkatu 2, 00100 Helsinki, Suomi
Puhelinnumero:	+358 105 1999
Yritys- ja yhteisötunnus:	1524361-1
Oikeushenkilötunnus (LEI-tunnus):	743700XJC24THUPK0S03

Arvopaperia koskevat tiedot ovat seuraavat:

ISIN:	FI4000549563
Arvopaperin nimi:	SAAJ080099

Finanssivalvonta on toimivaltaisena viranomaisena hyväksynyt tämän Listalleottoesitteen Esiteasetuksen mukaisesti 16.3.2023.

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

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

Keskeiset tiedot liikkeeseenlaskijasta

Kuka on arvopapereiden liikkeeseenlaskija?

Liikkeeseenlaskijan rekisteröity toiminimi on Sanoma Oyj (“**Liikkeeseenlaskija**” tai “**Yhtiö**”), ja yhdessä tytäryhtiöidensä kanssa “**Sanoma**” tai “**Konserni**”) ja sen kotipaikka on Helsinki. Liikkeeseenlaskija on rekisteröity Patentti- ja rekisterihallituksen ylläpitämään kaupparekisteriin y-tunnuksella 1524361-1 ja sen oikeushenkilötunnus (LEI-tunnus) on 743700XJC24THUPK0S03. Liikkeeseenlaskija on julkinen osakeyhtiö, joka on perustettu Suomessa ja siihen sovelletaan Suomen lakia.

Pääasiallinen toiminta

Sanoma on yksi Euroopan suurimmista perus- ja toisen asteen koulutuksen oppimispalveluiden tarjoajista, ja yksi Suomen suurimmista monikanavaisista mediayhtiöistä liikevaihdolla mitattuna. Konsernilla on kaksi liiketoimintasegmenttiä, jotka ovat myös sen kaksi strategista liiketoimintayksikköä: Sanoma Learning, joka tarjoaa painettuja ja digitaalisia oppimateriaaleja, jakelupalveluja sekä digitaalisia oppimisolustoja peruskouluun, lukioille ja ammatilliseen koulutukseen, sekä Sanoma Media Finland, joka tarjoaa journalismia ja viihdettä useissa eri medioissa sekä mainonta- ja markkinointiratkaisuja yritysasiakkailleen.

Sanoman mukaan Sanoma Learning on liikevaihdolla mitattuna yksi Euroopan johtavista perus- ja toisen asteen koulutuksen oppimispalveluiden tarjoajista, joka palvelee noin 25 miljoonaa oppilasta kahdessatoista maassa. Painettuja ja digitaalisia oppimateriaaleja sekä niiden yhdistelmiä, digitaalisia oppimisolustoja sekä jakelupalveluita sisältävän portfolionsa avulla se tukee oppimista ja opetusta peruskoulussa, lukiossa sekä ammatillisessa koulutuksessa. Orgaanisen kasvun lisäksi Sanoma Learning pyrkii kasvamaan yritysostojen kautta Euroopassa ja sen ulkopuolella. Sanoma Learning

pyrkii kehittämään oppimateriaaleja perustuen vahvaan opetussuunnitelmien ymmärtämiseen, syvälliseen opettajan ja oppilaan välisen vuorovaikutuksen ymmärtämiseen sekä perusteelliseen ymmärrykseen paikallisista markkinoista. Sanoma Learningin tarkoituksena on auttaa kaikkia oppilaita saavuttamaan potentiaalinsa omassa luokassaan parhaiden oppimismenetelmänsä avulla.

Sanoma Media Finland on liikevaihdolla mitattuna yksi Suomen johtavista monikanavaisista media-yhtiöistä. Se tarjoaa tietoa, kokemuksia, inspiraatiota ja viihdettä useiden media-alustojen kautta: sanomalehdet, TV, radio, tapahtumat, aikakauslehdet, verkko- ja mobiilikanavat.

Suurimmat osakkeenomistajat

Seuraavassa taulukossa esitetään Liikkeeseenlaskijan kymmenen suurinta Euroclear Finland Oy:n ("Euroclear Finland") ylläpitämään osakasluetteloon 28.2.2023 rekisteröityä osakkeenomistajaa:

	<u>28.2.2023</u>	
	<u>Osakkeita (kpl)</u>	<u>Osuus osakkeista ja äänistä (prosenttia)</u>
Jane ja Aatos Erkon Säätiö	39 820 286	24,35
Antti Herlin ja hänen määräysvallassaan olevat yhtiöt:		
Holding Manutas Oy	19 785 000	12,10
Antti Herlin	31 800	0,02
Antti Herlin ja hänen määräysvallassaan olevat yhtiöt yhteensä.....	19 816 800	12,12
Robin Langenskiöld	12 273 371	7,50
Rafaela Seppälä	10 273 370	6,28
Helsingin Sanomain Säätiö	4 701 570	2,87
Keskinäinen työeläkevakuutusyhtiö Varma	4 097 386	2,51
Keskinäinen Eläkevakuutusyhtiö Ilmarinen.....	3 805 800	2,33
Keskinäinen Työeläkevakuutusyhtiö Elo.....	2 017 000	1,23
Alex Noyer	1 903 965	1,16
Lorna Bernardin-Aubouin.....	1 852 470	1,13
Kymmenen suurinta osakkeenomistajaa yhteensä	100 562 018	61,48
Hallintarekisteröidyt osakkeenomistajat	19 871 711	12,15
Muut osakkeenomistajat	43 131 934	26,37
Yhteensä	163 565 663	100,00

Lähde: Euroclear Finland.

Siltä osin kuin Liikkeeseenlaskija on tietoinen, Liikkeeseenlaskija ei ole suoraan tai välillisesti kenenkään yhden henkilön omistuksessa tai määräysvallassa eikä Liikkeeseenlaskija ole tietoinen järjestelyistä, jotka voisivat johtaa määräysvallan muuttumiseen Liikkeeseenlaskijassa.

Johdon avainhenkilöt

Seuraavassa taulukossa esitetään Liikkeeseenlaskijan hallituksen jäsenet tämän Listalleottoesitteen päivämääränä:

	<u>Asema</u>	<u>Syntymävuosi</u>	<u>Vuosi, jolloin ensimmäisen kerran valittu hallitukseen</u>
Pekka Ala-Pietilä	Hallituksen puheenjohtaja	1957	2014
Nils Ittonen	Hallituksen varapuheenjohtaja	1954	2014
Julian Drinkall	Hallituksen jäsen	1964	2020
Rolf Grisebach	Hallituksen jäsen	1961	2020
Anna Herlin	Hallituksen jäsen	1982	2021
Mika Ihamuotila.....	Hallituksen jäsen	1964	2013
Denise Koopmans.....	Hallituksen jäsen	1962	2015
Sebastian Langenskiöld	Hallituksen jäsen	1982	2019
Rafaela Seppälä	Hallituksen jäsen	1954	2008

Seuraavassa taulukossa esitetään Liikkeeseenlaskijan johtoryhmän jäsenet tämän Listalleottoesitteen päivämääränä:

	<u>Asema</u>	<u>Syntymävuosi</u>	<u>Vuosi, jolloin nimitetty johtoryhmään</u>
Susan Duinhoven	Toimitusjohtaja	1965	2015
Alex Green	Talousjohtaja	1970	2022
Pia Kalsta	Toimitusjohtaja, Sanoma Media Finland	1970	2015
Rob Kolkman	Toimitusjohtaja, Sanoma Learning	1972	2019

Lakisääteinen tilintarkastaja

Liikkeeseenlaskijan konsernitilinpäätöksen 31.12.2022 päätyneeltä tilikaudelta ja 31.12.2021 päätyneeltä tilikaudelta on tilintarkastanut Liikkeeseenlaskijan lakisääteinen tilintarkastaja tilintarkastusyhteisö PricewaterhouseCoopers Oy, KHT Samuli Perälä päävastuullisena tilintarkastajana. Samuli Perälä on rekisteröity tilintarkastuslain (1141/2015, muutoksineen) 6 luvun 9 §:n tarkoittamaan tilintarkastajarekisteriin.

Sanoman 7.4.2022 pidetty varsinainen yhtiökokous, valitsi Yhtiön tilintarkastajaksi tilikaudelle 2022 tilintarkastusyhteisö PricewaterhouseCoopers Oy:n päävastuullisena tilintarkastajana KHT Samuli Perälä.

Mitä ovat Liikkeeseenlaskijaa koskevat keskeiset taloudelliset tiedot?

Alla esitettävät valikoidut historialliset keskeiset taloudelliset tiedot ovat peräisin Liikkeeseenlaskijan tilintarkastetusta konsernitilinpäätöksestä 31.12.2022 päätyneeltä tilikaudelta ja 31.12.2021 päätyneeltä tilikaudelta.

Seuraavassa taulukossa esitetään Liikkeeseenlaskijan keskeisiä tunnuslukuja ilmoitettuina päivinä ja ajanjaksoina:

(miljoonaa euroa, ellei toisin ilmoitettu)	31.12. päättynyt vuosi	
	2022 (tilintarkastettu, ellei toisin ilmoitettu)	2021 (tilintarkastettu, ellei toisin ilmoitettu)
KESKEISET TUNNUSLUVUT		
Liikevaihto	1 298,3	1 251,6
Liikevoitto	112,0	142,4
Operatiivinen liikevoitto ilman hankintamenojen poistoja ¹⁾	189,3	197,2
Nettovelka ¹⁾	823,4	616,4
Nettovelkaantumisaste, % ¹⁾	117,3	85,5
Liiketoiminnan rahavirta	164,6	181,4
Rahoituksen rahavirta	74,6	-204,7
Investointien rahavirta	-250,7	-39,1

(1) Tilintarkastamaton.

Mitkä ovat liikkeeseenlaskijaan liittyvät olennaiset riskit?

- Konsernin yritysostot, fuusiot ja divestoinnit altistavat sen erilaisille riskeille, joilla voi olla haitallinen vaikutus Konsernin liiketoimintaan.
- Konserni ei välttämättä pysty rekrytoimaan tai pitämään palveluksessaan monipuolisesti osaavaa henkilöstöä, millä voi olla haitallinen vaikutus Konsernin kannattavuuteen ja arvonmuodostukseen, kilpailukykyyn sekä liiketoiminnan kehittämiseen pitkällä aikavälillä.
- Epäsuotuisa kehitys tulevaisuudessa joko rahoitusmarkkinoilla tai yleisessä taloudellisessa tilanteessa voi vaikuttaa haitallisesti Konsernin kykyyn lainata lisävaroja sekä rahoituksen kustannuksiin ja muihin ehtoihin.
- Epävarma taloudellinen tai poliittinen ympäristö voi vaikuttaa markkinoihin ja alueisiin, joilla Konserni toimii, mikä puolestaan voi vaikuttaa haitallisesti Konsernin liiketoimintaan sekä operatiiviseen ja taloudelliseen tulokseen.
- Konsernin tuotteiden ja palveluiden kysyntä on riippuvainen kuluttajien mieltymysten, teknologian ja toimialan trendien muutoksista sekä kausivaihtelusta ja epäonnistuminen näihin muutoksiin ja kausivaihteluun vastaamisessa voi johtaa Konsernin markkinaosuuden menettämiseen.
- Sovellettavien lakien ja määräysten ja niiden tulkinnan muutokset voivat lisätä Konsernin kustannuksia ja vaikuttaa haitallisesti sen vapautteen toimia rajoittamalla sen kykyä kohdentaa mainontaa ja myydä ja yksilöllistää palveluita ja tuotteita.
- Konserniin saattaa kohdistua tietoturvaloukkauksia, jotka johtuvat henkilötietojen luvattomasta tai vahingossa tapahtuvasta katoamisesta tai pääsystä käsiksi henkilötietoihin, mikä voi johtaa mainehaittaan, tai Konserni voi epäonnistua yksityisyydensuojaa koskevien lakien noudattamisessa, mikä puolestaan voi johtaa seuraamuksiin, merkittäviin korjauskustannuksiin ja mainehaittaan.

- Yhden tai useamman Konsernin tieto- ja viestintätekni­sen järjestelmän häiriöt voivat aiheuttaa häiriöitä sen liiketoiminnassa, sekä mainehaittaa mahdollisten tietoturvaloukkausten seurauksena.
- Epäonnistumisella Konsernin vaihtuvakorkoisten lainojen korkoriskin hallitsemisessa voi olla haitallinen vaikutus Konsernin taloudelliseen asemaan.
- Konsernin verokustannukset voivat kasvaa verolakien tai niiden soveltamisen muutosten tai verotarkastuksen seurauksena, millä voi olla olennainen haitallinen vaikutus Konsernin taloudelliseen asemaan.

Keskeiset tiedot arvopapereista

Mitkä ovat arvopapereiden keskeiset ominaisuudet?

Arvopaperit ovat Liikkeeseenlaskijan vakuudettomia, takaamattomia ja alisteisia sitoumuksia (“**Velkakirjat**” tai “**Velkakirjalaina**”). Velkakirjat rekisteröidään Euroclear Finlandin ylläpitämään Infinity-järjestelmään eikä niistä anneta fyysisiä velkakirjoja. Velkakirjojen ISIN-koodi on FI4000549563. Velkakirjojen valuutta on euro. Velkakirjojen arvo-osuuden yksikkökoko on 20.000 euroa ja niiden yhteenlaskettu nimellisarvo on 150.000.000 euroa. Velkakirjoja lasketaan liikkeeseen yhteensä 7500 kappaletta. Liikkeeseenlaskija voi Velkakirjalainan ehtojen mukaisesti myöhemmin laskea liikkeeseen uusia arvopapereita, joiden ehdot ovat vastaavat kuin Velkakirjojen ehdot.

Velkakirjalainalla ei ole määriteltyä eräpäivää. Liikkeeseenlaskija ei ole velvollinen lunastamaan Velkakirjalainaa missään vaiheessa eivätkä Velkakirjojen haltijat voi vaatia Liikkeeseenlaskijaa lunastamaan Velkakirjalainaa. Velkakirjojen haltijoille maksetaan korkoa vain Velkakirjalainan ehtojen mukaisesti. Liikkeeseenlaskijalla on yksinomainen oikeus lykätä koron maksua lukuun ottamatta tiettyjä tilanteita, kuten määritelty Velkakirjalainan ehdoissa. Velkakirjojen haltijat käyttävät Velkakirjalainaan liittyvää päätösvaltaansa velkakirjalainan haltijoiden kokouksessa tai kirjallisessa päätöksentekomenettelyssä. Tällaisissa kokouksissa tai kirjallisessa menettelyssä tehdyt päätökset voivat sitoa kaikkia Velkakirjojen haltijoita mukaan lukien Velkakirjojen haltijoita, jotka eivät osallistuneet asianomaiseen kokoukseen ja äänestäneet asianomaisessa kokouksessa tai osallistuneet kirjalliseen menettelyyn, ja Velkakirjojen haltijoita, jotka äänestivät enemmistöä vastaan.

Jos Liikkeeseenlaskija asetetaan tai määrätään selvitystilaan, konkurssiin tai yrityssaneeraukseen (ellei Velkakirjoja ole aiemmin lunastettu), Velkakirjojen haltijoiden oikeudet Velkakirjojen pääomaan, kertyneeseen korkoon tai muihin Velkakirjoihin liittyviin maksuihin ovat etusijajärjestyksessä: (i) alisteisia suhteessa Liikkeeseenlaskijan kaikkiin muihin nykyisiin tai tuleviin velkoihin, joiden etusijajärjestyksestä ei ole määrätty; (ii) alisteisia suhteessa muihin Liikkeeseenlaskijan nykyisiin tai tuleviin alisteisiin velkoihin nähden, joiden alkuperäisissä ehdoissa on määrätty olevan, tai ne ovat Suomen lain nojalla, etusijaisia suhteessa Velkakirjalainaan; (iii) samalla etusijalla Velkakirjojen keskinäisessä suhteessa; (iv) vähintään samalla etusijalla Liikkeeseenlaskijan nykyisten vastaavien velkakirjalainojen tai Liikkeeseenlaskijan tulevaisuudessa liikkeeseen laskettavien velkakirjalainojen kanssa; ja (v) paremmalla etusijalla suhteessa Liikkeeseenlaskijan kaikkien osakelajien osakkeenomistajille maksettaviin sitoumuksiin nähden ja kaikkiin niihin Liikkeeseenlaskijan sitoumuksiin nähden, joiden ehdoissa on määrätty niiden olevan tai ne ovat Suomen lain nojalla alisteisia Velkakirjalainaan nähden.

Velkakirjat ovat vapaasti vaihdettavissa sen jälkeen, kun ne ovat rekisteröity arvo-osuustilille.

Missä arvopapereilla tullaan käymään kauppaa?

Hakemus on tehty Velkakirjojen ottamiseksi kaupankäynnin kohteeksi Nasdaq Helsinki Oy:n (“**Nasdaq Helsinki**”) pörssilistalle.

Mitkä ovat arvopapereihin liittyvät keskeiset riskit?

- Velkakirjat ovat Liikkeeseenlaskijan vahvasti alistettuja sitoumuksia, mikä lisää Liikkeeseenlaskijan luottoriskiä Velkakirjojen haltijoille.
- Velkakirjat ovat eräpäivättömiä ja Velkakirjoihin ei liity eräännyttämisperusteita tai ristiin eräännyttämistä.
- Liikkeeseenlaskijalla on oikeus lykätä Velkakirjojen koron maksamista rajattomasti paitsi tiettyjen tapahtumien tapahduttua.
- Liikkeeseenlaskijan velkaantuneisuutta tai vakuuden antamista ei ole rajoitettu.
- Velkakirjoille ei ole asetettu kovenanteja, jotka ohjaisivat Liikkeeseenlaskijan toimintaa ja jotka estäisivät sitä myymästä omaisuuseriä tai muuten sellaisen merkittävän järjestelyn toteuttamista, jolla voi olla olennainen haitallinen vaikutus Velkakirjoihin ja Velkakirjojen haltijoihin.

Keskeiset tiedot arvopapereiden ottamisesta kaupankäynnin kohteeksi säännellyllä markkinalla

Mitkä ovat arvopaperiin sijoittamisen edellytykset ja aikataulu?

Velkakirjat tarjottiin merkittäviksi book-building-menettelyssä 9.3.2023 ja vähimmäismerkintänä oli 100.000 euroa ("**Liikkeeseenlasku**"). Velkakirjoja ei ole tarjottu, eikä tulla tarjoamaan yleisölle. Velkakirjat laskettiin liikkeeseen 16.3.2023. Velkakirjojen ottamisesta kaupankäynnin kohteeksi Nasdaq Helsingin pörssilistalle ("**Listalleotto**") on jätetty hakemus ja Listalleoton odotetaan tapahtuvan arviolta 20.3.2023.

Velkakirjat voidaan rekisteröidä haltijan nimiin arvo-osuustilille ja Velkakirjat ja niiden omistusoikeus on siirrettävissä ja omistusoikeus merkittävässä vain arvo-osuustilin kautta.

Liikkeeseenlaskijan arvio sille Velkakirjojen Liikkeeseenlaskusta aiheutuvista kustannuksista on yhteensä noin 1 miljoonaa euroa. Liikkeeseenlaskija ei veloita palkkioita tai muita maksuja sijoittajalta. Tilinhoitajayhteisöt voivat veloittaa oman hinnoittelunsa mukaisia palkkioita merkinnästä, tilien avaamisesta, tilien ylläpitämisestä tai muista Velkakirjojen hallintaan liittyvistä järjestelyistä.

Miksi tämä Esite on laadittu?

Tämä Listalleottoesite on laadittu Velkakirjojen Listalleottoa varten. Liikkeeseenlaskija tulee käyttämään Velkakirjalainasta saamansa varat, liikkeeseenlaskusta aiheutuvien kulujen vähentämisen jälkeen Yhtiön yleisiin tarpeisiin.

Liikkeeseenlaskijan arvio Liikkeeseenlaskusta kerättävien varojen nettomäärästä, Liikkeeseenlaskijan maksettavaksi tulevien kulujen ja palkkioiden vähennysten jälkeen, on noin 149 miljoonaa euroa.

Olennaiset intressit

Nordea Bank Abp:n ("**Pääjärjestäjä**") intressit ovat tavanomaiset liiketaloudelliset intressit rahoitusmarkkinoilla. Liikkeeseenlaskija maksoi Pääjärjestäjälle palkkion Velkakirjojen tarjoamisesta ja Liikkeeseenlaskusta.

Lisäksi Pääjärjestäjä ja sen kanssa samaan konserniin kuuluvat yhtiöt ja/tai niiden lähipiiriyhtiöt ovat tarjonneet ja saattavat tulevaisuudessa tarjota Liikkeeseenlaskijalle sijoitus-, vakuutus, pankki- ja/tai muita palveluita osana tavanomaista liiketoimintaansa, joista ne ovat saaneet, tai tulevat saamaan, tavanomaiset palkkiot ja kulukorvaukset. Pääjärjestäjä ja sen kanssa samaan konserniin kuuluvat yhtiöt ja/tai niiden lähipiiriyhtiöt ovat myös osana tavanomaista liiketoimintaansa toimineet järjestäjinä tai lainanantajina Liikkeeseenlaskijan ja sen lähipiiriyhtiöiden tietyissä lainasopimuksissa sekä erilaisissa rooleissa osakkeiden ja vakuudettomien velkakirjojen liikkeeseenlaskuissa, joista ne ovat saaneet, tai tulevat saamaan, tavanomaisia korkoja, palkkioita ja kulukorvauksia.

RISK FACTORS

An investment in the Capital Securities involves a number of risks, many of which are inherent in the Issuer's business and could be significant. Investors considering an investment in the Issuer's Capital Securities should carefully review the information contained in this Listing Prospectus, and in particular, the risk factors described below. The following description of risk factors is based on information known and assessed on the date of this Listing Prospectus and, therefore, is not necessarily exhaustive. Some of these factors are potential events that may or may not materialise. Should one or more of the risk factors described in this Listing Prospectus materialise, it could have a material adverse effect on the Issuer's business, financial condition and results of operations. The Issuer also faces additional risks not currently known or not currently deemed material, which could also have a material adverse effect on the Issuer's business, financial condition and results of operations and, therefore, on the Issuer's ability to fulfil its obligations under the Capital Securities as well as on the market price of the Capital Securities, and investors could lose part or all of their investment.

The risk factors presented herein have been divided into seven categories based on their nature. These categories are:

- *strategic risks;*
- *operational risks;*
- *non-financial risks;*
- *financial risks;*
- *risks relating to the Capital Securities as obligations of the Issuer;*
- *risks relating to the marketability of the Capital Securities; and*
- *risks relating to the status and form of the Capital Securities.*

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

Strategic Risks

The Group's merger, acquisition and divestment activity exposes it to various risks which may have an adverse effect on the Group's business operations.

Sanoma's strategic aim is to grow through acquisitions primarily in Sanoma Learning, but to a lesser extent also in Sanoma Media Finland. In Sanoma Learning, Sanoma is looking for growth opportunities in K12 learning services business in new geographies and to expand its offering in the current twelve operating countries. In Sanoma Media Finland, Sanoma is interested in synergistic acquisitions in the chosen strategic focus areas of news and feature, entertainment or business to business marketing solutions. However, Sanoma may not be able to identify suitable merger and acquisition ("M&A") opportunities or suitable targets may not be available at the right valuation. Even if suitable M&A opportunities were identified and feasible, there are several risks related to M&A transactions. M&A risks may relate to unidentified liabilities of the target companies or their assets, changes in the market conditions, the inability to ensure the right valuation and effective integration of acquisitions or that the anticipated economies of scale or synergies do not materialise. Despite actively maintaining its industrial networks, proactively seeking for potential targets, working with well-known parties in transaction processes and following its internal policies and procedures in decision-making, organisation and follow-up of M&A transactions, there can be no assurance that the acquisitions will be successful and that Sanoma will achieve its strategic aim of acquisition-based growth. Future M&A transactions may also be financed with debt, increasing Sanoma's overall indebtedness, which may, in turn, adversely affect the availability, costs or other terms of future financing. Regulation of M&A activity by competition authorities may, among other things, also restrict or delay the Group's ability to engage in M&A transactions.

In 2022, the Group announced several transactions, including the acquisition of Pearson's local K12 learning content business in Italy and its small exam preparation business in Germany ("**the Pearson Italy and Germany Acquisition**"). The Pearson Italy and Germany acquisition was completed on 31 August 2022 and the acquisition is estimated to create synergies of EUR 2–3 million to be realised in full 18–24 months after closing. The success of the recent and above-mentioned acquisitions largely depends on the timely and efficient integration of the business operations, processes and ways of working. The process of integrating the acquired businesses into Sanoma's existing businesses involves

uncertainties, and there can be no assurance that Sanoma will be able to integrate the business in the manner or within the timeframe anticipated, and, therefore, achieve the anticipated benefits of the acquisitions.

To focus its business on areas where it has clear competitive advantages and leading market positions, the Group has divested some of its non-core businesses in recent years. For example, the Group completed the divestment in Eduarte, a student administration system provider for vocational education in the Netherlands in October 2022. In January 2022 the Group also divested one of its three newspaper printing facilities, Savon Paino, located in Varkaus, Finland. Sanoma may divest additional businesses in order to further focus its operations, or for other reasons. Any future divestments may be affected by many factors, such as the availability of bank financing to potential buyers, interest rates and competitors' capacity, all of which are beyond the Group's control, and may also lead to exposure to indemnity claims. There can be no assurance that the Group will succeed in divestments of certain assets in a profitable way or that such divestments will be possible on acceptable terms, or at all. Divestments may also require attention from the Group's management, taking attention away from the management of its ongoing business.

An uncertain economic or political environment could have an effect on the markets and regions in which the Group operates which could in turn adversely affect the Group's business activities and operational and financial performance.

The general economic and political conditions in Sanoma's operating countries and overall industry trends could influence Sanoma's business activities and operational and financial performance. The cost inflation, especially salary inflation and continuing high paper prices, is expected to continue to have an impact on Sanoma's operating costs. In addition to the recently increasing global risks, including e.g. geopolitical unrest, cost and supply of global commodities, like energy, and high inflation, general economic conditions may be affected by various additional events that are beyond Sanoma's control, such as natural disasters and epidemics. For example, the COVID-19 pandemic has in general during its course caused a reduction in business activity and financial transactions, lockdowns, quarantines, labour shortages, supply chain interruptions, additional cautionary activities, additional costs and overall economic and financial market instability. Although Sanoma's diversified well-balanced business portfolio to a certain extent mitigates this type of risks, they may cause disruption to Sanoma, its employees, markets, suppliers and customers, any of which could have a material adverse effect on Sanoma's business, operating model, financial condition and/or results of operations.

In general, political risks associated with the performance of Sanoma Learning relate to the development of public and private education spending especially during the curriculum renewals. Sanoma faces political risks particularly in Poland and Spain, where a change in the political landscape could have a material effect on Sanoma Learning as described below in "*—Changes in applicable laws and regulations and interpretation thereof could increase the Group's costs and adversely affect its freedom to operate by limiting its ability to target advertising and sell and personalise services and products*". Moreover, changes in the overall economic environment can affect Sanoma Learning's cost base, particularly the cost and availability of paper and printing, as well as of personnel. Such changes could also affect demand in segments where it is the parents or students themselves, rather than the government or schools, that pay for learning materials e.g. by increasing the demand for second-hand books; such segments constitute a minority of Sanoma Learning's business.

In Sanoma Media Finland, risks associated with business and financial performance typically relate to advertising demand and consumer spending. A significant portion of the Group's sales is derived from advertising sales in magazines, newspapers, television, radio and digital (online and mobile) media as well as circulation sales of printed media. Both of these sources of income are sensitive to changes in the general economic environment and consumer confidence, with advertising sales being historically somewhat more sensitive to economic downturns than circulation sales, in particular subscription sales. Weakening confidence among Finnish consumers, impacted by the war in Ukraine as well as increasing inflation and interest rates, may have an adverse impact on the demand for Media Finland's products and services. Moreover, changes in the overall economic environment can affect Sanoma Media Finland's cost base, particularly the cost and availability of paper and printing, as well as of personnel and distribution costs. The availability of newsprint paper, the most used paper quality by Sanoma, has remained on its normal level since the second quarter of 2022, but could be negatively impacted by the availability and prices of energy, particularly gas in Central Europe. In addition to increasing Sanoma Media Finland's direct operating costs, higher cost inflation may have an adverse indirect impact in the demand of its products and services. Changes in the geopolitical situation in Finland, taking into account e.g. Russia's attack and war in Ukraine and Finland's application for a membership in the North Atlantic Treaty Organisation NATO, could weaken the market conditions in Finland, which could in turn have a negative impact in the business, operations and financial performance of Sanoma's businesses in Finland. In addition, weakening of the euro against main currencies, including the US dollar, may increase the cost of the goods and services Sanoma buys in currencies other than euro (e.g. hosting and TV content) and poses a risk to Sanoma's financial performance, albeit part of the currency transaction risk is hedged with forward contracts. Sanoma has been able to partially mitigate the said impacts on its financial performance e.g. through active costs management actions, however the higher operating expenses are expected to have an adverse impact on earnings also in 2023.

The demand for the Group's products and services is subject to changes in consumer preferences, technology and industry trends as well as seasonal fluctuation and failure to respond to such changes and seasonal fluctuation may result in the Group losing market share.

In learning, digital and blended (print-and-digital) learning materials, methods and platforms have gradually been gaining ground, and the outbreak of the coronavirus pandemic has further amplified the growing need for remote learning tools and digital learning materials. In the learning material distribution services, this shift is being paralleled by a move from renting and selling books towards subscription-based commercial models. Both trends and/or their acceleration or slow-down may have an effect on the operational performance, financial performance and/or financial position of Sanoma Learning. In addition, Sanoma Learning is, by nature, subject to seasonal fluctuation, with most of the sales and earnings accrued during the second and third quarters when the new school year starts, which further increases the pressure to be able to respond to changes in a timely manner.

With the continued development of alternative forms of media, particularly digital media, the Group's media businesses and the strength of its media brands depend on its continued ability to identify and respond to constantly shifting consumer preferences and industry trends as well as its ability to develop new and appealing products and services in a timely manner. Ongoing digitalisation is currently the driving force behind many of these changes, and the increasing use of mobile devices is changing the way people consume media with viewing time of free-to-air television decreasing and online video consumption increasing. The demographic structure in Finland may have a further impact in these trends. The demand for advertising derived from printed media has also been in decline in the recent years, as advertisers shift to digital channels. However, even the digital advertising ecosystem is changing. For example, the deprecation of third-party cookies may result in changes in business models related to the sales of digital advertising and it is not certain that Sanoma can adapt its business models accordingly or with the same pace.

Sanoma is continuously developing digital and hybrid learning and media products and services. In addition, Sanoma maintains close and long-term relationships with schools, teachers and governing bodies and typically sells digital solutions and printed materials together. The wide cross-media offering provides Sanoma a base to constantly develop its offering to advertisers and to introduce new services, such as cross-media solutions, native or branded and premium content. However, there can be no assurance that Sanoma will be able to adjust to and meet the changes of consumer preferences, industry trends and technological developments in the future. Failure to respond to market changes by developing and/or adopting new products and services through both established and new platforms on a competitive and profitable basis may result in the Group losing market share in its established businesses to competitors. See also “—*The learning and media markets in which the Group operates are highly competitive*” below.

The learning and media markets in which the Group operates are highly competitive which can lead to the Group losing its market shares.

The learning and media markets in which the Group operates are highly competitive and include many regional, national and international companies. In media, competition is affected by the level of consolidation within the Group's markets as well as by the development of alternative distribution channels for the products and services offered by the Group. Competition may arise from large international media and telecom companies entering new geographic markets or expanding the distribution of their products and services to new distribution channels, which may have a significant effect on competition as these companies enjoy high brand awareness and often have greater financial and other resources to penetrate new markets and gain market share. In addition, new entrants in the market may be able to take advantage of alternative forms of media and new technologies faster than the Group and, therefore, gain market share from Sanoma's established businesses. In Sanoma Learning there is a similar risk stemming from large international media companies, digital entrants, educational technology companies, open educational resources and user-generated content or digital tools. Furthermore, Sanoma is exposed to competition also from traditional publishers in different countries. Both in learning and media, there are also publicly-funded companies operating in the Group's markets, and increased funding to these entities could further tighten the competitive situation.

The Group's ability to compete effectively will require continuous efforts by the Group in, among other things, sales and marketing, cost innovation and investment in technology to respond to changes in the markets. Although the Group currently holds strong positions in its key markets, there can be no assurance that it will be able to maintain these positions or that these positions will enable the Group to compete effectively in the future.

Changes in applicable laws and regulations and interpretation thereof could increase the Group's costs and adversely affect its freedom to operate by limiting its ability to target advertising and sell and personalise services and products.

The Group's operations are subject to various laws and regulations in the countries in which the Group operates and changes in such laws and regulations could have a material effect on Sanoma's ability to conduct its business effectively. For example, changes in education-related regulation could have a material effect on Sanoma's commercial propositions, technology or content investment needs, or financial performance. Although legislation related to learning is typically

country-specific, which limits the magnitude of said risk at group level, Sanoma faces an increased legislative risk in Poland and Spain which both are large markets, where broad or abrupt education-related legislative changes could have a material effect on Sanoma Learning. The introduction or delay, pace, scope and timing of changes in education-related legislation, or their reflections in public educational spending, in the markets in which Sanoma Learning operates – most notably in Poland or Spain, but potentially also other markets – may have an impact on Sanoma Learning’s commercial proposition, content investment needs and financial performance which could in turn have an adverse effect on Sanoma Learning’s profitability. In media, any adverse developments affecting the freedom of press or source protection could have an adverse effect on the commercial proposition and financial performance of Sanoma Media Finland which could in turn have an adverse effect on Sanoma Media Finland’s profitability.

Changes in taxation as well as in the interpretation of tax laws and practices may have an effect on the operations of the Group or on its financial performance (e.g., value-added tax (“**VAT**”) applicable to Sanoma’s printed, digital and hybrid products). See also “—*Financial Risks—The Group’s tax costs could increase as a result of changes to tax laws or their application or as a result of a tax audit which could have a material adverse effect on the Group’s financial condition*” below.

Tightening of consumer protection related laws may cause needs to amend some consumer media sales business models, e.g. telesales, imposing additional costs on Sanoma and having an adverse effect on profitability. Furthermore, the deterioration of publishers’ and broadcasters’ copyright protection or increase in legal obligations (such as reporting or monetary obligations) towards original authors of copyright protected works affects the Group’s ability to provide its customers with new products and services and may increase costs or impact the valuation of balance sheet items related to acquiring and managing copyrights. Sanoma aims to anticipate any changes by closely monitoring regulatory developments and adapting its business models accordingly. However, implementing changes to its business models in order to adapt to new regulations is likely to impose additional costs. Violations of any applicable laws or regulations could also result in penalties and fines. For further information on laws and regulations applicable to Sanoma, see “*Description of the Group – Regulation*”.

Data is an increasingly essential part of Sanoma’s business putting privacy and consumer trust at the core of the Group’s daily operations. Regulatory changes and new guidance by authorities or regulatory enforcement actions regarding the use of consumer or cookie data for commercial purposes could, therefore, have an adverse effect on Sanoma’s ability to utilise data in its business. For example, cookies and the related laws, regulations and enforcement thereof are currently strongly on the agenda of the authorities both in Finland and throughout Europe. Authorities are increasingly scrutinizing the use of cookies by companies. Sanoma engages regularly in dialogue with authorities as part of its normal business activities and may be subject to requirements imposed by authorities on companies operating in the industry. Such requirements could entail, for example, material restrictions on the use of cookies regarding both advertising and personalisation. In addition, the proposed regulation of the European Parliament and of the Council concerning the respect for private life and the protection of personal data in electronic communications and repealing the Directive 2002/58/EC (Regulation on Privacy and Electronic Communication) may require consent for telesales for subscriptions and may also have a negative impact on cookie-related usage and thus demand for digital advertising and personalisation. This would have an effect on business to consumer media sales and business to business advertising both in news and video-on-demand (VOD) businesses. See also “—*Operational Risks—The Group may face data breaches resulting from unauthorised or accidental loss of or access to personal data which could lead to reputational damage or the Group may fail to comply with privacy laws which could in turn lead to penalties, significant remediation costs and reputational damage*” below.

The Group may also be faced with the risk of overregulation on the European or national levels, or different, potentially tighter national interpretations on the European Union (“**EU**”) level regulation in its operating countries. In particular, this risk is seen to relate to sustainability, compliance, intellectual property rights (“**IPR**”), data protection, digital transformation, consumer protection and accessibility.

Operational Risks

The Group may face data breaches resulting from unauthorised or accidental loss of or access to personal data which could lead to reputational damage or the Group may fail to comply with privacy laws which could in turn lead to penalties, significant remediation costs and reputational damage.

Data is an increasingly essential part of Sanoma's products and services in both Sanoma Learning and Sanoma Media Finland. The Group holds large volumes of personal data including that of employees, customers and, in its assessment businesses, students and citizens. Sanoma is subject to the General Data Protection Regulation ((EU) 2016/679, the "GDPR"), which sets strict requirements for implementing data subject rights, and for companies to demonstrate their accountability for complying with the regulation. Non-compliance with the GDPR in Sanoma's business and operations or potential inadequacy of the data protection processes and practices may cause problems, difficulties or additional costs to Sanoma. Any infringement of the GDPR could adversely affect Sanoma's reputation. Furthermore, under the GDPR, a national data protection authority is vested with the power to impose corrective actions, such as temporary or definitive bans on processing, and to impose administrative fines for breaches of the GDPR up to EUR 20 million or four per cent of the total worldwide annual turnover of a company. The Directive on privacy and electronic communications 2002/58/EC also imposes requirements for online data collection and use. There have been various authority enforcement actions across the EU since 2021 regarding consent practices for the use of cookies and similar identifiers (see also "– Strategic Risks–Changes in applicable laws and regulations and interpretation thereof could increase the Group's costs and adversely affect its freedom to operate by limiting its ability to target advertising and sell and personalise services and products" above). While these, along with the expected ePrivacy Regulation, are benefiting the media and advertising industry in the long term by creating a level playing field for small media players, in the short term they could also have a negative impact on media through additional costs. Although Sanoma runs a privacy programme that monitors development and enforcement of privacy regulations, there can be no assurance that such measures will be successful in ensuring compliance with privacy laws, which could lead to penalties, significant remediation costs and reputational damage to Sanoma.

In addition, Sanoma is exposed to potential data breaches resulting from unauthorised or accidental loss of or access to personal data managed by Sanoma or by third parties processing data on Sanoma's behalf. For example, Sanoma's or its third-party suppliers' systems could be vulnerable to unauthorised access, misuse, breaches due to employee error or malfeasance, computer viruses, attacks by hackers or other similar threats. Data is key in the development of Sanoma's products and services, as it enables content and learning services to be better tailored to the needs of customers, for example by providing individualised learning paths and even more compelling media content. Continuing the use of data in the future is dependent on maintaining the trust of customers, and potential data breaches could significantly undermine this trust. Sanoma's key privacy implementation processes include conducting privacy impact assessments, data lifecycle management, negotiating data processing agreements with third parties, information security measures to protect data, data breach management procedures and implementation of data subject rights. However, there can be no assurance that data breaches will not occur despite these efforts to prevent such breaches or, in the event that breaches occur, that Sanoma will be able to mitigate the effects of such a breach. This could lead to reputational damage which could ultimately lead to Sanoma's inability to effectively compete for future business and to potential cancellations of existing contracts.

Failures of one or more of the Group's information and communication technology systems could cause disruptions to its business and reputational damage resulting from possible data breaches.

Functioning and reliable information and communication technology systems are integral aspects of the Group's learning and media business. The systems include online services, digital learning platforms, video-on-demand platforms, newspaper and magazine subscriptions, advertising and delivery systems, as well as various internal systems for production control, customer relations management, and supporting functions. Information and communication technology security risks may relate to confidentiality, integrity, and/or availability of information, as well as to reliability and compliance of data processing. The risks can be divided into physical risks, such as fire, sabotage and equipment breakdown and logical risks, such as information security risks, including increasing threat of malware and cyber attacks, hacking of personal data or other sensitive data assets, and employee or software failure. Long-term down-time of Sanoma's services could potentially even lead to compensation requests from the customers. Additionally, fragmentation of the data landscape and legacy systems or failure in meeting customer needs or local requirements when developing or harmonising the digital offering could cause a delay or hinder the Group's digitalisation.

Sanoma has continuity and disaster recovery plans in place for its critical systems and clear responsibilities regarding information and communication technology security. Information security controls include the use of threat intelligence capabilities, cyber security incident detection capabilities, identity and access management solutions, log management capabilities and the use of external information security audits. Although Sanoma has several information security control measures in place, there can be no assurances that such measures will be adequate to prevent failures of one or more of the Group's essential information and communication technology systems, which could cause disruptions to its business and reputational damage resulting from possible data breaches. For more information on risks related to data breaches, see "–The Group may face data breaches resulting from unauthorised or accidental loss of or access to personal data

which could lead to reputational damage or the Group may fail to comply with privacy laws which could in turn lead to penalties, significant remediation costs and reputational damage” above.

Materialisation of any risks related to Sanoma’s network of third parties could result in increased costs, availability concerns, reputational damage and/or temporary business interruptions, among other things.

A wide network of third parties in a wide variety of countries plays an integral role in Sanoma’s daily operations. Third-party suppliers in Sanoma’s value chain include, among others, technology solution and service providers, paper, print and logistics suppliers as well as content providers both for Sanoma Learning and Sanoma Media Finland. Therefore, risks relating to the availability, price, quality, security and delivery schedules of third-party suppliers are material for Sanoma’s operations. These include during the recent years increased use of external cloud-based services, functioning of which is strongly dependent on usability and accessibility of global internet connections. The expanding global supply chain risks that are a combination of e.g. geopolitics, post-pandemic situation, economic environment, high inflation and production factors may result in a much tighter supply market conditions and availability concerns.

Sanoma uses freelancers to support content creation and subcontractors to support in e.g. a variety of IT tasks. The status of freelancers and subcontractors may be challenged from different perspectives such as taxation, labour laws, pension eligibility and social security entitlement. Interpretations may vary depending on local regulations, interpretations by respective authorities and freelancer’s individual circumstances. Even though no individual case can have a material impact it cannot be excluded that a case could escalate to concern a larger group of freelancers and/or subcontractors used by Sanoma and lead to an increase in costs.

In addition, certain advertising and marketing efforts are executed with the help of third parties. The advertising technology ecosystem consists of players, such as Google and Facebook, that have dominant market power, which may lead to an imbalance between their rights and liabilities in agreements entered into with Sanoma.

Sanoma’s daily business is dependent on its ability to identify sources of supply that meet Sanoma’s standards and identified business, technology and sustainability requirements. Sanoma follows the guiding principles of supplier risk management set in the Group’s Procurement Policy, Supplier Code of Conduct and legal framework and the most significant suppliers are selected through competitive bidding and qualification processes. Suppliers and other third parties are subject to a Know Your Counterparty (KYC) process to identify any risks related to anti-bribery, sanctions regulations and other issues. With suppliers most relevant for Sanoma’s business continuity Sanoma has set up steering practices and supplier engagement to jointly mitigate the identified risks, e.g. by increasing the paper inventory and agreeing on steps to avoid problems with newspaper delivery. If any of the key suppliers had to be replaced abruptly it could cause temporary business interruptions and even increase costs.

Despite the processes that Sanoma has in place, Sanoma may not be able to ensure that its suppliers or other third parties comply with all relevant regulations and its internal policies and standards, which could, for example, lead to legal processes and/or reputational damage. In addition, cooperation with third parties exposes Sanoma to certain data related risks, see “—*The Group may face data breaches resulting from unauthorised or accidental loss of or access to personal data which could lead to reputational damage or the Group may fail to comply with privacy laws which could in turn lead to penalties, significant remediation costs and reputational damage” above.*

Failure or inability to protect the Group’s intellectual property could result in the loss or diminution in value of these rights in addition to which possible infringement claims from third parties could result in litigation and additional costs and harm Sanoma’s reputation.

The Group’s products and services largely consist of intellectual property delivered through a variety of media. Key IPR related to Sanoma’s products and services are copyrights including rights to make the copyright protected works available to public, trademarks, business names, domains, and know-how owned and licensed by the Group. The Group relies on copyright, trademark and other intellectual property laws as well as its group-wide IPR Policy and procedures to establish and protect its proprietary rights in these products. However, there can be no assurance that the Group’s proprietary rights will not be challenged, invalidated or circumvented. In addition, the Group conducts business in certain countries where the extent of effective legal protection and enforcement of IPR may differ, and, therefore, cause uncertainty. Moreover, despite trademark and copyright protection, third parties may copy, commercially exploit, infringe on or otherwise profit from the Group’s proprietary rights without authorisation. These unauthorised activities may be more easily facilitated by the internet. The scarcity of internet-specific legislation relating to trademark and copyright protection or enforcement of rights as well as effective and concrete means to intervene with online IPR infringements create an additional challenge for the Group in protecting its proprietary rights relating to its online business processes and other digital rights, and failure to protect its proprietary rights or IPR could result in the loss or diminution in value of these rights. Sanoma also uses a high volume of third-party IPR in its operations, which exposes it to possible infringement claims from third parties. Such claims could result in burdensome litigations and additional costs as well as adversely affect Sanoma’s reputation which could in turn have a negative impact on Sanoma’s operations.

The Group is exposed to business interruption, health and safety and hazard climate-related risks that could disrupt the Group's business activities and result in significant costs.

Operational disruption to the Group's business may be caused by a major disaster and/or external threats that could restrict its ability to supply products and services to its customers, including potential disruptions e.g. in the internet or energy availability in the Group's main operating countries. The Group is exposed to various health and safety and environmental risks, such as natural disasters and hazards following climate change, that are beyond Sanoma's control and that could cause business interruption and result in significant costs. External threats, including, but not limited to pandemics, such as COVID-19, terrorist attacks, strikes and weather conditions, could affect the Group's businesses and employees, disrupting daily business activities. Also, any failure to maintain high levels of safety management could result in physical injury, sickness or liability to Sanoma's employees, which could, in turn, result in the impairment of Sanoma's reputation or inability to attract and retain skilled employees. Despite Sanoma's operational policies, efficient and accurate process management and contingency planning, there can be no assurance that these will be sufficient in preventing any of the above-mentioned risks or recovering from such risks. To mitigate potential hazard physical risks, Sanoma has continuity and disaster recovery plans in place for its critical systems and operations but there can be, however, no assurance that these will be sufficient in preventing such risks impacting Sanoma negatively. Sanoma's insurance programme provides coverage for insurable hazard risks, subject to insurance terms and conditions, but there can be no assurances that Sanoma's insurance coverage would adequately cover all or any of such costs, if such an incident were to occur, which could result in significant costs.

Non-financial Risks

The Group may be unable to recruit or retain diversely skilled personnel which could have an adverse effect on the Group's profitability and value creation, competitiveness and development of its business operations in the long-term.

The Group's success depends on having competent, skilled and engaged management and employees, and on their competencies and skills in developing appealing products and services in accordance with customer needs in a changing environment. Sanoma aims to enhance a corporate culture that supports training, innovation, creativity, diversity, as well as an ethical and efficient way of working, for which the framework is set in Sanoma's Code of Conduct and Diversity Policy. Recruiting and retaining skilled and motivated personnel may become increasingly difficult as a result of various factors, including a shortage of skills in the labour market and intensifying competition for personnel. In addition, Sanoma's involvement in M&A transactions generally exposes it to risk of employees, including senior management and other key employees, leaving before such projects are completed or the acquired businesses integrated to Sanoma's existing business. Also, cultural differences, resistance to change or uncertainty around successful adaptation of new (hybrid and remote) working models may hinder the Group's performance or transformation. Should the Group fail to attract, retain, develop, train and motivate qualified, engaged and diverse employees at all levels, it could have an adverse effect on the Group's profitability and value creation, competitiveness and development of its business operations in the long-term.

The Group is exposed to risks related to the adaptation to climate change through energy-efficient and sustainable standards across its value chain.

Sanoma's most significant environmental impacts derive from greenhouse gas emissions caused by the energy and materials used in its value chain. The availability and price of forest commodities and energy pose a risk for Sanoma and changes in them may potentially have an adverse impact on the Group's business and financial performance. Sanoma is also exposed to a risk of increasing pricing of energy due to carbon taxes both in its own operations and in the supply chain. The effects of climate change are wide-ranging and may bring e.g. considerable social uncertainty, although Sanoma's business is not highly carbon intensive and climate change risks are not estimated to have material financial impacts. Sanoma mitigates climate-related risks through its ambitious climate strategy and by developing sustainability together with its stakeholders and working alongside its suppliers to improve their sustainability performance. To identify and control environmental and climate-related risks and opportunities, Sanoma evaluates them as part of its annual risk-assessment process. In addition, Sanoma analyses its climate-related risks and opportunities by using the Task Force on Climate-related Financial Disclosure (TCFD) framework.

The Group may not be able to ensure that its operating standards relating to human rights, anti-corruption and bribery are complied with across its value chain which may lead to legal processes, sanctions and fines as well as reputational damages affecting Sanoma's operations.

Sanoma operates in twelve European countries and is committed to conducting business in a legal and ethical manner in compliance with local and international laws and regulations applicable to its business as well as its Code of Conduct. Nevertheless, there is a risk that Sanoma's employees or business partners may act in a way that violates human rights or anti-corruption and bribery laws and regulations or they may act unethically.

In Sanoma Learning, Sanoma's business partners mainly include municipalities, other governmental units and schools, while Sanoma Media Finland, for example, uses many third-party content providers. All of Sanoma's employees must comply with Sanoma's Code of Conduct, which supports the international standards on human rights and labour conditions and clearly prohibits all corruption and bribery. The requirements of the Code of Conduct are extended to Sanoma's suppliers through the Supplier Code of Conduct. Sanoma aims to ensure compliance with measures such as a mandatory e-learning course on the Code of Conduct to all employees, however, there can be no assurance that Sanoma's internal control measures will detect and prevent misbehaviour by individual employees or third-party suppliers. Breaches of applicable laws and regulations or corporate policies by Sanoma's employees or business partners may lead to legal processes, sanctions and fines as well as reputational damages affecting Sanoma's operations, which could have a material adverse effect on Sanoma's business, financial condition or results of operations. For more information on risks related to increasing regulation related to sustainability and compliance, see "*—Strategic Risks—Changes in applicable laws and regulations and interpretation thereof could increase the Group's costs and adversely affect its freedom to operate by limiting its ability to target advertising and sell and personalise services and products*" above.

Financial Risks

Future adverse developments either in the financial markets or general economic conditions may adversely affect the Group's ability to borrow additional funds as well as the cost and other terms of the funding.

Under all circumstances, the Group seeks to maintain adequate liquidity, which depends on a number of factors. The Group's liquidity risk relates to servicing debt, financing investments and retaining adequate working capital. Sanoma aims to minimize its liquidity risks by ensuring sufficient revenues, maintaining adequate committed credit limits, using several financing institutions and forms of financing, and spreading loan repayment programmes over a number of calendar years. The Group's treasury policy sets minimum requirements for liquidity reserves.

There can be no assurance that the Group will be able to maintain a sufficient level of liquidity, or that the Group will be able to obtain, on a timely basis or at all, sufficient funds on acceptable terms to provide adequate liquidity in the event that cash flows from operations, unused committed credit line and cash reserves prove to be insufficient. Negative changes in economic environment could affect the Group's profitability and cash flow in a manner that could adversely impact on the Group's ability to comply with financial covenants in the loan agreements. Failure to comply with the financial covenants could lead to mandatory prepayment of the loans. Failure to generate additional funds, whether from operations or additional debt or equity financings, may, for example, require the Group to delay or abandon some or all of its strategy initiatives, including its strategic aim of acquisition-based growth, which could have a material adverse effect on the Group's business, financial condition or results of operations. In addition, any future adverse developments, such as deterioration in the financial markets and a worsening of general economic conditions, may adversely affect Sanoma's ability to borrow additional funds as well as the cost and other terms of the funding. For example, global financial markets have experienced, and may continue to experience, significant volatility and liquidity disruptions, for example, due to, high inflation, the impacts of the war in Ukraine or other geopolitical unrest, which may adversely affect Sanoma's funding costs and access to funding and ultimately affect Sanoma's ability to finance its operations.

Failure to manage interest rate risk on the Group's floating rate loans could have an adverse effect on the Group's financial condition.

The Group's interest rate risk is mainly related to changes in the reference rates and loan margins of floating rate loans in the Group's loan portfolio. The Group manages its exposure to interest rate risk by ensuring that the interest duration of the gross debt of the Group is within a certain time range approved by the Board of Directors as part of the Group's treasury policy. The Group may also manage its exposure to interest rate risk by using a mix of fixed rate and floating rate loans or by utilising interest rate derivatives. As at 31 December 2022, the Group's total financial liabilities were all denominated in euro and amounted to EUR 699.4 million, of which EUR 492.7 million was at floating rate. As a result of the floating rate loans, a rise in interest rates would lead to an increase in financial expenses limiting, for example, the Group's ability to pay dividends. A failure to manage interest rate risk may have an adverse effect on the Group's financial condition.

Changes in foreign currency exchange rates could adversely affect the Group's financial condition and results of operations.

The majority of the Group cash flow from operations is denominated in euros. However, the Group is exposed to some transaction risk resulting from cash flows generated from sales and expenses denominated in other currencies. Group companies are responsible for monitoring and hedging material transaction risks related to their business operations in accordance with the Group's treasury policy. The majority of the Group's transaction risk in 2022 was related to the procurement of IT services and TV programming rights, both denominated in U.S. dollars, the strengthening of which could significantly increase the Group's operating costs. The Group has selectively entered into forward contracts as means of hedging against significant transaction risks. Internal funding transactions within the Group are mainly carried

out in the functional currency of the subsidiary. Group Treasury is responsible for monitoring and hedging the currency risks related to intra-Group loans. If the hedged currencies weakened by 10 per cent against the euro at the year-end date 31 December 2022, the change in the value of forward contracts would decrease financial expenses by EUR 0.01 million (EUR 0.1 million decrease for the year ended 31 December 2021). If the currencies strengthened by 10 per cent against the euro, financial expense would increase by EUR 0.01 million (EUR 0.1 million increase for the year ended 31 December 2021). Derivative instruments are used to hedge future cash flows, hence changes in their value will offset changes in the value of cash flows at the time they are paid or received. Materialisation of any of these risks could have a material adverse effect on the Group's earnings and cash flow directly, and there can be no assurance that the hedging of these risks is sufficient.

The Group is also exposed to translation risk resulting from converting the income statement and balance sheet items of foreign subsidiaries into euros. For the year ended 31 December 2022, business operations outside the euro area (countries in which the currency is not pegged to the euro) accounted for approximately 11.6 per cent (13.5 per cent for the year ended 31 December 2021) of consolidated net sales of continuing operations and mainly consisted of revenues in Polish zloty, Norwegian krone and Swedish krona. If all reporting currencies had been 10 per cent weaker against the euro during the year, the Group net sales would have decreased by EUR 13.7 million (EUR 15.4 million for the year ended 31 December 2021). If all reporting currencies had been 10 per cent stronger against the euro, the Group net sales would have increased by EUR 16.7 million (EUR 18.8 million for the year ended 31 December 2021). A significant change in exchange rates may also have an effect on the value of the businesses in Poland, Norway and Sweden. The Group did not hedge against translation risk in 2022, in accordance with the Group's treasury policy approved by the Board of Directors.

Failure to effectively manage credit and counterparty risk could have a material adverse effect on the Group's financial condition and results of operations.

The Group's credit risks are related to its business operations, that is, the risk of the Group not being able to collect the payments for its receivables. Possible weakening of the economy, for example, due to high inflation, the impacts of the war in Ukraine or other geopolitical unrest, may increase the Group's credit risk, although potential concentrations of credit risk are offset by the Group's diversified operations and the fact that no individual customer or group of customers is material to the Group. In Sanoma Learning, credit risk of certain high risk profile customers is partially covered by credit insurance. The Group's operational units are responsible for managing credit risks related to their businesses.

Agreements Sanoma has entered into with financial institutions contain an element of risk of the counterparties being unable to meet their obligations, which could have a material adverse effect on Sanoma's business, financial condition or results of operations. The Group's treasury policy specifies that financing, deposits and derivative transactions are carried out with counterparties of good credit standing and divided between a sufficient number of counterparties in order to protect financial assets. The Group has spread its credit risks efficiently by dealing with several financing institutions. Sanoma's ability to manage its financial counterparty-related risks depends on a number of factors, including market conditions affecting its financial counterparties, and there can be no assurance that Sanoma's measures will be successful in preventing the realisation of financial counterparty-related risks, which could have a material adverse effect on Sanoma's business, financial condition or results of operations.

Any impairments on goodwill, immaterial rights and other intangible assets could have a material adverse effect on the Group's financial condition and results of operations.

As at 31 December 2022, the Group's consolidated balance sheet included EUR 1,551 million (EUR 1,426 million as at 31 December 2021) in goodwill, immaterial rights and other intangible assets compared to consolidated equity of EUR 702 million (EUR 721 million), respectively. Majority of the balance of goodwill, immaterial rights and other intangible assets are related to Sanoma Learning. In accordance with the International Financial Reporting Standards adopted by the EU ("IFRS"), instead of goodwill being amortised regularly, it is tested for impairment on an annual basis or more frequently, if there is any indication of impairment. The impairment losses on goodwill, immaterial rights and other intangible assets for continued and discontinued operations for the year ended 31 December 2022 totaled EUR 8 million (EUR 5 million for the year ended 31 December 2021). Changes in business fundamentals could lead to further impairment, thus, impacting negatively Sanoma's equity and equity-related ratios. Further, as Sanoma's strategic aim is to grow through acquisitions, material amounts of goodwill, immaterial rights and other intangible assets might be recorded in Sanoma's balance sheet in the future in connection with the completions of acquisitions which may be impaired at a future date.

The Group is exposed to seasonal fluctuation which influence the Group's net sales and EBIT and, thus, could have a material adverse effect on the Group's business, financial condition or results of operations and impact the comparability of the quarterly financial information of the Group.

Businesses of the Group are exposed to seasonal fluctuation. For example, Group's learning business has, by its nature, an annual cycle with strong seasonality. Most net sales and earnings are accrued during the second and third quarters,

while the first and fourth quarters are typically loss-making. The acquisitions of Pearson Italy and Germany as well as Santillana in Spain have further increased the importance of the third quarter, when the new school year starts, for the business. In the media business, net sales and earnings are particularly affected by the development of advertising. Advertising sales are influenced, for example, by the number of newspaper and magazine issues published each quarter, which varies annually. TV advertising in Finland is usually strongest in the second and fourth quarters. The events business in Finland is typically focused on the second and third quarters. Such seasonal fluctuations influence the Group's net sales and EBIT and, thus, could have a material adverse effect on Sanoma's business, financial condition or results of operations and impact the comparability of the quarterly financial information of the Group.

The Group's tax costs could increase as a result of changes to tax laws or their application or as a result of a tax audit which could have a material adverse effect on the Group's financial condition.

Sanoma's tax burden depends on tax laws and regulations and their application and interpretation. Changes in tax laws and regulations or their interpretation and application may increase Sanoma's tax costs to a significant degree, which could have an adverse effect on Sanoma's financial condition and/or results of operations. In addition, Sanoma may at times be subject to tax audits conducted by national tax authorities. Tax audits or other auditing measures carried out by tax or other authorities could result in an imposition of additional taxes (such as income taxes, VAT and withholding taxes), which could lead to an increase in Sanoma's tax liability. For example, the Finnish tax administration has performed tax audits in Sanoma Media Finland Oy covering the years 2015–2021. In April 2021, the Finnish Tax Adjustment Board accepted a claim based on tax audits at Sanoma Media Finland in years 2015–2018. Sanoma considers the claims completely unjustified and has appealed the decisions. As at the date of this Listing Prospectus, the Administrative Court's decision regarding the years 2015–2018 is pending. If the decision of the Administrative Court will be negative, the case will be appealed to the Supreme Administrative Court. In case of a negative decision of the Administrative Court, the net amount of 2015–2021 VAT claims, approximately EUR 30 million, currently recognised as receivable in the balance sheet, would be expensed as items affecting comparability (IACs). For further information on tax audits performed by the Finnish tax authority and the Administrative Court's decision, see "*Description of the Group – Litigation*".

Risks relating to the Capital Securities as obligations of the Issuer

The Capital Securities are deeply subordinated obligations of the Issuer which increases the Holders' credit risk in respect of the Issuer.

The Capital Securities are unsecured, deeply subordinated obligations of the Issuer and rank behind all the claims of unsubordinated creditors of the Issuer and the claims of the creditors in respect of Issuer Subordinated Indebtedness (as defined in the "*Terms and Conditions of the Capital Securities*"), at least *pari passu* with any present or future outstanding capital securities of the Issuer, and in priority to payments to the holders of all classes of share capital of the Issuer in their capacity as such holders and any other obligation of the Issuer expressed by its terms to rank junior to the Capital Securities. The Holders (as defined in the "*Terms and Conditions of the Capital Securities*") are exposed to a credit risk in respect of the Issuer and would be unsecured and subordinated creditors in the event of the Issuer's voluntary or involuntary liquidation, bankruptcy or reorganisation and they would not be entitled to demand that any collateral or guarantee be given for the Capital Securities in connection with a Corporate Restructuring Event which increases the Holders' credit risk in respect of the Issuer. The investor's possibility to receive payment under the Capital Securities in connection with such events is thus dependent on the Issuer's ability to fulfil its payment obligations, which, in turn, is to a large extent dependent on developments in the Issuer's business and financial performance. Accordingly, any adverse change in the financial condition and prospects of the Issuer may adversely affect the liquidity, values and market prices for the Capital Securities, and significantly reduce the probability that the Holder will receive prompt and full payment, when due, for principal, interest and/or any other amounts and items payable to the Holders pursuant to the Capital Securities from time to time. In addition to the Capital Securities being subordinated obligations of the Issuer themselves, the Capital Securities will effectively be subordinated to claims of all of the creditors of the Issuer's subsidiaries, including trade creditors, secured creditors and creditors holding indebtedness and guarantees issued by the subsidiaries. Should the Issuer become insolvent during the term of the Capital Securities, an investor may forfeit interest payable on, and the principal amount of, the Capital Securities in whole or in part.

The Capital Securities contain no limitation on issuing additional debt or granting of security.

There is no restriction on the amount of debt that the Issuer may issue or guarantee. Nor is there any restriction on granting of security by the Issuer on any existing or future debts. Such issuance of further debt or granting of security may significantly reduce the amount recoverable by the Holders upon the winding-up or insolvency of the Issuer or may increase the likelihood that the Issuer elects to defer interest payments under the Capital Securities or reduce the market value of the Capital Securities.

The Capital Securities do not contain covenants governing the Issuer's operations and do not limit its ability to effect asset sales or otherwise effect significant transactions that may have a material adverse effect on the Capital Securities and the Holders.

The Capital Securities do not contain provisions designed to protect Holders from a reduction in the creditworthiness of the Issuer. In particular, the Terms and Conditions of the Capital Securities do not restrict the Issuer's ability to enter into an asset sale or other significant transaction that could materially alter its existence, jurisdiction of organisation or regulatory regime and/or its composition and business. In the event the Issuer was to enter into such a transaction, holders could be materially and adversely affected through any adverse change in the financial condition and prospects of the Issuer. Any such adverse change may adversely affect the liquidity, values and market prices for the Capital Securities which in turn could materially and adversely affect the holders.

The Holders of the Capital Securities have no voting rights.

The Holders have no voting rights with respect to the general meetings of shareholders of the Issuer. Consequently, in the Issuer's general meetings of shareholders, the Holders cannot influence any decisions by the Issuer to redeem the Capital Securities, defer interest payments or any decisions by the Issuer's shareholders concerning, for instance, the capital structure of the Issuer or any other matters relating to the Issuer.

The Capital Securities are not rated.

The Capital Securities or any other long-term indebtedness of the Issuer are not currently rated by any rating agency nor is it the current intention of the Issuer to request any such rating. Accordingly, investors are not able to refer to any independent credit rating when evaluating factors that may affect the value of the Capital Securities. The absence of rating may reduce the liquidity of the Capital Securities and/or increase the borrowing costs of the Issuer.

One or more independent credit rating agencies may independently assign credit ratings to the Capital Securities. The ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the Capital Securities.

Risks relating to the marketability of the Capital Securities

The market value of the Capital Securities may fluctuate.

The market value of the Capital Securities will be affected by the creditworthiness of the Issuer and a number of additional factors, including, but not limited to, market interest and yield rates and the perpetual nature of the Capital Securities. The value of the Capital Securities depends on a number of interrelated factors, including economic, financial and political events in Finland or elsewhere, including factors affecting capital markets generally and the stock exchanges on which the Capital Securities are traded. Any such changes could have a more volatile effect on, and lead to a greater deterioration in, the value of the Capital Securities than that of a senior bond. The price at which a Holder may be able to sell the Capital Securities from time to time may be at a discount, which could be substantial, from the issue price or the purchase price paid by such Holder.

An active trading market for the Capital Securities may not develop.

There can be no assurance that an active trading market for the Capital Securities will develop. If an active trading market does develop, there can be no assurance that it will be maintained. If an active trading market for the Capital Securities does not develop or is not maintained, the market or trading price and liquidity of the Capital Securities may be adversely affected. The Issuer is entitled to buy and sell the Capital Securities for its own account or for the account of others, and to issue further securities. Such transactions may favourably or adversely affect the price development of the Capital Securities. If additional and competing products are introduced in the markets, this may adversely affect the value of the Capital Securities.

Risk of early redemption at the option of the Issuer or following the occurrence of a Tax Event, an Accounting Event, a Change of Control, a Withholding Tax Event, a Corporate Restructuring Event, a Clean-up Call Option Event or a Replacing Capital Event.

The Issuer may, at its option, redeem all, but not some only, of the Capital Securities on the Reset Date and on any Interest Payment Date after the Reset Date, and at any time following the occurrence of a Tax Event, an Accounting Event, a Change of Control, a Withholding Tax Event, a Corporate Restructuring Event or a Replacing Capital Event, as described in Clause 8 (*Redemption and Purchase*) of the Terms and Conditions of the Capital Securities. The Issuer may, at its option, at any time, also elect to redeem the Capital Securities in whole, but not in part if at any time the Adjusted Nominal Amount (as defined in the Terms and Conditions of the Capital Securities) of the Capital Securities is twenty-five (25) per cent or less of the aggregate nominal amount of the Capital Securities issued (a "**Clean-up Call Option Event**").

The circumstances upon which a Tax Event, an Accounting Event, a Change of Control, a Withholding Tax Event, a Corporate Restructuring Event, a Clean-up Call Option Event or a Replacing Capital Event could occur may be uncertain and unforeseeable to the Holders and the Issuer. However, the Holders should note that a Corporate Restructuring Event in certain scenarios may be within the Issuer's control. Corporate Restructuring Events include any reduction of share capital pursuant to Chapter 14 of the Finnish Companies Act (642/2006, as amended, the "**Finnish Companies Act**"), an amendment of the Issuer's Articles of Association pursuant to Chapter 14, Section 7 of the Finnish Companies Act, a merger or demerger pursuant to Chapters 16 and 17 of the Finnish Companies Act or similar creditor protection mechanisms that may become applicable on the Issuer.

The likelihood of redemption at the option of the Issuer might adversely affect the market value of such Capital Securities. During any period when the Issuer may elect to redeem the Capital Securities, the market value of the Capital Securities generally will not rise substantially above the price at which they can be redeemed. The Issuer may also be expected to redeem the Capital Securities when its cost of borrowing is lower than the interest rate on the Capital Securities. There can be no assurance that, at the relevant time, the Holders will be able to reinvest the redemption proceeds at an effective interest rate as high as the return that would have been received on such Capital Securities had they not been redeemed.

Interest rate risk.

Interest on the Capital Securities, which is until the Reset Date calculated at a fixed rate, involves the risk that subsequent changes in market interest rates may adversely affect the value of the Capital Securities. While the nominal interest rate of a fixed interest rate security is fixed, in this case, during a certain period of time, the current interest rate on the capital markets (market interest rate) typically changes on a daily basis. As the market interest rate changes, the price of such security changes in the opposite direction. If the market interest rate increases, the price of such security typically falls, until the yield of such security is approximately equal to the market interest rate. If the market interest rate decreases, the price of a fixed rate security typically increases, until the yield of such security is approximately equal to the market interest rate. Holders should be aware that movements of the market interest rate can adversely affect the price of the Capital Securities and can lead to losses for the Holders if they sell Capital Securities during the period in which the market interest rate exceeds the fixed rate of the Capital Securities.

Following the Reset Date, interest on the Capital Securities shall be calculated on the basis of 3-month EURIBOR plus a margin in the aggregate of the re-offer spread and 5 per cent per annum. Consequently, the interest rate of the Capital Securities may vary during the investment period. If the interest rate develops in an unfavourable manner, the yield of the Holder may be less than expected. A holder of a security with a floating interest rate is exposed to the risk that the market value of the security may fall as a result of changes in the market interest rates. Market interest rates follow the changes in general economic conditions, and are affected by, among other things, demand and supply for money, liquidity, inflation rate, economic growth, benchmark rates of central banks, implied future rates, and changes and expectations related thereto. Consequently, the Holders should be aware that movements of market interest rates may result in a material decline in the market price of the Capital Securities and can lead to losses for the Holders if they sell the Capital Securities.

The regulation and reform of "benchmarks" may adversely affect the value of Capital Securities linked to or referencing such "benchmarks".

Interest rates and indices which are deemed to be "benchmarks" (such as, in the case of the Capital Securities, EURIBOR), are the subject of recent national and international regulatory guidance and proposals for reform. Some of these reforms are already effective whilst others are still to be implemented. These reforms may cause such benchmarks to perform differently than in the past, to disappear entirely, or have other consequences which cannot be predicted. Any such consequence could have a material adverse effect on the Capital Securities linked to or referencing such a "benchmark". The Benchmarks Regulation (Regulation (EU) 2016/1011) (the "**Benchmarks Regulation**") applies to the provision of benchmarks, the contribution of input data to a benchmark and the use of a benchmark within the EU, including certain authorisation and registration requirements for the benchmark administrators.

The Benchmarks Regulation could have a material impact on any Capital Securities, in particular, if the methodology or other terms of the "benchmark" are changed in order to comply with the requirements of the Benchmarks Regulation. Such changes could, among other things, have the effect of reducing, increasing or otherwise affecting the volatility of the published rate or level of the relevant "benchmark". More broadly, any of the international or national reforms, or the general increased regulatory scrutiny of "benchmarks", could increase the costs and risks of administering or otherwise participating in the setting of a "benchmark" and complying with any such regulations or requirements. Such factors may have the following effects on certain "benchmarks": (i) discourage market participants from continuing to administer or contribute to the "benchmark", (ii) trigger changes in the rules or methodologies used in the "benchmark" or (iii) lead to the disappearance of the "benchmark". Any of the above changes or any other consequential changes as a result of national or international reforms or other initiatives or investigations, could have a material adverse effect on the value of and return on any Capital Securities.

Risks relating to the status and form of the Capital Securities

The Capital Securities are perpetual and there are no events of default or cross default under the Capital Securities.

The Capital Securities are perpetual securities with no specified final maturity date. The Issuer is under no obligation to redeem the Capital Securities at any time. The Holders have no right to call for their redemption and, therefore, the Holders should be aware that they may be required to bear the financial risks of an investment in the Capital Securities for an indefinite period of time and may not recover their investment in the foreseeable future, or at all.

The Terms and Conditions of the Capital Securities do not provide for any events of default, including cross default allowing acceleration of the Capital Securities, if certain events occur. Accordingly, if the Issuer fails to meet any obligations under the Capital Securities, including the payment of any interest, investors will not have the right of acceleration of principal. Upon a payment default, the sole remedy available to the Holders for recovery of amounts owing in respect of any payment of principal or interest on the Capital Securities will be the institution of proceedings to enforce such payment. Notwithstanding the foregoing, the Issuer will not, by virtue of the institution of any such proceedings, be obliged to pay any sum or sums sooner than the same would otherwise have been payable by it.

The Issuer has the right to defer interest payments indefinitely unless certain events occur.

The Issuer has the right to defer any payment of interest on the Capital Securities if the requirements for deferral set out in the Terms and Conditions of the Capital Securities are satisfied. As a result, the sequence of future payments to the Holders is uncertain.

Interest, which accrues during an Interest Period (as defined in the “*Terms and Conditions of the Capital Securities*”) ending on, but excluding, an Interest Payment Date, will be due on that Interest Payment Date, unless the Issuer elects to defer such payment in whole or part in accordance with the Terms and Conditions, and the Issuer shall not have any obligation to make such payment and any failure to so pay shall not constitute a default by the Issuer under the Capital Securities or for any other purpose.

Any interest in respect of the Capital Securities, which has been deferred on an Interest Payment Date, shall constitute arrears of interest and bear interest, and shall be payable, as described in Clause 7 (*Interest Payment and Deferral*) of the Terms and Conditions of the Capital Securities. The Issuer shall not be entitled to further defer any such deferred payment of interest that has become payable in accordance with the above.

Any deferral of interest payments or expectation of deferral will be likely to have an adverse effect on the market price of the Capital Securities. In addition, as a result of the above provisions of the Capital Securities, the market price of the Capital Securities may be more volatile than the market prices of other debt securities on which interest accrues that are not subject to the above provisions and may be more sensitive generally to adverse changes in the Issuer’s financial condition.

Amendments to the Capital Securities bind all Holders.

The Terms and Conditions may be amended in certain circumstances, with the required consent of a defined majority of the Holders. The Terms and Conditions contain provisions for calling meetings or written procedure of the Holders to consider matters affecting the interests of the Holders generally. These provisions permit defined majorities to bind all Holders including Holders who did not attend and vote at the relevant meeting or the written procedure and Holders who voted in a manner contrary to the majority.

Risk of adverse tax implications.

Potential purchasers and sellers of the Capital Securities should be aware that they may be required to pay taxes or other documentary charges or duties in accordance with the laws and practices of the country where the Capital Securities are transferred or other jurisdictions. In some jurisdictions, no official statements of the tax authorities or court decisions may be available for financial instruments such as the Capital Securities. A Holder’s effective yield on the Capital Securities may be diminished by the tax impact on that Holder of his or her investment in the Capital Securities.

The accounting treatment of the Capital Securities under the International Financial Reporting Standards may change.

Under the IFRS as currently in force, the Capital Securities will be treated as equity in the Issuer’s consolidated financial statements. However, there can be no assurance that this treatment will not change during the life of the Capital Securities. In June 2018, the International Accounting Standards Board (“IASB”) published the discussion paper DP/2018/1 on “*Financial Instruments with Characteristics of Equity*” (the “**DP/2018/1 Paper**”). As at the date of this Listing Prospectus, the IASB’s project initiated by DP/2018/1 Paper is still on-going and the next milestone in this project is a publication of an exposure draft. Such exposure draft is expected to be published in the second half of year 2023. Depending on the

contents of the exposure draft and related process, the IFRS accounting classification currently in force may change as a result of such project and this may result in the occurrence of an Accounting Event (as defined in the Terms and Conditions of the Capital Securities). However, the outcome and timing for finalisation of the IASB's project is still uncertain. Upon the occurrence of an Accounting Event, the Issuer is entitled to redeem the Capital Securities without the prior approval of the Holders (see “—*Risks relating to the marketability of the Capital Securities—Risk of early redemption at the option of the Issuer or following the occurrence of a Tax Event, an Accounting Event, a Change of Control, a Withholding Tax Event, a Corporate Restructuring Event, a Clean-up Call Option Event or a Replacing Capital Event.*” above and Clause 8 (*Redemption and Purchase*) of the Terms and Conditions of the Capital Securities). Any amendments affecting the accounting treatment of the Capital Securities could have a material adverse effect on the Holders. The redemption of the Capital Securities by the Issuer, or the perception that the Issuer will exercise its redemption right, might negatively affect the market value of the Capital Securities.

Risks related to Finnish Insolvency Law.

Under Finnish law, there are two corporate insolvency regimes for companies facing financial difficulties: bankruptcy (Fin: *konkurssi*) and corporate restructuring (Fin: *yrittysaneeraus*). Bankruptcy is a form of insolvency proceedings covering all the liabilities of the debtor, where the assets of the debtor are used in payment of the claims in bankruptcy pursuant to the Bankruptcy Act (120/2004, as amended) (Fin: *konkurssilaki*). Corporate restructuring is a restructuring arrangement which aims to rehabilitate a distressed debtor's viable business, makes debt arrangements and provides for the debtor's continued operation as set forth in the Restructuring of Enterprises Act (47/1993, as amended) (Fin: *laki yrityksen saneerauksesta*). In event of the insolvency of the Issuer, such acts impose limitations on subordinated creditors', such as the Holders, rights to influence the decisions made by creditors.

In bankruptcy proceedings each creditor has a general right to vote in the proceedings with a voting strength equal to the creditor's claim in the bankruptcy estate. Most decisions in a bankruptcy estate are made by a majority vote of creditors in accordance with their receivables. Usually, subordinated creditors, such as the Holders, would not have a right to vote in any creditor meeting since the assets of the bankruptcy estate are often insufficient to repay all senior ranking claims in full.

As a part of a corporate restructuring proceedings, creditors are divided into classes pursuant to the Restructuring of Enterprises Act. In a corporate restructuring, subordinated creditors, such as the Holders, form their own creditor group. Provisions regarding voting, the voting procedure and its timeline, as well as the majority requirements are set forth in detail in the Restructuring of Enterprises Act. Creditors with the lowest priority will not be able to vote if, according to the restructuring programme, creditors with a higher-priority claim do not receive their full payment or their legal position will otherwise worsen.

As a result of the limitations on subordinated creditors' rights to vote, Holders, in most cases, would be unable to influence decisions made at any creditors' meeting in a bankruptcy proceeding. The same restriction may restrict the Holder's ability to vote on the restructuring programme in respect of a corporate restructuring.

Rights to payments that have not been claimed within three (3) years are prescribed.

In case any payment under the Capital Securities has not been claimed within three (3) years from the original due date thereof, the right to such payment shall be prescribed. Such prescription may incur financial losses to such Holders who have not claimed payment under the Capital Securities within three (3) years.

GENERAL INFORMATION

Issuer

Sanoma Corporation
Töölönlahdenkatu 2
FI-00100 Helsinki
Finland

Lead Manager for the Issue of the Capital Securities

Nordea Bank Abp
Satamaradankatu 5
FI-00500 Helsinki
Finland

Legal Adviser

Hannes Snellman Attorneys Ltd
Eteläesplanadi 20
FI-00130 Helsinki
Finland

Auditor

PricewaterhouseCoopers Oy
Itämerentori 2
FI-00180 Helsinki
Finland

Auditor with the principal responsibility for the conduct of the audit: Samuli Perälä, Authorised Public Accountant (KHT). Samuli Perälä is registered in the register of auditors referred in Section 9 of Chapter 6 of the Auditing Act (1141/2015, as amended).

Responsibility Statement

This Listing Prospectus has been prepared by the Issuer and the Issuer accepts responsibility regarding the information contained in this Listing Prospectus. The Issuer declares that, to the best of its knowledge, the information contained in this Listing Prospectus is in accordance with the facts and this Listing Prospectus makes no omission likely to affect its import.

Forward-looking Statements

This Listing Prospectus contains forward-looking statements about Sanoma that are not historical facts, but statements about future expectations. When used in this Listing Prospectus, the words “aims”, “anticipates”, “assumes”, “believes”, “could”, “estimates”, “expects”, “intends”, “may”, “plans”, “should”, “will”, “would” and similar expressions as they relate to Sanoma or Sanoma’s management, identify certain of these forward-looking statements. Other forward-looking statements can be identified in the context in which the statements are made. Forward-looking statements are set forth in a number of places in this Listing Prospectus, including in the sections “*Risk Factors*”, “*Description of the Group*”, “*Financial Information and Future Outlook*” and wherever this Listing Prospectus includes information on the future results, plans and expectations with regard to Sanoma, the future growth and profitability of Sanoma and the future general economic conditions to which Sanoma is exposed.

These forward-looking statements are based on Sanoma’s present plans, estimates, projections and expectations. They are based on certain expectations, which even though they seem to be reasonable at present, may turn out to be incorrect. Such forward-looking statements are based on assumptions and are subject to various risks and uncertainties. Prospective investors should not unduly rely on these forward-looking statements. Numerous factors may cause Sanoma’s actual results, realised revenues or performance to differ materially from the results, revenues and performance expressed or implied in the forward-looking statements. See “*Risk Factors*” for information on factors that could cause Sanoma’s actual results of operations, performance or achievements to differ materially.

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

Market Information

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

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

Additional Information

Neither the Issuer nor the Capital Securities have been assigned any credit ratings at the request or with the co-operation of the Issuer in the rating process.

Availability of Documents

This Listing Prospectus will be published on Sanoma's website at <https://www.sanoma.com/en/investors/> on or about 16 March 2023. In addition, this Listing Prospectus will be available on request from the Issuer.

No Incorporation of Website Information

This Listing Prospectus together with the documents incorporated by reference herein are available on Sanoma's website at <https://www.sanoma.com/en/investors/>. Other than the documents incorporated by reference into this Listing Prospectus as set forth in "*Documents Incorporated by Reference into this Listing Prospectus*" and any supplements to this Listing Prospectus published on the aforementioned website that are a part of this Listing Prospectus, contents of Sanoma's website or any other website do not form a part of this Listing Prospectus, and prospective investors should not rely on such information in making their decision to purchase the Capital Securities.

Certain Other Information

Financial information set forth in this Listing Prospectus has been rounded. Accordingly, in certain instances, the sum of the numbers in a column or row may not conform exactly to the total figure given for that column or row.

In this Listing Prospectus, references to "euro" or "EUR" are to the currency of the member states of the EU participating in the European Economic and Monetary Union.

Notices to the Prospective Investors

MiFID II product governance / Retail clients, professional clients and eligible counterparties target market

Solely for the purposes of the manufacturer's product governance requirements set forth in Directive 2014/65/EU (as amended, "**MiFID II**"), the manufacturer has made a target market assessment in respect of the Capital Securities, and have concluded that the target group for the Capital Securities is:

Type of client: Clients that are eligible counterparties, professional clients and retail clients, each as defined in MiFID II.

Knowledge and experience: Clients that are (i) informed investors, having one or more of the following characteristics: (a) average knowledge of the relevant financial products (an informed investor can make an informed investment decision based on the offering documentation, together with knowledge and understanding of the specific risk factors/risks highlighted with them only), or (b) some financial industry experience, or (ii) advanced investors, having one or more of the following characteristics: (x) good knowledge of the relevant financial products and transactions, or (y) financial industry experience or accompanied by professional investment advice or included in a discretionary portfolio service.

Financial situation with a focus on the ability to bear losses: Clients that have the ability bear losses of up to 100 per cent of the capital invested in the Capital Securities.

Risk tolerance: Financial ability and willingness to put the entire capital invested at risk. Clients investing in the Capital Securities are willing to take more risk than deposit savings and do not require a fully guaranteed income or return profile.

Investment objective: Clients whose investment objective is to generate growth of the invested capital and have a long-term investment horizon.

Furthermore, the manufacturer has made an assessment as to the negative target market and concluded that the negative target market for the Capital Securities is clients that seek full capital protection or full repayment of the amount invested, are fully risk averse/have no risk tolerance or need a fully guaranteed income or fully predictable return profile.

The manufacturer has made an assessment as to the distribution strategy for the Capital Securities, and have concluded that (i) all channels for distribution to eligible counterparties and professional clients are appropriate; and (ii) the following channels for distribution of the Capital Securities to retail clients are appropriate: investment advice, portfolio management, non-advised sales and pure execution services, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Capital Securities (a "**distributor**") should take into consideration the manufacturer's target market assessment. However, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Capital Securities (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

Important – EEA retail investors

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

TERMS AND CONDITIONS OF THE CAPITAL SECURITIES

SANOMA CORPORATION

EUR 150,000,000 CAPITAL SECURITIES

ISIN FI4000549563

MiFID II product governance / Retail clients, professional clients and eligible counterparties target market

Solely for the purposes of the manufacturer's product governance requirements set forth in Directive 2014/65/EU (as amended, "**MiFID II**"), the manufacturer has made a target market assessment in respect of the Capital Securities, and have concluded that the target group for the Capital Securities is:

Type of client: Clients that are eligible counterparties, professional clients and retail clients, each as defined in MiFID II.

Knowledge and experience: Clients that are (i) informed investors, having one or more of the following characteristics: (a) average knowledge of the relevant financial products (an informed investor can make an informed investment decision based on the offering documentation, together with knowledge and understanding of the specific risk factors/risks highlighted with them only), or (b) some financial industry experience, or (ii) advanced investors, having one or more of the following characteristics: (x) good knowledge of the relevant financial products and transactions, or (y) financial industry experience or accompanied by professional investment advice or included in a discretionary portfolio service.

Financial situation with a focus on the ability to bear losses: Clients that have the ability bear losses of up to 100 per cent of the capital invested in the Capital Securities.

Risk tolerance: Financial ability and willingness to put the entire capital invested at risk. Clients investing in the Capital Securities are willing to take more risk than deposit savings and do not require a fully guaranteed income or return profile.

Investment objective: Clients whose investment objective is to generate growth of the invested capital and have a long-term investment horizon.

Furthermore, the manufacturer has made an assessment as to the negative target market and concluded that the negative target market for the Capital Securities is clients that seek full capital protection or full repayment of the amount invested, are fully risk averse/have no risk tolerance or need a fully guaranteed income or fully predictable return profile.

The manufacturer has made an assessment as to the distribution strategy for the Capital Securities, and have concluded that (i) all channels for distribution to eligible counterparties and professional clients are appropriate; and (ii) the following channels for distribution of the Capital Securities to retail clients are appropriate: investment advice, portfolio management, non-advised sales and pure execution services, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Capital Securities (a "**distributor**") should take into consideration the manufacturer's target market assessment. However, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Capital Securities (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

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

1. Definitions and Interpretations

1.1 Definitions

"Accounting Event" means the receipt by the Issuer of an opinion of an Authorised Public Accountant in Finland (reputable and experienced in such matters) to the effect that, as a result of a change in the applicable accounting standards or interpretation thereof after the Issue Date, the equity treatment of the Capital Securities as "equity" in full in the Issuer's consolidated financial statements has ceased or will cease.

"Accrued Interest" means interest (including Deferred Interest) accrued from the immediately preceding Interest Payment Date on which interest (including Deferred Interest) was paid or, if none, the Issue Date, to the Redemption Date.

“**Additional Amounts**” shall have the meaning ascribed to it in Clause 9 (*Taxation*).

“**Adjusted Nominal Amount**” means the total outstanding Nominal Amounts of the Capital Securities not held by the Issuer or any Group Company from time to time.

“**Adjustment Spread**” means a spread (which may be positive or negative) or formula or methodology for calculating a spread, which (i) the Relevant Nominating Body recommends in connection with the Screen Rate Replacement Event or (ii) as determined by the Issuer in consultation with the Calculation Agent, provided that such spread is generally accepted in the international or any relevant domestic debt capital markets, or (iii) as determined by the Independent Adviser, in order to reduce or eliminate, to the extent reasonably practicable in the circumstances, any economic prejudice or benefit (as applicable) to Holders as a result of the replacement of the Screen Rate with the Replacement Benchmark.

“**Authorised Public Accountant**” means an authorised public accountant (Fin: *KHT-tilintarkastaja*) certified by the Auditor Oversight Unit within the Finnish Patent and Registration Office being a partner or an employee of a recognised accountancy firm of international standing.

“**Book-Entry Account**” means a securities account (Fin: *arvo-osuustili*) according to the Act on the Book-Entry System and Clearing Operations (348/2017 as amended from time to time, Fin: *laki arvo-osuusjärjestelmästä ja selvitystoiminnasta*) and the Act on Book-Entry Accounts (827/1991 as amended from time to time, Fin: *laki arvo-osuustileistä*).

“**Business Day**” means a day (other than a Saturday or Sunday) on which commercial banks and foreign exchange markets are generally open to settle payments in Helsinki and a day on which (i) EFi’s Infinity system and (ii) TARGET2 System or any successor to it are open.

“**Calculation Agent**” means Nordea Bank Abp or any successor or assign, acting also as the issuer agent (Fin: *liikkeeseenlaskijan asiamies*) of the Capital Securities referred to in the rules of EFi.

“**Capital Security**” means a debt instrument which has been issued by the Issuer subject to these Terms and Conditions.

“**Change of Control**” means the occurrence of an event or series of events whereby any person or a group of persons acting in concert, directly or indirectly acquires control over the Issuer and where “control” means (a) ownership of shares of the Issuer representing more than 50 per cent of the total voting rights (being votes which are capable of being cast generally at meetings of shareholders) represented by the shares of the Issuer; or (b) capability to appoint or remove at least the majority of the board of directors of the Issuer, and “acting in concert” means that a person or a group of persons pursuant to an agreement or understanding (whether formal or informal), actively co-operate, through the acquisition by any of them, either directly or indirectly, of shares in the Issuer or attempting otherwise to obtain or consolidate control of the Issuer.

“**Corporate Restructuring Event**” means any reduction of the share capital pursuant to Chapter 14 of the Finnish Companies Act (including share premium fund and reserve fund pursuant to the Act on the Implementation of the Finnish Companies Act (625/2006, as amended, Fin: *laki osakeyhtiölain voimaannpanosta*)), amendment of the Issuer’s Articles of the Association pursuant to Chapter 14, Section 7 of the Finnish Companies Act, merger or demerger, pursuant to Chapter 16 or Chapter 17 of the Finnish Companies Act, as applicable or similar creditor protection mechanisms that may become applicable on the Issuer.

“**Deferred Interest**” shall have the meaning ascribed to it in Clause 7.1 (*Cumulative Optional Interest Deferral and Optional Payment*).

“**Deferred Interest Payment Date**” means the earlier of:

- (a) the Interest Payment Date on which the Issuer elects to pay interest (other than Deferred Interest), in whole or in part, in respect of the Capital Securities;
- (b) the date on which any payment is made in respect of (i) the New Capital Securities (unless such payment is a compulsory interest payment or otherwise non-discretionary under the terms of the New Capital Securities) or (ii) other obligations of the Issuer ranking *pari passu* with or junior to the Capital Securities (in bankruptcy, liquidation and company reorganisation of the Issuer), if any, or any guarantee thereof (with same ranking) but senior to the share capital and other classes of common equity of the Issuer (unless such payment is compulsory or non-discretionary under the applicable terms);
- (c) the Business Day falling on (or, if not, immediately after) the date on which any General Meeting of the Issuer approves a proposal of the Board of Directors regarding a distribution of dividend in any

form and amount (excluding Minority Dividend whether proposed by the Board of Directors or not), or the Issuer makes payment of any nature on any share capital or securities ranking junior to the Capital Securities (such payment to be at the sole discretion of the Issuer); or

- (d) the Business Day falling on (or, if not immediately after) the date on which any of the Issuer or any Group Company redeems, purchases or otherwise acquires any share capital or securities issued by it or other obligations owed by it (other than the Capital Securities), in each case ranking junior to or *pari passu* with the Capital Securities (in bankruptcy, liquidation and company reorganisation of the Issuer or such other Group Company), if any (unless such redemption, purchase or acquisition is compulsory or non-discretionary for the Issuer or such Group Company under the applicable terms or unless the shares or securities are acquired for the purpose of allocating such shares or securities in accordance with the terms and conditions of any share based incentive scheme of the Issuer aimed at its employees, or management, or unless the relevant securities are redeemed, purchased or acquired from another Group Company or, if the acquirer is not the Issuer, from the Issuer).

“**EFi**” means Euroclear Finland Oy, the Finnish central securities depository in respect of the Capital Securities.

“**EUR**”, “**euro**” and “**€**” means (i) the single currency of the participating member states of the European Economic and Monetary Union or (ii) in the event the Republic of Finland having ceased for whatever reason to adopt the euro as its currency, such currency the Republic of Finland has adopted as its currency instead of the euro. Any amount in euro in this Agreement shall be converted into the currency the Republic of Finland has adopted as its currency in accordance with the applicable legislation in Finland.

“**EURIBOR**” means:

- (a) the interest rate which, as of approximately 11.00 a.m. (Brussels time) on the applicable Interest Determination Date, is displayed on Thomson Reuter’s page EURIBOR01 (or any other system or other page which replaces such system or page); or
- (b) if the relevant rate does not temporally appear (but no Screen Rate Replacement Event has occurred), in each case as determined by the Calculation Agent, the average of four major European commercial banks’ (as determined by the Calculation Agent) quoted lending rates in the relevant interbank market or, if only one or no such quote exists, such interest rate which, according to the Calculation Agent’s opinion, corresponds to the interest rates offered by leading European commercial banks, in each case for the lending of EUR for the applicable period in the relevant interbank market.

“**Extraordinary Resolution**” shall have the meaning ascribed to it in Clause 14 (*Holdings’ Meeting and Written Procedure*).

“**Finnish Companies Act**” means the Finnish Companies Act (624/2006, as amended from time to time, Fin: *osakeyhtiölaki*).

“**Fixed Day Count Fraction**” means (a) the actual number of days in the period from (and including) the date from which the interest began to accrue for the relevant period of calculation (the “**accrual date**”) to (but excluding) the date on which it falls due divided by (b) the actual number of days from and including the accrual date to (but excluding) the next following Interest Payment Date.

“**Fixed Interest Rate**” means, in relation to each Interest Period from and including the Issue Date to, but excluding, the Reset Date, 8.000 per cent per annum.

“**Floating Day Count Fraction**” means, in relation to a specific interest period, the actual number of days in that interest period divided by 360.

“**Floating Interest Amount**” shall have the meaning ascribed to it in Clause 6.3 (*Determination of Floating Interest Rate and the Floating Interest Amount*).

“**Floating Interest Rate**” means, in relation to each Interest Period commencing on or after the Reset Date, a percentage rate per annum which is the aggregate of 3-month Screen Rate plus a margin in the aggregate of the Re-Offer Spread and 5.00 per cent per annum.

If any applicable Floating Interest Rate is below zero, Floating Interest Rate will be deemed to be zero.

“**Group Company**” means, in relation to the Issuer, any Finnish or foreign legal entity which at any time is a subsidiary (Fin: *tytäryritys*) within the meaning of Chapter 1, Sections 5 and 6 of the Finnish Accounting Act (1997/1336, as amended, Fin: *kirjanpitolaki*) to the Issuer, directly or indirectly.

“**Holder**” means a person that is either a direct owner or nominee registered on a Book-Entry Account as holder of any Capital Securities.

“**Holders’ Meeting**” means a meeting of Holders held in accordance with Clause 14 (*Holders’ Meeting and Written Procedure*).

“**Independent Adviser**” means an independent financial institution of international repute or other independent financial adviser of recognised standing with relevant experience in the international capital markets, in each case appointed by the Issuer at its own expense.

“**Interest Determination Date**” means the second TARGET Settlement Day before the commencement of the Interest Period for which the rate will apply.

“**Interest Payment Date**” means, until the Reset Date, 16 March in each year with the first Interest Payment Date being 16 March 2024 and, after the Reset Date, 16 June, 16 September, 16 December and 16 March in each year with the first such Interest Payment Date being 16 June 2026.

“**Interest Period**” means each period beginning on (and including) the Issue Date or any Interest Payment Date and ending on (but excluding) the next Interest Payment Date or, in respect of the last Interest Period, the Redemption Date (whether or not an Interest Payment Date).

“**Interest Rate**” means the Fixed Interest Rate and/or the Floating Interest Rate (as applicable).

“**Investment Grade Credit Rating**” means the rating assigned to the senior unsecured debt of the Issuer by any Rating Agency that is Baa3, BBB- or its equivalent for the time being or better.

“**Issue Date**” means 16 March 2023.

“**Issue Price**” means 100.00 per cent.

“**Issuer**” means Sanoma Corporation, business identity code 1524361-1.

“**Issuer Subordinated Indebtedness**” means any obligation of the Issuer (including any guarantee or indemnity), whether or not having a fixed maturity, which by its terms is, or is expressed to be, subordinated in the event of voluntary or involuntary liquidation, bankruptcy or company reorganisation of the Issuer to the claims of all other subordinated creditors of the Issuer, but which by their terms as at their original issue date are expressed to rank, or pursuant to applicable Finnish law rank, senior to all capital securities, including the Capital Securities issued or guaranteed by the Issuer.

“**Minority Dividend**” means the distribution of a dividend pursuant to a resolution by the Issuer (i) in accordance with the Finnish Companies Act and based on a demand made by shareholders attending in an Annual General Meeting of the shareholders and representing at least 10 per cent of all shares of the Issuer or (ii) in accordance with a proposal made by the Board of Directors which proposal is based on a claim for minimum dividend pursuant to the Finnish Companies Act made by shareholders representing at least 10 per cent of all shares of the Issuer. Such claim shall be made before the Annual General Meeting makes a decision on the use of the profit funds.

“**New Capital Securities**” means any capital securities of, or guaranteed by, the Issuer which securities and/or guarantee are expressed to rank (in bankruptcy, liquidation and company reorganisation of the Issuer) junior to Issuer Subordinated Indebtedness and *pari passu* with or junior to the Capital Securities.

“**Nominal Amount**” means the nominal amount of each Capital Security, being EUR 20,000.

“**Rating Agency**” means any of Moody’s Investors Service Limited (or any of its subsidiaries or any successor in business thereto from time to time), S&P Global Ratings Europe Limited (or any of its subsidiaries or any successor in business thereto from time to time), or Fitch Ratings Limited (or any of its subsidiaries or any successor in business thereto from time to time).

“**Redemption Date**” means the date on which the Capital Securities will be redeemed pursuant to these Terms and Conditions.

“**Relevant Nominating Body**” means:

- (a) the European Central Bank or other supervisory authority which is responsible for supervising the administrator of the benchmark; or

- (b) any working group or committee sponsored by, chaired or co-chaired by or constituted at the request of (i) the European Central Bank, (ii) any central other supervisory authority which is responsible for supervising the administrator of the benchmark, (iii) a group of the aforementioned central banks or other supervisory authorities or (iv) the Financial Stability Board.

“**Re-Offer Spread**” means 4.326 per cent per annum.

“**Replacement Benchmark**” means a benchmark rate which is (in the following order):

- (a) formally designated, nominated or recommended as the replacement for a Screen Rate by:
- (i) the administrator of the Screen Rate in respect of which the Screen Rate Replacement Event has occurred; or
 - (ii) any Relevant Nominating Body,
- and if replacements have, at the relevant time, been formally designated, nominated or recommended under both sub-sections (i) and (ii), the “Replacement Benchmark” will be the replacement under sub-section (ii) above;
- (b) in the opinion of the Issuer in consultation with the Calculation Agent, generally accepted in the international or any relevant domestic bond markets as the appropriate successor to a Screen Rate; or
- (c) in the opinion of an Independent Advisor appointed by the Issuer in consultation with the Calculation Agent, an appropriate successor to a Screen Rate.

“**Replacing Capital Event**” means one or more issuances of equity by the Issuer, issued after the Issue Date, the aggregate proceeds of which (net of commissions) is equal to or greater than the outstanding aggregate amount of the Capital Securities provided that such proceeds have not been used, directly or indirectly, to repurchase or redeem, or make any payments in respect of, any shares or securities of the Issuer which rank (in bankruptcy, liquidation and company reorganisation of the Issuer) *pari passu* with, or junior to, the Capital Securities.

“**Reset Date**” means 16 March 2026.

“**Screen Rate**” means initially EURIBOR, and on, or after Screen Rate Replacement Date, if any, the Replacement Benchmark plus Adjustment Spread, if applicable.

“**Screen Rate Replacement Date**” means the next Interest Determination Date appearing after:

- (a) the occurrence of a Screen Rate Replacement Event: and
- (b)
- (A) in case of the change in the methodology, formula or other means of determining the Screen Rate, the publishing of the first quotation of the reformed Screen Rate by the administrator;
 - (B) in case of discontinuation of publication, or impossibility of use of the Screen Rate, the date on which the quotes in the Screen Rate have ceased to be published by the administrator, or it has become impossible to use the Screen Rate; or
 - (C) in case of absence of approval, authorisation or other decision or in respect of the Screen Rate or the administrator of that Screen Rate, the date on which authorisation, registration, recognition, endorsement, equivalent decision, approval or inclusion in any official register is (i) required under any applicable law or regulation or (ii) rejected, refused, suspended or withdrawn, if the applicable law or regulation provides that that Screen Rate is not permitted to be used following rejection, refusal, suspension or withdrawal.

“**Screen Rate Replacement Event**” means, in relation to a Screen Rate:

- (a) the methodology, formula or other means of determining that Screen Rate has materially changed; or
- (b)

- (i)
 - (A) the administrator of that Screen Rate or its supervisor publicly announces that such administrator is insolvent; or
 - (B) information is published in any order, decree, notice, petition or filing, however described, of or filed with a court, tribunal, exchange, regulatory authority or similar administrative, regulatory or judicial body which reasonably confirms that the administrator of that Screen Rate is insolvent,

provided that, in each case, at that time, there is no successor administrator to continue to provide that Screen Rate;
- (ii) the administrator of that Screen Rate publicly announces that it has ceased or will cease, to provide that Screen Rate permanently or indefinitely and, at that time, there is no successor administrator to continue to provide that Screen Rate;
- (iii) the supervisor of the administrator of that Screen Rate publicly announces that such Screen Rate has been or will be permanently or indefinitely discontinued;
- (iv) the administrator of that Screen Rate or its supervisor announces that that Screen Rate may no longer be used or use of that Screen Rate will be subject to restrictions or adverse consequences to Holders; or
- (v) the Issuer determines (in consultation with the Calculation Agent) that any authorisation, registration, recognition, endorsement, equivalent decision, approval or inclusion in any official register in respect of that Screen Rate or the administrator of that Screen Rate has not been, or will not be, obtained or has been, or will be, rejected, refused, suspended or withdrawn by the relevant competent authority or other relevant official body, with the effect that the Issuer or the Calculation Agent is not, or will not be, permitted under any applicable law or regulation to use that Screen Rate as a benchmark rate.

“**TARGET Settlement Day**” means any day on which the Trans-European Automated Real-Time Gross Settlement Express Transfer (TARGET2) System (the “**TARGET2 System**”) is open.

“**Taxes**” shall have the meaning ascribed to it in Clause 9 (*Taxation*).

“**Tax Event**” means the receipt by the Issuer of an opinion of counsel in Finland (reputable and experienced in such matters) to the effect that, as a result of (a) any amendment to, clarification of, or change (including any announced prospective change) in, the laws or treaties (or any regulations thereunder) of Finland affecting taxation, (b) any governmental action or (c) any amendment to, clarification of, or change in the official position or the interpretation of such governmental action or any interpretation or pronouncement that provides for a position with respect to such governmental action that differs from the theretofore generally accepted position, in each case, by any legislative body, court, governmental authority or regulator body, irrespective of the manner in which such amendment, clarification or change is made known, which amendment, clarification or change is effective or such pronouncement or decision is announced on or after the Issue Date, there is a sufficiently certain risk that (i) the Issuer is, or will be, subject to more than a *de minimis* amount of other taxes, duties or other governmental charges or civil liabilities with respect to the Capital Securities (other than, for the avoidance of doubt, a Withholding Tax Event) or (ii) the treatment of any of the Issuer’s items of income or expense with respect to the Capital Securities as reflected in the tax returns (including estimated returns) filed (or to be filed) by the Issuer will not be accepted by a taxing authority, which subjects the Issuer to more than a *de minimis* amount of additional taxes, duties or other governmental charges, which in either such case cannot be avoided by the Issuer taking measures reasonably available to it.

“**Withholding Tax Event**” shall have the meaning ascribed to it in Clause 8.4 (*Redemption due to a Withholding Tax Event*).

“**Written Procedure**” means the written or electronic procedure for decision making among the Holders in accordance with Clause 14 (*Holdings’ Meeting and Written Procedure*).

1.2 **Interpretations**

- 1.2.1 Any reference in these Terms and Conditions to principal or principal amount in respect of the Capital Securities shall be deemed to include:
 - (a) any Additional Amounts which may be payable with respect to principal; and

- (b) any premium and any other amounts (other than interest) which may be payable by the Issuer under or in respect of the Capital Securities.

1.2.2 Any reference in these Terms and Conditions to interest in respect of Capital Securities shall be deemed to include:

- (a) any Deferred Interest (including any interest on Deferred Interest as calculated in accordance with Clause 7.1 (*Cumulative Optional Interest Deferral and Optional Payment*)); and
- (b) any Additional Amounts which may be payable with respect to interest.

1.2.3 Any reference in these Terms and Conditions to bankruptcy, liquidation and company reorganisation shall mean the Finnish law concepts *konkurssi*, *purkaminen* and *yrittysaneeraus* as such concepts are applied from time to time pursuant to Finnish law.

2. The Capital Securities and Obligation to Pay

2.1 The aggregate amount of the Capital Securities (subject to the issue of any further capital securities pursuant to Clause 17 (*Further Issues*)) is EUR 150,000,000 and is represented by the Capital Securities, each in the Nominal Amount. The Capital Securities were offered for subscription in a minimum amount of EUR 100,000. Each Capital Security is freely transferable after it has been registered into the respective book-entry account.

2.2 The Issuer undertakes, pursuant to these Terms and Conditions, to redeem the Capital Securities, to pay interest on the Capital Securities and to otherwise comply with these Terms and Conditions.

3. Status and Subordination

3.1 The Capital Securities (including the obligation to pay interest thereon) constitute unsecured and subordinated obligations of the Issuer. In the event of a voluntary or involuntary liquidation, a bankruptcy or a company reorganisation of the Issuer, the rights of the Holders to payments of the principal amount of the Capital Securities, Accrued Interest and any other amounts due in respect of the Capital Securities rank and will rank:

- (a) *pari passu* without any preference among themselves;
- (b) at least *pari passu* with any other present capital securities or future outstanding New Capital Securities of the Issuer;
- (c) in priority to payments to holders of all classes of share capital of the Issuer in their capacity as such holders and any other obligation of the Issuer expressed by its terms as at its original issue date to rank, or pursuant to applicable Finnish law rank, junior to the Capital Securities; and
- (d) junior in right of payment to the payment of any present or future claims (i) of all unsubordinated creditors of the Issuer, and (ii) of all creditors of the Issuer in respect of Issuer Subordinated Indebtedness, if any.

3.2 Subject to applicable law, no Holder may exercise, claim or plead any right of set-off, compensation or retention in respect of any amount owed to it by the Issuer in respect of or arising under or in connection with the Capital Securities and each Holder shall, by virtue of its holding of any Capital Security, be deemed to have waived all such rights of set-off, compensation or retention.

3.3 A Holder shall not be entitled to demand that any collateral or guarantee be given for the Capital Securities in connection with a Corporate Restructuring Event.

4. Registration and Issuance of Capital Securities

The Capital Securities will be registered on behalf of the Holders on Book-Entry Accounts by the Issue Date in accordance with the Act on the Book-Entry System and Clearing Operations and the Act on Book-Entry Accounts and the rules and regulations of EFi and title to the Capital Securities will be evidenced by such registration. The Capital Securities are not freely transferable until they have been registered in a Book-Entry Account and transfers of Capital Securities may only be effected through, and title thereto will only pass upon, registration and transfer in such Book-Entry Accounts. No physical certificates or other documents of title will be issued in respect of the Capital Securities.

5. Use of Proceeds

The Issuer shall use the proceeds from the issue of the Capital Securities, less the costs and expenses incurred by the Issuer in connection with issue of the Capital Securities, for general corporate purposes.

6. Interest

6.1 Fixed Interest Rate

From and including the Issue Date to but excluding the Reset Date, the Capital Securities bear interest on their outstanding Nominal Amount at the Fixed Interest Rate, subject to Clauses 7.3 (*Minority Dividend*) and 8.8 (*Change of Control*). Such interest will be payable (subject to the provisions contained in Clause 7.1 (*Cumulative Optional Interest Deferral and Optional Payment*)) annually in arrears on each Interest Payment Date. The interest payable shall be determined by the Calculation Agent by applying the Fixed Interest Rate to the Nominal Amount of such Capital Security, multiplying the product by the Fixed Day Count Fraction and rounding the resulting figure to the nearest euro cent (half a cent being rounded upwards).

For the Fixed Interest Rate, if a payment is due on a day which is not a Business Day, the due date for that payment shall be instead the following Business Day and the relevant Holder shall not be entitled to any interest or other sums in respect of such postponed payment.

6.2 Floating Interest Rate

From and including the Reset Date to but excluding the Redemption Date, the Capital Securities bear interest on their outstanding Nominal Amount at the Floating Interest Rate, subject to Clauses 7.3 (*Minority Dividend*) and 8.8 (*Change of Control*). Such interest will be payable (subject to the provisions contained in Clause 7.1 (*Cumulative Optional Interest Deferral and Optional Payment*)) quarterly in arrears on each Interest Payment Date.

If an Interest Period falling after the Reset Date would otherwise end on a day which is not a Business Day, that Interest Period shall instead end on the following Business Day. The postponement of the Interest Payment Date shall have an impact on the amount payable.

After the Reset Date, whenever it is necessary to compute an amount of interest in respect of any Capital Security for a period other than an Interest Period, such interest shall be calculated on the basis of the Floating Day Count Fraction and otherwise in accordance with Clause 6.3 (*Determination of Floating Interest Rate and Floating Interest Amount*).

6.3 Determination of Floating Interest Rate and Floating Interest Amount

The Calculation Agent shall, as soon as practicable after 11.00 a.m. (Brussels time) on each Interest Determination Date, but in no event later than the tenth (10th) Business Day thereafter, determine the euro amount (the "**Floating Interest Amount**") payable in respect of interest of each Capital Security for the relevant Interest Period. The Floating Interest Amount shall be determined by applying the Floating Interest Rate to the Nominal Amount of such Capital Security, multiplying the product by the Floating Day Count Fraction and rounding the resulting figure to the nearest euro cent (half a cent being rounded upwards).

If the Calculation Agent, due to the existence of an obstacle referred to in Clause 19 (*Limitation of Liability*), is unable to determine the Floating Interest Rate and the Floating Interest Amount for an Interest Period, the Floating Interest Rate for the preceding Interest Period shall apply. The Calculation Agent shall, as soon as the obstacle has been removed, determine the Floating Interest Rate and the Floating Interest Rate Amount for the current Interest Period, which shall apply from the second (2nd) Business Day of such determination until the end of the current Interest Period.

6.4 Calculations made by the Calculation Agent

The calculations and determinations made by the Calculation Agent shall (save for any manifest error) be final and binding upon all parties. The Calculation Agent shall have no responsibility for good faith errors or omissions in any calculation made by it as provided herein.

7. Interest Payment and Deferral

7.1 Cumulative Optional Interest Deferral and Optional Payment

7.1.1 The Issuer may, in its sole discretion but subject to Clauses 7.1.2, 7.1.3 and 7.1.4, elect to defer any interest payment which would otherwise be due on any Interest Payment Date (in whole or in part). Any interest in respect of any Capital Security due but not paid on an Interest Payment Date shall constitute “**Deferred Interest**”. If there are several amounts of Deferred Interest they shall accumulate until paid in full on the first Deferred Interest Payment Date following such Interest Payment Date.

If the Issuer makes only a partial payment of interest on any Interest Payment Date, such amount shall be applied equally to each Capital Security.

7.1.2 If any of the events referred to in sub-clauses (b), (c) or (d) of the definition of Deferred Interest Payment Date has occurred during the twelve (12) months immediately preceding an Interest Payment Date, the Issuer may not defer an interest payment due on such Interest Payment Date in accordance with Clause 7.1.1.

7.1.3 Each amount of Deferred Interest shall bear interest (as if it constitutes a principal amount) at an Interest Rate which equals the current Interest Rate on the Capital Securities. Deferred Interest shall not be capitalised to the principal amount of the Capital Securities.

7.1.4 The Issuer shall:

- (a) if it wishes to elect to defer any interest payment, as soon as practicable and in any event not less than twenty (20) Business Days prior to the relevant Interest Payment Date; or
- (b) in respect of any payment of Deferred Interest on a Deferred Interest Payment Date, as soon as practicable,

in the case of (a), give notice of such election (which shall be irrevocable) or, in the case of (b), give notice of such Deferred Interest Payment Date (which, save as provided above, shall be irrevocable) to the Calculation Agent and the Holders.

7.1.5 Deferred Interest may be paid, in whole or in part, at any time at the option of the Issuer following delivery of a notice given by the Issuer to the Calculation Agent and the Holders not less than seven (7) Business Days prior to the date (to be specified in such notice) on which the Issuer will pay such Deferred Interest.

7.2 Compulsory Interest Payment

The Issuer shall pay the Deferred Interest (including interest accrued thereon) in whole on the next following Deferred Interest Payment Date. If a Deferred Interest Payment Date is a result of an event referred to in sub-clauses (c) or (d) of the definition of Deferred Interest Payment Date, Deferred Interest shall be deemed to have become due on the Business Day immediately preceding the date of such event.

7.3 Minority Dividend

If there is any unpaid Deferred Interest at the time when the Issuer declares a dividend which constitutes a Minority Dividend, the Interest Rate applicable to the Capital Securities shall be increased by an additional margin of five (5.00) per cent per annum applicable as from the date on which such dividend is declared. The increased Interest Rate shall apply also to the current amount of Deferred Interest and any further Deferred Interest to the extent that the Issuer defers any interest payment after the declaration of a dividend which constitutes a Minority Dividend. The increased Interest Rate shall apply until the next following Deferred Interest Payment Date provided the payment of any and all unpaid Deferred Interest is made on such date.

8. Redemption and Purchase

8.1 No maturity

The Capital Securities do not have any specified maturity date and may not be called for repayment, repaid or redeemed otherwise than in accordance with these Terms and Conditions.

8.2 Redemption due to a Tax Event, Corporate Restructuring Event or an Accounting Event

Upon the occurrence of a Tax Event, a Corporate Restructuring Event or an Accounting Event, the Issuer may, if it gives not less than thirty (30) nor more than sixty (60) days' notice to the Calculation Agent and the Holders (which notice shall be irrevocable and shall specify the date fixed for redemption), redeem the Capital Securities

in whole, but not in part, at any time after the occurrence of the relevant event, at (i) where such redemption occurs before the Reset Date, an amount equal to 101 per cent of their Nominal Amount and (ii) where such redemption occurs on or after the Reset Date, an amount equal to 100 per cent of their Nominal Amount, in each case, together with any Accrued Interest to but excluding the date of redemption.

8.3 ***Redemption due to a Replacing Capital Event***

Upon the occurrence of a Replacing Capital Event, the Issuer may, if it gives not less than thirty (30) nor more than sixty (60) days' notice to the Calculation Agent and the Holders (which notice shall be irrevocable and shall specify the date fixed for redemption), redeem the Capital Securities in whole, but not in part, at any time after the occurrence of such event, at (i) where such redemption occurs before the Reset Date, an amount equal to 103 per cent of their Nominal Amount and (ii) where such redemption occurs on or after the Reset Date, an amount equal to 100 per cent of their Nominal Amount, in each case, together with any Accrued Interest to but excluding the date of redemption.

8.4 ***Redemption due to a Withholding Tax Event***

8.4.1 Unless notice of redemption has been given pursuant to Clause 8.2 (*Redemption due to a Tax Event, Corporate Restructuring Event or an Accounting Event*) above, the Issuer may, if it gives not less than thirty (30) nor more than sixty (60) days' notice to the Calculation Agent and the Holders (which notice shall be irrevocable and shall specify the date fixed for redemption), redeem the Capital Securities in whole, but not in part, at any time, if:

(a) on the occasion of the next or any following payment due under the Capital Securities, the Issuer has or (as evidenced by an opinion of a tax counsel in Finland (reputable and experienced in such matters) will become obliged to pay Additional Amounts as a result of any change in, or amendment to, the laws or regulations of Finland or any political subdivision thereof or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after the Issue Date; and

(b) such obligation cannot be avoided by the Issuer taking reasonable measures available to it,

(a "Withholding Tax Event") provided that no such notice of redemption shall be given earlier than ninety (90) days prior to the earliest date on which the Issuer would be obliged to pay such Additional Amounts in relation to a payment in respect of the Capital Securities then due.

8.4.2 Capital Securities redeemed pursuant to this Clause 8.4 will be redeemed at their Nominal Amount, together with any Accrued Interest to, but excluding the date of redemption.

8.5 ***Redemption at the Option of the Issuer***

The Issuer may, by giving not less than thirty (30) nor more than sixty (60) days' notice to the Calculation Agent and the Holders (which notice shall be irrevocable and specify the date fixed for redemption), elect to redeem all outstanding Capital Securities in whole, but not in part on the Reset Date or on any Interest Payment Date thereafter at their Nominal Amount, together with any Accrued Interest to, but excluding the date of redemption.

8.6 ***Clean-up call option***

If at any time the Adjusted Nominal Amount of the Capital Securities is twenty-five (25) per cent or less of the aggregate nominal amount of the Capital Securities issued, the Issuer may, at its option, at any time, by giving not less than fifteen (15) nor more than forty-five (45) days' notice to the Calculation Agent and the Holders (which notice shall be irrevocable and specify the date fixed for redemption), elect to redeem all of the outstanding Capital Securities in whole, but not in part at their Nominal Amount together with any Accrued Interest to, but excluding, the date of redemption.

8.7 ***Purchases***

The Issuer or any Group Company may at any time purchase Capital Securities in any manner and at any price. If purchases are made by tender, tenders must be available to all Holders alike. The repurchased Capital Securities may be resold or nullified.

8.8 ***Change of Control***

Upon the occurrence of a Change of Control, the Issuer may, if it gives not less than thirty (30) nor more than sixty (60) days' notice as from the date of such Change of Control to the Calculation Agent and the Holders (which notice shall be irrevocable and shall specify the date fixed for redemption which shall be no later than

the date which is six (6) months after the date of the Change of Control), redeem the Capital Securities in whole, but not in part, at their Nominal Amount, together with any Accrued Interest. Such notice shall also specify the nature of the Change of Control, the circumstances giving rise to it and the date on which it became effective.

If such notice is not published within such sixty (60) days of the Change of Control occurring, the Issuer will notify the Calculation Agent and the Holders, no later than sixty (60) calendar days following the effective Change of Control specifying the nature of the Change of Control, the circumstances giving rise to it and the date on which it became effective.

If, after the occurrence of a Change of Control, the Issuer has not redeemed the Capital Securities within six (6) months after the date of the Change of Control, the Interest Rate applicable to the Capital Securities (including any amount of current or future Deferred Interest) shall, subject to the following paragraph, be increased by an additional margin of 5.00 per cent per annum. This increase shall become effective on the date which is six (6) months after the date of the Change of Control.

The increase in Interest Rate set out in the preceding paragraph shall not be applied if, prior to the date which is six (6) months after the date of the Change of Control, the Issuer has obtained an Investment Grade Credit Rating. The Issuer will notify the Calculation Agent and the Holders not later than ten (10) calendar days after the date which is six (6) months after the date of the Change of Control whether or not it has obtained such an Investment Grade Credit Rating.

8.9 ***Redemption at the Option of the Issuer due to a Holder's Opposition of a Corporate Restructuring Event***

In the event that any Holder exercises its statutory right to oppose a Corporate Restructuring Event, the Issuer may, by giving not less than seven (7) days nor more than twenty-one (21) days prior to intended date of the consummation of the Corporate Restructuring Event, a written notice (which notice shall be irrevocable and specify the intended date of the consummation of the Corporate Restructuring Event) to the Calculation Agent and the Holder who has opposed the relevant Corporate Restructuring Event (the "**Redeemed Holder**"), redeem the Capital Securities held by the Redeemed Holder. In such case, the redemption shall take place at the Nominal Amount of the redeemed Capital Securities, together with any Accrued Interest. The Redeemed Holder is obliged to withdraw its notice of opposing the relevant Corporate Restructuring Event no later than seven (7) days prior to the intended date of the consummation of the Corporate Restructuring Event at the latest, as specified in the Issuer's notice and the Issuer shall pay the Redeemed Holder the relevant redemption amount in accordance with Clause 10 (*Payments of Principal and Interest*) below no later than on the date that the Corporate Restructuring Event is consummated. Further, without prejudice to the Redeemed Holder's primary obligation to withdraw its notices opposing the relevant Corporate Restructuring Event, the Redeemed Holder has by these Terms and Conditions irrevocably authorised the Issuer to represent it with respect to the Trade Register maintained by the Finnish Patent and Registration Office at any time after the relevant Redemption Date in order to withdraw such notices opposing the relevant Corporate Restructuring Event following the payment of the relevant redemption amount.

8.10 ***Irrevocable Notices and Redemption Process***

Upon the expiry of any notice as referred to in Clauses 8.2 (*Redemption due to a Tax Event, Corporate Restructuring Event or an Accounting Event*), 8.3 (*Redemption due to a Replacing Capital Event*), 8.4 (*Redemption due to a Withholding Tax Event*), 8.5 (*Redemption at the Option of the Issuer*), 8.6 (*Clean-up call option*) 8.8 (*Change of Control*) and 8.9 (*Redemption at the Option of the Issuer due to a Holder's Opposition of a Corporate Restructuring Event*) above, the Issuer shall be bound to redeem the Capital Securities in accordance with the terms of such Clause.

Upon the redemption of the Capital Securities the Issuer is entitled to have the Capital Securities debited from the relevant Book-Entry Accounts without any further consent from the Holders. The Issuer shall be entitled to carry out the redemption in the manner chosen by the Issuer at its sole discretion under the Act on the Book-Entry System and Clearing Operations and the Act on Book-Entry Accounts and the rules and regulations of EFi.

8.11 ***Additional Process Terms***

The Capital Securities will be redeemed pursuant to Clauses 8.2 (*Redemption due to a Tax Event, Corporate Restructuring Event or an Accounting Event*), 8.3 (*Redemption due to a Replacing Capital Event*) and 8.4 (*Redemption due to a Withholding Tax Event*) above, as the case may be, by the Issuer delivering a certificate signed by two of its authorised signatories to the Calculation Agent (and copies thereof will be available at the Calculation Agent's specified office during its normal business hours) not less than five (5) Business Days prior to the date set for redemption that the Tax Event, Accounting Event, Corporate Restructuring Event, Withholding

Tax Event, Replacing Capital Event, as the case may be, has occurred or (other than in the case of the Replacing Capital Event) will occur no more than ninety (90) days following the date fixed for redemption, as the case may be.

9. Taxation

All payments in respect of the Capital Securities by or on behalf of the Issuer shall be made without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature (“**Taxes**”) imposed or levied by or on behalf of Finland or any political subdivision of, or any authority in, or of, Finland having power to tax, unless the withholding or deduction of the Taxes is required by Finnish law. In that event, the Issuer will pay such additional amounts as shall be necessary in order that the net amounts received by the Holders after the withholding or deduction shall equal the respective amounts which would have been receivable in respect of the Capital Securities in the absence of the withholding or deduction (such amounts being “**Additional Amounts**”), except that no Additional Amounts shall be payable in relation to any payment in respect of any Capital Security:

- (a) to, or to a third party on behalf of, a Holder who is liable to Taxes in respect of the Capital Security by reason of it having some connection with Finland other than the mere holding of the Capital Security; or
- (b) to, or to a third party on behalf of, a Holder who would not be liable or subject to the withholding or deduction by making a declaration of non-residence or other similar claim for exemption to the relevant tax authority.

10. Payments of Principal and Interest

- 10.1 Payment of principal and interest shall be made to the Holders who in accordance with the Act on the Book-Entry System and Clearing Operations and the Act on Book-Entry Accounts and the rules and regulations of EFi are entitled to receive such payments and the payments shall be carried out in the manner provided in such Acts and regulations.
- 10.2 If both the principal amount and interest are due and payable and the available funds are insufficient to discharge all the amounts due and payable, the available funds shall first be applied towards payment of interest and secondly, towards payment of the principal amount and shall be applied pro rata among the Holders.
- 10.3 Payments will be subject in all cases to any fiscal or other laws and regulations applicable thereto in the place of payment, but without prejudice to the provisions of Clause 9 (*Taxation*).

11. Default Interest

- 11.1 If the Issuer fails to pay any amount due in accordance with these Terms and Conditions, the Issuer shall, for the period commencing on the date such payment was due and ending on the date of actual payment, pay default interest on the overdue amount at a rate corresponding to the average of one (1) week Screen Rate during the delay plus two (2) percentage units. The Screen Rate shall be determined on the first Business Day of each week during the delay. Default interest shall however, subject to Clause 11.2 below, never be less than the Interest Rate plus two (2) percentage units or if Clause 7.3 (*Minority Dividend*) or Clause 8.8 (*Change of Control*) applies not less than the Interest Rate plus seven (7) percentage units. Accrued default interest shall not be capitalised.
- 11.2 If the delay is due to an existence of an obstacle for any one of the Calculation Agent or EFi, respectively, referred to in Clause 19 (*Limitation of Liability*), the default interest shall not accrue nor become payable.

12. Prescription

The right to receive payment in respect of principal and interest on the Capital Securities will become void, unless claimed by the relevant Holder, in respect of principal, three (3) years from the relevant Redemption Date and, in respect of interest, three (3) years from the relevant Interest Payment Date or the relevant Deferred Interest Payment Date on which interest became due.

13. Enforcement Events

- 13.1 There are no events of default in respect of the Capital Securities.
- 13.2 However, if proceedings are commenced for the dissolution, bankruptcy or liquidation of the Issuer, or a court or agency or supervisory authority in Finland (having jurisdiction in respect of the same) shall have instituted a proceeding or entered a decree of order for the appointment of a bankruptcy administrator or liquidator in any

bankruptcy or liquidation of the Issuer, and such proceedings, decree or order shall not have been vacated or shall have remained in force, undischarged or unstayed for a period of thirty (30) days, each Holder may (i) give notice to the Issuer that the Capital Securities of such Holder are, and they shall accordingly forthwith become, immediately due and repayable at their principal amount, together with Accrued Interest and (ii) institute steps in order to obtain a judgement against the Issuer for any amounts due in respect of the Capital Securities of such Holder if the Issuer is declared bankrupt or put into liquidation by a competent court.

- 13.3 For the avoidance of doubt, the above shall not apply to (i) the institution of, or petition for, a company reorganisation (Fin: *yrityssaneeraus*) or (ii) a dissolution resulting from a Corporate Restructuring Event.
- 13.4 If the Issuer fails to pay any principal or interest (as referred to in Clause 7.2 (*Compulsory Interest Payment*)) which has become due and payable in respect of the Capital Securities, each Holder may institute such steps as it considers desirable with a view to obtaining a judgement against the Issuer for any amounts due to such Holder or having the Issuer declared bankrupt, put into liquidation or subjected to a company reorganisation, if such steps are available under applicable law. The Holder shall not be able to declare the principal amount of the Capital Securities due and repayable by reason of any such failure to pay interest.
- 13.5 No remedy against the Issuer, other than as provided above or proving or claiming in the bankruptcy, liquidation or company reorganisation of the Issuer in Finland or elsewhere, shall be available to the Holders, whether for the recovery of amounts owing in respect of the Capital Securities or in respect of any breach by the Issuer of any of its obligations or undertakings with respect to the Capital Securities.

14. Holders' Meeting and Written Procedure

- 14.1 The Issuer may, and shall upon the written request of Holders holding not less than one-tenth (1/10th) of the Adjusted Nominal Amount at the time of the request, convene a Holders' Meeting or arrange a Written Procedure. The person requesting the decision may suggest the method for decision-making (being either Holders' Meeting or Written Procedure), but if it is in the Issuer's opinion more appropriate that a matter is dealt with at a Holders' Meeting or by way of a Written Procedure, the Issuer shall have the right to decide the method of decision-making. The Holders' Meeting shall be held at a venue determined by the Issuer provided that the venue shall be in Helsinki, Finland. At the Issuer's discretion, a Holders' Meeting may also be held (or participation to a physical meeting enabled) by telecommunications or other electronic or technical means.
- 14.2 The Issuer, the Holders, EFi and the Calculation Agent shall be given notice to attend a Holders' Meeting at least ten (10) Business Days before such meeting. The notice to attend shall be given in accordance with Clause 15 (*Notices*) and it shall contain (i) the time and venue for the meeting and (ii) an agenda of the matters to be addressed and, as the case may be, resolved, at the meeting as well as (iii) any action required on the part of a Holder to attend the Holders' Meeting. No other matters than those referred to in the notice to attend may be resolved upon. The notice to attend shall specifically address that in the case of Capital Securities registered with a nominee, the underlying beneficiaries shall register their right to vote separately in order to be capable of casting votes at the meeting, in which case the nominee shall hold no voting rights in respect of such Capital Securities.
- 14.3 The Issuer shall instigate a Written Procedure no later than ten (10) Business Days after receipt of a valid request from the Holder(s) (or such later date as may be necessary for technical or administrative reasons). The Issuer shall instigate a Written Procedure requested to be arranged by the Issuer pursuant to Clause 14.1 above or by the Holders pursuant to this Clause 14.3 by sending a communication to those who, according to the register kept by EFi in respect of the Capital Securities, were Holders at the end of the fifth (5th) Business Day prior to the date on which the communication is sent. The notice to attend shall be given in accordance with Clause 15 (*Notices*) and it shall contain (i) each request for a decision by the Holders or the Issuer, (ii) a description of the reasons for each request, (iii) a specification of the Business Day at the end of which a person must be registered as a Holder in order to be entitled to exercise voting rights, (iv) instructions and directions on where to receive a form for replying to the request (such form to include an option to vote yes or no for each request) as well as a form of power of attorney, and (v) the stipulated time period within which the Holder must reply to the request (such time period to last at least fifteen (15) Business Days from the communication pursuant to this Clause 14.3). If the voting is to be made electronically, instructions for such voting shall be included in the communication.
- 14.4 Representatives of the Holders, the Calculation Agent and the Issuer and their respective proxies and advisers, and, in the case of the Issuer, directors, the chief executive officer and other senior officers and external auditors of the Issuer, may attend a Holders' Meeting.
- 14.5 The Issuer shall appoint the chairman of the meeting, unless otherwise decided by the Holders' Meeting. The chairman shall prepare a list of present Holders setting out the proportion of the Adjusted Nominal Amount each

Holder represents (“**Voting Register**”). The Voting Register shall be approved by the Holders’ Meeting. Only those who, according to the register kept by EFi in respect of the Capital Securities, were Holders on the fifth (5th) Business Day prior to the Holders’ Meeting, or proxies authorised by such Holders, shall, if holding any Adjusted Nominal Amount at the time of the meeting, be entitled to vote at the meeting and shall be registered in the Voting Register.

- 14.6 The chairman shall ensure that minutes are kept at the Holders’ Meeting. The chairman shall record the date and place of the Holders’ Meeting as well as resolutions adopted by the Holders’ Meeting and results of voting. The Voting Register shall be incorporated in, or be attached to, the minutes. The minutes shall be signed by the keeper of the minutes. The minutes shall be attested by the chairman of the meeting, where the chairman has not kept the minutes, and by at least one Holder appointed by the meeting to attest the minutes. The minutes shall thereafter be provided to the Holders no later than seven (7) Business Days after the meeting. Should the Holders’ Meeting resolve to amend these Terms and Conditions, the Terms and Conditions as so amended shall be attached to the minutes and be provided by the Issuer to EFi. The minutes shall be safely kept by the Issuer.
- 14.7 The Holders’ Meeting or the Written Procedure is quorate if Holders representing not less than one fifth (1/5th) of the Adjusted Nominal Amount are present or reply to the request (as applicable). However, in relation to resolutions in the following matters (an “**Extraordinary Resolution**”), the Holders’ Meeting or Written Procedure is quorate only if Holders representing not less than one half (1/2) of the Adjusted Nominal Amount for which Holders are voting at a Holders’ Meeting or for which Holders reply in a Written Procedure in accordance with the instructions given pursuant to Clause 14.3:
- (a) approving a change of a Reset Date, Interest Payment Date, Redemption Date or any term triggering the right of such redemption or any other terms relating to interest, reduction or cancellation of the amount payable and change of the currency in which payments under the Capital Securities are to be made;
 - (b) approving a substitution of the Issuer; and
 - (c) amendment to this Clause 14.

However, any amendment to these Terms and Conditions (including substitution of the Issuer) shall be made in accordance with the Clause 16 (*Amendments*). For the sake of clarity, any resolution at a Holders’ Meeting or in the Written Procedure, which extends or increases the obligations of the Issuer, or limits, reduces or extinguishes the rights or benefits of the Issuer (other than in accordance with these Terms and Conditions), shall be subject to the consent of the Issuer.

- 14.8 If quorum does not exist at the Holders’ Meeting or in respect of a Written Procedure, the Issuer shall convene a second Holders’ Meeting (in accordance with Clause 14.2) or initiate a second Written Procedure (in accordance with Clause 14.3), as the case may be, provided that the relevant proposal has not been withdrawn by the person(s) who initiated the procedure for Holders’ consent. When an adjourned Holders’ Meeting or Written Procedure resumes, the Holders’ Meeting or the Written Procedure shall, if Holders representing not less than one tenth (1/10th) of the Adjusted Nominal Amount are voting at a Holders’ Meeting or for which Holders reply in a Written Procedure (in accordance with the instructions given pursuant to Clause 14.3), be deemed quorate and resolutions may, also in respect of Extraordinary Resolutions, be adopted by a simple majority of the votes cast.
- 14.9 Resolutions at Holders’ Meetings or in a Written Procedure shall be adopted by way of voting. Each Holder entitled to vote shall have one (1) vote for each Nominal Amount of the Capital Security held by it. The Issuer and any Group Company shall not hold voting rights at the Holders’ Meeting nor in the Written Procedure. In the event of a tied vote, the chairman shall have the casting vote. An Extraordinary Resolution shall, subject to Clause 14.7, be valid only where supported by Holders representing not less than three-fourths (3/4th) of the votes cast at the Holders’ Meeting or in the Written Procedure. In all other matters (including but not limited to actions to be taken upon an enforcement event), resolutions by the Holders’ Meeting or Written Procedure by shall be adopted by a simple majority of the votes cast.
- 14.10 Resolutions adopted at a duly convened and held Holders’ Meeting or by way of a Written Procedure shall be binding on all Holders, whether or not present at the Holders’ Meeting or replying to the Written Procedure and whether or not supporting the resolutions. No Holder shall be held responsible for any damage any resolution of a Holders’ Meeting or by way of a Written Procedure may cause to another Holder.
- 14.11 If a Holders’ Meeting is convened or a Written Procedure arranged for the approval of a Corporate Restructuring Event and a resolution to approve that Corporate Restructuring Event is adopted in accordance with this Clause 14, such resolution shall be binding on all Holders in accordance with Clause 14.10 and as a result of the

adoption of such resolution each individual Holder shall be deemed to have waived its statutory right to oppose the Corporate Restructuring Event in question.

- 14.12 The Issuer shall reimburse all actual out-of-pocket costs and expenses incurred by the Calculation Agent and EFi in connection with a Holders' Meeting or a Written Procedure, regardless of who requested the meeting or procedure.

15. Notices

- 15.1 Notices concerning the Capital Securities (including calling Holders' Meetings and Written Procedure) shall be published (i) on the official website of the Issuer and (ii) by a press release or a stock exchange release, as appropriate under applicable law.
- 15.2 In addition to, or alternatively to, the procedure described in Clause 15.1 above, the Issuer may deliver notices concerning the Capital Securities in writing directly to Holders (*e.g.*, through EFi's book-entry system or account operators of the book-entry system).
- 15.3 Notices (including requests for Holders' Meetings and Written Procedures) shall be given to the Issuer at the following address, or any substitute address notified to the Holders:

Sanoma Corporation

Attention: Group Treasury
PL 60
FI-00089 Sanoma
Finland

- 15.4 Notices (including requests for Holders' Meetings and Written Procedures) shall be given to the Calculation Agent at the following address, or any substitute address notified to the Holders:

Nordea Bank Abp

Attention: Issuer Services
Satamaradankatu 5
00200 NORDEA
Finland

16. Amendments

- 16.1 All amendments to these Terms and Conditions (including without limitation to those set forth in Clause 14 (*Holders' Meeting and Written Procedure*)) with binding effect for all Holders, the Calculation Agent and the Issuer are possible only provided that such amendment has been duly approved by the Issuer and a Holders' Meeting or a Written Procedure in accordance with Clause 14 (*Holders' Meeting and Written Procedure*) or all Holders and the Issuer otherwise agree to such amendment.
- 16.2 Notwithstanding the foregoing, the Calculation Agent and the Issuer may, however, without the consent of the Holders, agree on (i) the replacement of the Calculation Agent or (ii) any amendment of these Terms and Conditions which is of a formal, minor or technical nature or which is made to correct a clear and manifest error.
- 16.3 The Issuer shall promptly notify the Holders of any amendments or waivers made in accordance with Clause 14 (*Holders' Meeting and Written Procedure*), setting out the date from which the amendment or waiver will be effective. The Issuer shall ensure that any amendments to these Terms and Conditions are duly registered with the EFi and each other relevant organisation or authority.
- 16.4 An amendment to these Terms and Conditions shall, in the case of amendments resolved upon by a Holders' Meeting or by way of a Written Procedure, take effect on the date determined by the Holders Meeting or in the Written Procedure, or, in the case of amendments made by the Calculation Agent and the Issuer pursuant to Clause 16.2, on the date determined by the Calculation Agent and the Issuer.

17. Further Issues

The Issuer shall, from time to time and without the consent of the Holders, have the right to create and issue further capital securities ranking *pari passu* in all respects and having the same terms and conditions as the Capital Securities, other than the amount and date of the first payment of interest thereon, and so that the same shall be consolidated and form a single series with the outstanding Capital Securities. For the avoidance of doubt, this Clause 17 shall not limit the Issuer's right to issue any other capital securities.

18. Nominee Registration and Right to Information

In respect of Capital Securities registered in the name of a nominee, the Act on the Book-Entry System and the Act on Book-Entry Accounts and the rules and regulations of EFi shall apply to the extent not validly otherwise provided in these Terms and Conditions. Notwithstanding any secrecy obligations, the Issuer shall, subject to the rules and regulations of EFi and applicable laws, be entitled to obtain information on the Holders from EFi and EFi shall be entitled to provide such information to the Issuer. Furthermore, the Issuer and the Calculation Agent shall, subject to the rules and regulations of EFi and applicable laws, be entitled to obtain from EFi a list of the Holders, provided that it is technically possible for EFi to maintain such list. Each Holder shall be considered to have given its consent to actions described above by subscribing or purchasing a Capital Security.

19. Limitation of Liability

- 19.1 None of the Issuer, the Calculation Agent and EFi (each a “**Protected Party**”) shall be held responsible for any damage arising out of any Finnish or foreign legal enactment, or any measure undertaken by a Finnish or foreign public authority, or war, strike, lockout, boycott, blockade or any other similar circumstance. The reservation in respect of strikes, lockouts, boycotts and blockades applies even if a Protected Party takes such measures, or is subject to such measures.
- 19.2 Any damage that may arise in other cases shall not be compensated by any Protected Party if it has observed customary care. No Protected Party shall in any case be held responsible for any indirect damage, consequential damage and/or loss of profit.
- 19.3 Should there be an obstacle as described above for a Protected Party to take any action in compliance with these Terms and Conditions, such action may be postponed until the obstacle has been removed.
- 19.4 The provisions in this Clause 19 apply unless they are inconsistent with the provisions of the Act on the Book-Entry System and Clearing Operations, the Act on Book-Entry Accounts and the rules and regulations of EFi, which provisions shall prevail.

20. Listing and Secondary Market

An application will be made to, with the aim of having the Capital Securities to be admitted to trading on a regulated market on the Helsinki Stock Exchange maintained by Nasdaq Helsinki Ltd.

21. Governing Law and Jurisdiction

- 21.1 The Capital Securities and these Terms and Conditions shall be governed by and construed in accordance with Finnish law.
- 21.2 The courts of Finland, with the District Court of Helsinki (*Helsingin käräjäoikeus*) as the court of first instance, shall have non-exclusive jurisdiction in relation to any dispute arising out of or in connection with these Terms and Conditions or the Capital Securities (including a dispute regarding the existence, validity or termination of these Terms and Conditions or the Capital Securities).

OVERVIEW OF THE ISSUE OF THE CAPITAL SECURITIES

Words and expressions defined in the Terms and Conditions of the Capital Securities or elsewhere in this Listing Prospectus have the same meanings in this overview.

Issuer	Sanoma Corporation, a public limited liability company incorporated in Finland.
Issuer's LEI code	743700XJC24THUPK0S03.
Risk Factors	Investing in the Capital Securities involves risks. The principal risk factors relating to the Issuer and the Capital Securities are discussed in the section "Risk Factors" of this Listing Prospectus.
Lead Manager	Nordea Bank Abp.
Issuer Agent and Calculation Agent	Nordea Bank Abp.
Decisions and authorisations	Authorisations of the Board of Directors of the Issuer dated 9 February 2023 and 6 March 2023.
Type and class of the Capital Securities	Unsecured and subordinated perpetual capital securities of the Issuer.
Type of issue	Individual issue of Capital Securities offered to eligible counterparties, professional clients and retail clients, each as defined in MiFID II. The aggregate principal amount of the Capital Securities (EUR 150,000,000) was issued on 16 March 2023.
Interest of the Lead Manager	<p>Business interest customary in the financial markets. The Lead Manager was paid a fee by the Issuer in respect of the Offering and issue of the Capital Securities.</p> <p>In addition, the Lead Manager and other entities within the same group and/or their affiliates have provided, and may provide in the future, the Issuer with investment, insurance, banking and/or other services in the ordinary course of business for which they may have received and may continue to receive customary fees and commissions. The Lead Manager and other entities within the same group and/or their affiliates have also acted in the ordinary course of business as arrangers or lenders under certain loan agreements of the Issuer and its affiliates, and in various roles in share and unsecured notes issues for which they have received, and may continue to receive, customary interest, fees and commissions.</p>
Ranking of the Capital Securities	The Capital Securities constitute unsecured, unguaranteed and deeply subordinated obligations of the Issuer ranking behind all claims of unsubordinated creditors of the Issuer and the claims of the creditors in respect of the Issuer Subordinated Indebtedness, ranking <i>pari passu</i> among each other and at least <i>pari passu</i> with any other present capital securities or future outstanding capital securities of the Issuer, and in priority to payments to the holders of all classes of share capital of the Issuer in their capacity as such holders and any other obligation of the Issuer expressed by its terms to rank, or pursuant to applicable Finnish law rank, junior to the Capital Securities.
Form of the Capital Securities	Dematerialised securities issued in book-entry form in the Infinity book-entry System maintained by Euroclear Finland, Urho Kekkosen katu 5C, FI-00100 Helsinki, Finland.
Listing	Application has been made to have the Capital Securities listed on the official list of Nasdaq Helsinki.
Depository and settlement system	Euroclear Finland, Urho Kekkosen katu 5C, FI-00100 Helsinki, Finland, Infinity book-entry system of Euroclear Finland.

ISIN Code of the Capital Securities	FI4000549563.
Issue Price and Effective yield of the Capital Securities	At the issue price of 100 per cent, the effective yield of the Capital Securities is 8.000 per cent per annum.
Minimum subscription amount	EUR 100,000.
Denomination of a book-entry unit	EUR 20,000.
Issue Date	16 March 2023.
Reset Date	16 March 2026.
Redemption	The Issuer may, by giving not less than thirty (30) nor more than sixty (60) days' notice to the Calculation Agent and the Holders (which notice shall be irrevocable and shall specify the date fixed for redemption), elect to redeem all but not some only, of the Capital Securities on the Reset Date or on any Interest Payment Date thereafter at their Nominal Amount, together with any Accrued Interest to, but excluding the date of redemption, or following a Tax Event, an Accounting Event, a Replacing Capital Event, a Corporate Restructuring Event, a Withholding Tax Event, and a Change of Control, as further described in the Clause 8 (<i>Redemption and Purchase</i>) of the Terms and Conditions of the Capital Securities. Additionally, the Issuer may, by giving not less than fifteen (15) nor more than forty-five (45) days' notice to the Calculation Agent and the Holders (which notice shall be irrevocable and shall specify the date fixed for redemption), elect to redeem all but not some only, of the Capital Securities at their Nominal Amount together with any Accrued Interest to, but excluding, the date of redemption if at any time the Adjusted Nominal Amount of the Capital Securities is twenty-five (25) per cent or less of the aggregate nominal amount of the Capital Securities issued.
Purchases	The Issuer or any Group Company may at any time purchase Capital Securities in any manner and at any price. If purchases are made by tender, tenders must be available to all Holders alike. The repurchased Capital Securities may be resold or nullified.
Interest on the Capital Securities	<p>Each Capital Security bears interest on its outstanding principal amount (i) from (and including) the Issue Date to (but excluding) the Reset Date at a fixed rate of 8.000 per cent per annum payable annually in arrears on 16 March in each year and commencing on 16 March 2024 and (ii) from (and including) the Reset Date to (but excluding) the final redemption of the Capital Securities, at the Floating Interest Rate (as defined in the "<i>Terms and Conditions of the Capital Securities</i>") payable quarterly in arrears on 16 June, 16 September, 16 December and 16 March in each year commencing on 16 June 2026. The interest rate of the Capital Securities shall be increased in the case of a Minority Dividend or, in certain circumstances, following a Change of Control. Payment of interest on the Capital Securities may be indefinitely deferred at the option of the Issuer, except under certain circumstances, as described in Clause 7 of the "<i>Terms and Conditions of the Capital Securities</i>".</p> <p>As at the date of this Listing Prospectus, the Screen Rate under the Terms and Conditions of the Capital Securities is EURIBOR. EURIBOR constitutes a benchmark according to the Benchmarks Regulation. As at the date of this Listing Prospectus, the administrator of EURIBOR, the European Money Markets Institute, appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority ("<i>ESMA</i>") pursuant to Article 36 of the Benchmarks Regulation.</p>
Maturity	The Capital Securities are undated securities with no specified maturity date.

Guarantee	None.
Rating	None.
Publication date	The result of the Offering was announced on 9 March 2023.
Applicable law	Finnish law.
Description of restrictions on free transferability of the Capital Securities	Each Capital Security will be freely transferable after it has been registered into the respective book-entry account.
Estimated net amount of the proceeds	The aggregate net proceeds to the Issuer from the Offering, after deduction of the fees and expenses payable by the Issuer, will be approximately EUR 149 million.
Estimated cost of issue	Approximately EUR 1 million.
Taxation	<p>The following summary is based on the current tax laws of Finland and taxation practice and is intended to provide general information only. Any changes in tax laws and their interpretation as well as taxation practice may also have a retroactive effect on taxation. The following summary is not exhaustive and does not address all potential aspects of Finnish taxation that may be relevant for a potential investor. The summary does not address any tax consequences applicable to investors who are subject to special tax rules.</p> <p>If the recipient of interest paid on the Capital Securities is an individual (natural person) residing in Finland for tax purposes or an undistributed estate of a deceased Finnish resident individual, such interest is subject to a tax prepayment in accordance with the Finnish Prepayment Act (in Finnish: <i>ennakkoperintälaki</i>) (1118/1996, as amended) and final taxation as capital income in accordance with the Finnish Income Tax Act (in Finnish: <i>tuloverolaki</i>) (1535/1992, as amended). The current tax prepayment rate and capital income tax rate is 30 per cent. Should the amount of capital income received by a resident natural person exceed EUR 30,000 in a calendar year, the capital income tax rate is 34 per cent on the amount that exceeds the EUR 30,000 threshold. The Finnish Act on Source Tax on Interest Income (in Finnish: <i>laki korkotulon lähdeverosta</i>) (1341/1990, as amended) is not applicable to the Capital Securities.</p> <p>If the recipient of the interest paid on the Capital Securities is a corporation further defined in the Finnish Income Tax Act residing in Finland for tax purposes, such interest is subject to final taxation of the recipient corporation generally in accordance with the Finnish Business Income Tax Act (in Finnish: <i>laki elinkeinotulon verottamisesta</i>) (360/1968, as amended). The current corporate income tax rate is 20 per cent.</p> <p>Payment of interest to a Holder, who is neither a resident in Finland for tax purposes nor engaged in trade or business in Finland through a permanent establishment for income tax purposes or otherwise, is not subject to Finnish withholding tax. Such Holder is obliged to disclose their non-resident investor status to the payer. If such Holder fails to provide such information, the payment of interest to such Holder may, however, be subject to a Finnish withholding tax.</p> <p>The Holders are advised to consult their own tax advisers concerning the overall tax consequences of their ownership of the Capital Securities.</p> <p>Potential investors should be aware that the tax legislation of a potential investor's member state and of the Issuer's country of incorporation may have an impact on the income received from the Capital Securities.</p>
Reasons for the issue and use of proceeds	The proceeds from the issue of the Capital Securities, less the costs and expenses incurred by the Issuer in connection with the issue of the Capital Securities, are intended to be used for general corporate purposes.

Date of entry of the Capital Securities to the book-entry system

Capital Securities subscribed and paid for have been entered by the Issuer Agent to the respective book-entry accounts of the subscribers on the Issue Date in accordance with the Finnish legislation governing the book-entry system and clearing accounts as well as regulations and decisions of Euroclear Finland.

DESCRIPTION OF THE GROUP

Overview

Sanoma is one of the largest K12 (*i.e.*, primary, secondary and vocational education) learning service providers in Europe and one of the largest cross-media companies in Finland measured by revenues. The Group includes two operating segments which are also its two strategic business units: Sanoma Learning, which offers printed and digital learning materials, distribution services as well as digital learning platforms for primary, secondary and vocational education, and Sanoma Media Finland, which provides journalism and entertainment across multiple media as well as reach and marketing solutions for its business partners.

According to Sanoma, Sanoma Learning is one of the leading European K12 learning service providers measured by revenues, serving around 25 million students in twelve countries. Through a portfolio of blended (*i.e.* printed and digital) learning materials, digital learning platforms and services such as distribution, it supports learning and teaching in primary, secondary and vocational education. In addition to organic growth, Sanoma Learning aims to grow through M&A in Europe and beyond. Sanoma Learning aims to develop learning materials based on strong understanding of the curriculum, deep teacher and student insight as well as thorough understanding of local market needs. Sanoma Learning's purpose is to help all students reach their potential with best-in-class learning solutions.

Sanoma Media Finland is one of the leading cross-media companies in Finland measured by revenues. It provides information, experiences, inspiration and entertainment through multiple media platforms: newspapers, TV, radio, events, magazines, online and mobile channels.

For the year ended 31 December 2022, the Group's net sales were EUR 1,298.3 million, EBIT was EUR 112.0 million and operational EBIT excluding purchase price allocation adjustments and amortisations (operational EBIT excl. PPA) was EUR 189.3 million. As at 31 December 2022, the Group had operations in twelve European countries and 5,079 full-time equivalent employees.

History and Recent Developments

The Group was formed as a result of a merger on 1 May 1999 when newspaper publisher Sanoma Osakeyhtiö, book publisher Werner Söderström Ltd ("**WSOY**"), magazine publisher Helsinki Media Company Oy and investment company Oy Devarda Ab merged to form SanomaWSOY Corporation ("**SanomaWSOY**"). SanomaWSOY was listed on the Helsinki stock exchange on 1 May 1999. In October 2008, SanomaWSOY changed its name to Sanoma Corporation.

The internationalisation of the Group began in 2001 when SanomaWSOY acquired the consumer magazine operations of Dutch-based VNU. The international development of magazine operations continued, and in 2005, the Group expanded its operations to Russia and the Ukraine as a result of the acquisition of Independent Media Holding B.V. and its subsidiaries – the operations in Russia and Ukraine were divested by 2015.

The internationalisation of Sanoma Learning, the Group's educational publishing business began in 2004 when WSOY acquired Malmberg Investments B.V., a publisher focused on educational material for primary and secondary education as well as on vocational training with operations in the Netherlands and Belgium, and VAN IN, an educational publisher in Belgium. It was continued in 2008 with the acquisition of Nowa Era in Poland.

In 2010, the Group restructured its business operations in order to focus on its core businesses by divesting Finland's largest cable TV operator, Welho, in exchange for a 21 per cent interest in the purchaser, DNA Ltd, a telecommunications group offering voice call, data, mobile and digital TV services in Finland. The Group sold its entire shareholding in DNA Ltd in March 2012.

In 2011, the Group continued to strengthen its focus on its core businesses by divesting its movie operations in Finland, Latvia, Lithuania and Estonia, and its Romanian press distribution and kiosk operations. In 2011, the Group also agreed to acquire the free-to-air TV and magazine assets of SBS Broadcasting Group ("**SBS**") in the Netherlands and Belgium, and it completed the acquisition of the assets comprising the Tammi Learning business, an educational publisher in Finland. In the same year, the Group acquired all of the shares in the Swedish educational publisher Bonnier Utbildning from the Swedish media group Bonnier AB ("**Bonnier**") and at the same time, sold its shares in WSOY, a general literature publisher in Finland, to Bonnier.

In 2012, the Group divested its kiosk operations in Finland, Estonia and Lithuania and its press distribution operations in Estonia and Lithuania, including the Rautakirja trademark, as well as its bookstore operations in Estonia. The Group also did a number of smaller divestments and acquisitions to develop its portfolio in 2012.

The Group's withdrawal from the Eastern European market concluded in 2015 with the divestment of its 50 per cent ownership in the Russian Fashion Press and Mondadori Independent Media.

In 2017, the Group divested its 67 per cent stake in the Dutch TV business SBS.

In 2018, the Group strengthened its position in the Finnish festival and event business through the acquisition of a 60 per cent stake in N.C.D. Production Oy and its group companies. The remaining 40 per cent minority share in N.C.D. Production Oy was acquired in 2021. In 2018, the Group also completed the divestment of its Belgian women's magazine portfolio.

In 2019, the Group acquired Iddink Group (“**Iddink**”), a leading Dutch educational platform and service provider. Through the acquisition, the Group entered the integrated digital educational platform business for secondary and vocational education. To complement its product portfolio in secondary education in the Netherlands, Sanoma also acquired Essener, the leading Dutch publisher of blended learning methods for social sciences. In addition, Sanoma strengthened its position within the learning services market in Spain by acquiring Clickedu, one of the leading providers of digital learning platforms in the country. In the end of 2019, Sanoma announced the acquisition of itslearning, an international provider of cloud-based learning platforms that operated in nine countries and had approximately 200 employees.

In April 2020, the Group divested Sanoma Media Netherlands, one of its strategic business units and acquired Alma Media's regional news media business in Finland. The acquired business consisted of Alma Media Kustannus Oy, publisher of leading regional newspapers Aamulehti and Satakunnan Kansa, as well as thirteen local newspapers in the Tampere region, Western Finland and Central Finland. It also included Alma Manu Oy, provider of printing services with a state-of-the-art printing facility in Tampere.

In July 2020, the Group divested its online classifieds business Oikotie Oy in Finland.

In the end of 2020, the Group completed the acquisition of Santillana Spain, a leading Spanish provider of K12 learning materials, from Grupo Prisa. Santillana Spain is a leading provider of learning materials, primarily textbooks, for primary and secondary education in Spain. It offers schools, students and parents recognised and reputable high-quality learning content under well-known brands, such as Santillana, Loqueleo and Richmond, which Sanoma has the right to use through exclusive license agreements. In total, K12 represents approximately 90 per cent and primary education approximately 65 per cent of Santillana Spain's net sales, offering the business high resilience over-the-cycle.

In 2021, Sanoma increased its ownership in N.C.D. Production Oy and Iddink to 100 per cent and divested or discontinued certain minor Learning operations that were under strategic review.

On 31 August 2022, Sanoma acquired Pearson's local K12 learning content business in Italy and its small exam preparation business in Germany. Pearson Italy is one of the leading providers of learning materials for secondary education in the country and it has a leading position in certain subjects, including philosophy and literature. Under its strong local brands, Pearson Italy offers schools, teachers and students recognised and reputable high-quality learning materials. The acquisition also includes Pearson's small exam preparation business in Germany, which will continue to operate under the Stark brand. The agreed cash and debt free enterprise value (EV) of the acquired business including purchase price adjustments of EUR 22.5 million amounted to EUR 212.1 million and was paid in cash at closing. Net sales of the acquired businesses were EUR 117 million and operational EBIT excl. PPA was EUR 18 million in 2021. The acquired businesses had 251 employees, of which 161 in Italy and 90 in Germany. The acquired business is reported as part of Sanoma Learning SBU as of 31 August 2022. In addition in 2022, Sanoma acquired Geluuskoffer Scholen B.V. in the Netherlands, engaged in developing and publishing learning materials aimed at social emotional well-being of children, and a digital video marketing office Videolle Production Oy. In line with the strategy to harmonise its digital offering across the learning business, the Group also divested Eduarte, a Dutch student administration system provider for vocational education. In the beginning of the year, it divested the smallest one of its three newspaper printing facilities, Savon Paino, in Finland.

Strategy

Sanoma consists of two businesses, a leading European K12 learning services business and a leading cross-media business in Finland. Sanoma's purpose is to have a positive impact on the lives of millions of people every day and its ambition is to have Group net sales over EUR 2 billion by 2030, with at least 75 per cent deriving from the learning business. The Group's current strategic focus areas are the following:

- the Group is one of the global leaders in K12 education serving 25 million students;
- the Group is one of the leading cross-media companies in Finland with a weekly reach of 97 per cent; and
- the Group aims to grow through M&A while paying an increasing dividend pursuant to its current dividend policy.

One of the global leaders in K12 education serving 25 million students

Sanoma Learning aims to further strengthen its position in European K12 learning services by growing its market share, expanding its offering to capture increased revenue per student in the countries in which it operates, and through M&A especially in learning content businesses. Sanoma produces inclusive learning materials and digital learning platforms to promote equal learning opportunities. Sanoma's digital platforms and footprint in highly digitalised countries with high-quality learning outcomes, together with its increased scale, give it strong competitive benefits. Sanoma aims to strengthen its position in a stable and consolidated K12 learning market through digitalisation that helps to drive market consolidation, to generate more stable revenue streams and higher profitability and to offer better scalability.

One of the leading cross-media companies in Finland with a weekly reach of 97 per cent

Sanoma Media Finland aims to provide all Finns trusted Finnish journalism and inspiring entertainment. It focuses on News & Feature, Entertainment and B2B marketing solutions. Sanoma creates value by transforming its business towards digital B2C through growing its News & Feature subscription business. This can be done by organic increase in subscriber base as well as considering selective opportunities for synergetic bolt-on acquisitions. The share of consumer income and subscriptions in both news and entertainment is further increasing and Sanoma has a proven track record of a successful digital transformation, which it aims to continue towards higher margin. Through its strong cross-media portfolio, Sanoma Media Finland offers effective and increasingly digital marketing solutions for B2B customers.

Growing through M&A while paying an increasing dividend

Sanoma aims to implement its growth strategy through continued expansion in K12 learning services in new geographies and in current markets both in learning content and digital platforms. Furthermore, Sanoma considers selective opportunities for synergetic bolt-on acquisitions in the media business in Finland and aims to invest in further digital growth through continuing its digital transformation towards higher margin. Sanoma also invests in further digital growth through harmonising and developing its digital learning platforms, aiming for best-in-class digital user experience in media and ensuring the development and well-being of its people. Pursuant to its current dividend policy, Sanoma aims to pay an increasing dividend, equal to 40–60 per cent of annual free cash flow. When proposing a dividend to the Annual General Meeting, the Board of Directors will look at the general macro-economic environment, Sanoma's current and target capital structure, Sanoma's future business plans and investment needs as well as both previous year's cash flows and expected future cash flows affecting capital structure.

Sustainability

Sustainability is an integral part of Sanoma's business both in Learning and Media Finland and Sanoma continuously strives to improve its environmental, social and governance (ESG) performance. Sanoma's Sustainability Strategy consists of six main themes, in which Sanoma believes it has the greatest impact on society. The six themes are: inclusive learning, sustainable media, trustworthy data, valued people, vital environment and responsible business practises. The strategy is designed to maximise Sanoma's positive impact on society and to minimise its environmental footprint. To improve its sustainability efforts, Sanoma conducts regular materiality assessments and stakeholder engagement on its impact and activities.

Long-term Financial Targets

The Group's long-term financial targets are:

- Net debt / adjusted EBITDA below 3.0 (3.2 in 31 December 2022)
- Equity ratio between 35 per cent and 45 per cent (35.8 per cent in 31 December 2022)
- Increasing dividend, 40–60 per cent of free cash flow (93 per cent of underlying free cash flow of EUR 65 million for the financial year 2022¹)

The statements set forth in this section include forward-looking statements and are not guarantees of the Group's performance in the future. The Group's actual results of operations and financial condition could differ materially from those expressed or implied by these forward-looking statements as a result of many factors, including, but not limited to, those described in "General Information — Forward-looking Statements" and "Risk Factors". Undue reliance should not be placed on these forward-looking statements.

¹ Underlying free cash flow of EUR 65 million excluding operational cash flow of the acquired Italian and German business and the pre-payment of the VAT claim.

Business of the Group

Overview

The Group has two strategic business units, Sanoma Learning and Sanoma Media Finland, which are also the Group's reporting segments.

The following table sets forth certain financial information by operating segment for the years indicated:

	For the year ended 31 December			
	2022	2021	2020	2019
	(audited, unless otherwise indicated)			(restated) ¹⁾
	(unaudited)			
	(EUR in millions)			
Net sales				
Learning.....	681.0	637.3	499.7	336.0
Media Finland.....	618.1	615.3	562.6	576.8
Other operations/eliminations.....	(0.8)	(0.9)	(0.5)	(0.3)
Total	<u>1,298.3</u>	<u>1,251.6</u>	<u>1,061.7</u>	<u>912.6</u>
EBIT				
Learning.....	67.2	90.5	66.4	57.4
Media Finland.....	54.3	60.6	209.6	54.9
Other operations/eliminations.....	(9.4)	(8.8)	(5.8)	(7.9)
Total	<u>112.0</u>	<u>142.4</u>	<u>270.1</u>	<u>104.5</u>
Operational EBIT excl. PPA				
Learning.....	131.8 ²⁾	133.9 ²⁾	95.9 ²⁾	75.6
Media Finland.....	65.8 ²⁾	73.5 ²⁾	66.6 ²⁾	69.4
Other operations/eliminations.....	(8.4) ²⁾	(10.2) ²⁾	(5.9) ²⁾	(7.4)
Total	<u>189.3²⁾</u>	<u>197.2²⁾</u>	<u>156.5²⁾</u>	<u>137.6</u>
Operational EBIT margin excl. PPA³⁾				
Learning.....	<u>19.4%²⁾</u>	<u>21.0%²⁾</u>	<u>19.2%²⁾</u>	<u>22.5%</u>
Media Finland.....	<u>10.6%²⁾</u>	<u>11.9%²⁾</u>	<u>11.8%²⁾</u>	<u>12.0%</u>
Group Total	<u>14.6%²⁾</u>	<u>15.8%²⁾</u>	<u>14.7%²⁾</u>	<u>15.1%</u>

(1) In Sanoma's financial statements for the year ended 31 December 2020, the figures for the year ended 31 December 2019 have been restated due to classification of certain Learning operations that are under strategic review as discontinued operations in accordance with "IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations".

(2) Unaudited.

(3) Sanoma presents Operational EBIT margin excl. PPA as an alternative performance measure. Operational EBIT margin excl. PPA is calculated by dividing operational EBIT excl. PPA with net sales.

Sanoma Learning

Sanoma Learning is a leading European provider of printed and digital (*i.e.*, blended) learning solutions for K12 (*i.e.*, primary, secondary and vocational education). It operates in twelve countries serving approximately 25 million students. The business operations of Sanoma Learning consist mainly of Santillana Spain in Spain, Malmberg in the Netherlands, Nowa Era in Poland, Sanoma Italia in Italy, VAN IN in Belgium, Sanoma Pro in Finland, Sanoma Utbildning in Sweden, Iddink in the Netherlands, Belgium and Spain, STARK in Germany, and itslearning in Norway, Sweden, Denmark, Finland, Germany, The Netherlands, France and the UK with sales also to some other markets.

The local operating companies of Sanoma Learning publish a wide range of learning materials in printed and digital format mainly for primary, secondary and vocational education. Sanoma Learning also produces materials and training for teachers and other professionals. Sanoma Learning's sales are primarily generated through the sale of educational materials (books and digital content) and granting access to online learning platforms.

Sanoma Media Finland

Sanoma Media Finland provides information, experiences, inspiration and entertainment through multiple media platforms, with an increasing focus on its three core strategic business areas: news and feature, entertainment and business-to-business marketing solutions. Sanoma Media Finland has a wide range of (smaller) brands, titles and businesses that together comprises Sanoma Media Finland. Regular changes in the portfolio are made as part of Sanoma's operations.

Sanoma Media Finland is one of the largest newspaper publishers in Finland in terms of circulation (source: *Media Audit Finland*). Sanoma Media Finland publishes Helsingin Sanomat, one of the largest daily newspapers in the Nordics, and

13 local and regional newspapers, including Aamulehti and Satakunnan Kansan. It also publishes Finland's largest tabloid, Ilta-Sanomat, the website of which is among the most visited websites in Finland. It operates four free-to-air TV channels in Finland: Nelonen, Liv, Jim and Hero. In addition, Sanoma has an ad sales representation deal with Disney regarding its free-to-air TV channels Star and National Geographic. Sanoma Media Finland also operates Ruutu, a video-on-demand (VOD) service. In addition, Sanoma Media Finland includes a radio portfolio consisting of nine stations and a portfolio of live events and festivals (13 festivals organised in the high season of June-August 2022). Sanoma Media Finland is also a leading magazine publisher in Finland and its magazine portfolio contains 18 titles. Sanoma Media Finland has developed and offered online services to its customers early on in the development of the internet, and today most of its print, radio and TV brands also have popular online services. Sanoma Media Finland offers advertising and marketing solutions to its business customers across its media portfolio.

Other Operations/eliminations

Other operations include head office functions, real estate assets and Group eliminations.

Operating environment and trend information

Sanoma's business is impacted by different trends and developments in its operating environment. In Sanoma Learning, curriculum renewals in Sanoma's largest operating countries may have a significant impact on the demand of its products. In the short-term, the major ones include the ongoing educational reform in Spain and the upcoming subsidy reform in Poland. The phasing and manner of the implementation of the renewal in Spain in 2022–2023, extending even to 2024, is partially uncertain. The reform in Poland is expected to commence in 2023. In Sanoma Media Finland, weakening confidence among Finnish consumers, impacted by the war in Ukraine as well as increasing inflation and interest rates, may have an adverse impact on the demand for its products and services. In addition, the current economic uncertainty is expected to increase volatility in the advertising demand.

The cost inflation, especially salary inflation and continuing high paper prices, is expected to continue to have an impact on Sanoma's operating costs. The availability of newsprint paper, the most used paper quality by Sanoma, has remained on its normal level since the second quarter of 2022, but could be negatively impacted by the availability and prices of energy, particularly gas in Central Europe. In addition, weakening of the euro against main currencies, including the US dollar, may increase the cost of the goods and services Sanoma buys in currencies other than euro (e.g. hosting and TV content).

Group Legal Structure and Significant Subsidiaries

The registered business name of the Issuer is Sanoma Oyj in Finnish, Sanoma Corporation in English and Sanoma Abp in Swedish. The Issuer, business ID 1524361-1, is a public limited liability company organised under the laws of Finland. The Issuer was incorporated under Finnish law and registered with the Finnish Trade Register on 1 May 1999 and it is domiciled in Helsinki, Finland. The Issuer's principal and registered office is located at Töölönlahdenkatu 2, FI-00100 Helsinki, Finland and the telephone number of its registered office is +358 105 1999. The Issuer's legal entity identifier is 743700XJC24THUPK0S03. The Group consists of the parent company Sanoma Corporation and its consolidated subsidiaries. Sanoma Corporation is a holding company of the Group and it does not engage in any significant business activities. For further information on the most significant subsidiaries of the Issuer, see note 6.4 to the audited consolidated financial statements of the Group as at and for the year ended 31 December 2022.

According to Article 2 of the Company's Articles of Association, the Company's field of business is to practice all types of business related to media and learning as well as any business related to media and learning or any supporting business thereof. The Company may practice the business itself or through its subsidiaries or affiliates. As the parent company, the Company may also handle shared tasks of the Group companies, such as administrative services and funding, and own property, shares and other securities.

Shares and Ownership

As at the date of this Listing Prospectus, the Issuer had a share capital of EUR 71,258,986.82, consisting of 163,565,663 shares. The shares are listed on Nasdaq Helsinki under ticker symbol SANOMA, ISIN code FI0009007694. All shares have equal voting and other shareholder rights and carry equal entitlement to a share of the Issuer's assets and profits.

The following table sets forth the ten largest shareholders of the Issuer that appeared on the shareholder register maintained by Euroclear Finland as at 28 February 2023:

	As at 28 February 2023	
	Number of Shares	Percentage of Shares and votes (per cent)
Jane and Aatos Erkko Foundation	39,820,286	24.35
Antti Herlin and companies under his control:		
Holding Manutas Oy	19,785,000	12.10
Antti Herlin	31,800	0.02
Total Antti Herlin and companies under his control	19,816,800	12.12
Robin Langenskiöld.....	12,273,371	7.50
Rafaela Seppälä	10,273,370	6.28
Helsingin Sanomat Foundation.....	4,701,570	2.87
Varma Mutual Pension Insurance Company.....	4,097,386	2.51
Ilmarinen Mutual Pension Insurance Company.....	3,805,800	2.33
Elo Mutual Pension Insurance Company.....	2,017,000	1.23
Alex Noyer	1,903,965	1.16
Lorna Bernardin-Aubouin	1,852,470	1.13
Ten largest shareholders total	100,562,018	61.48
Nominee-registered shareholders.....	19,871,711	12.15
Other shareholders	43,131,934	26.37
Total	163,565,663	100.00

Source: Euroclear Finland.

To the extent known to the Issuer, the Issuer is not, directly or indirectly, owned or controlled by any one person and the Issuer is not aware of any arrangement, relating to the Issuer's ownership the operation of which may result in a change of control of the Issuer.

Intellectual Property Rights

Key IPR related to Sanoma's products and services are copyrights including rights to make the copyright protected works available to public, trademarks, business names, domains, and know-how owned and licensed by the Group. Sanoma manages its IPR in accordance with the group-wide IPR policy and procedures.

Information Technology

Sanoma's IT systems include online services, digital learning platforms, video-on-demand platforms, newspaper and magazine subscriptions, advertising and delivery systems, as well as various internal systems for production control, customer relations management, and supporting functions.

Regulation

Sanoma is subject to a wide range of laws and regulations in the countries in which it operates in relation to matters including, for example, intellectual property, health and safety, consumer protection and marketing, environment and climate, sustainability, employment, competition, securities markets and company law, compliance, data protection, international trade and taxation. Sanoma continuously aims to adapt its business models to new regulations, such as but not limited to, the Finnish national law implementing the Omnibus Directive (EU) 2019/2161 that has become applicable as of 1 January 2023, Directive (EU) 2019/790 of the European Parliament and of the Council (the Copyright Directive) and national laws implementing it, Regulation (EU) 2022/2065 of the European Parliament and of the Council of 19 October on a Single Market For Digital Services and amending Directive 2000/31/EC (the Digital Services Act), Proposal (COM/2021/206) for a Regulation of the European Parliament and of the Council Laying Down Harmonised Rules on Artificial Intelligence and Amending Certain Union Legislative Acts (the Artificial Intelligence Act), Proposal (COM/2022/457) for a Regulation of the European Parliament and of the Council Establishing a Common Framework for Media Services in the Internal Market and Amending Directive 2010/13/EU (the European Media Freedom Act) and Directive (EU) 2019/882 of the European Parliament and of the Council of 17 April 2019 on the accessibility requirements for products and services (the Accessibility Directive) and national laws implementing it. For further information on risks related to various laws and regulations in the countries in which the Group operates and changes in such laws and regulations, see "Risk Factors – Strategic Risks – Changes in applicable laws and regulations and interpretation thereof increase the Group's costs and adversely affect its freedom to operate by limiting its ability to target advertising and sell and personalise services and products".

Litigation

Except as discussed below, neither the Issuer nor any other member of the Group is or has been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) in the twelve months preceding the date of this Listing Prospectus which may have or have in such period had significant effects on the Issuer or the financial position or profitability of the Group.

In April 2021, the Finnish Tax Adjustment Board accepted a claim based on tax audits at Sanoma Media Finland in years 2015–2018 about the treatment of VAT of certain magazines that were printed in multiple locations in Europe and distributed through a centralised logistics centre in Norway. Sanoma considers the claims completely unjustified and has appealed the decisions. On 1 July 2021, Sanoma paid the required VAT, the related penalty and interests of EUR 25 million in order to avoid further interest accumulation. Sanoma considers this payment to be a deposit with the tax authority while the dispute is ongoing and consequently reports the amount paid as a receivable. On August 2021, the tax authorities made an ex officio decision on a corporate income tax adjustment as a consequence of value added tax adjustment and refunded EUR 3 million of corporate income tax to Sanoma. Sanoma considers this refund to be a liability towards the tax authority while the dispute is ongoing and consequently reports the amount received as a liability. In December 2022, Sanoma received a payment decision from the Finnish Tax Administration regarding the tax audits at Sanoma Media Finland Oy for years 2019–2021, concerning the same business model. The decision is in line with the earlier decision concerning years 2015–2018 by the Finnish Tax Adjustment Board. Sanoma considers also the new claim fully unjustified and has appealed the decision. Based on the decision received, Sanoma paid EUR 11 million of VAT, penalties and interests in December 2022 in order to avoid further interest accumulation. Sanoma considers this payment to be a deposit with the tax authority while the dispute is ongoing and consequently reports the amount paid as a receivable. The VAT regulations have changed as of 1 July 2021 and thus further tax audits related to the matter are not expected. As at the date of this Listing Prospectus, the Administrative Court's decision regarding the years 2015–2018 is pending as well as Finnish tax adjustment board's decision regarding the years 2019–2021. If the decision of the Administrative Court will be negative, the case will be appealed to the Supreme Administrative Court. In case of a negative decision of the Administrative Court, the net amount of 2015–2021 VAT claims, approximately EUR 30 million, currently recognised as receivable in the balance sheet, would be expensed as items affecting comparability (IACs).

Material Agreements

Other than the agreements described below, there are no material agreements that have not been entered into in the ordinary course of Sanoma's business, which could result in any group member being under an obligation or entitlement that is material to the Issuer's ability to meet its obligations to security holders in respect of the securities being issued.

Financing Agreements

On 7 November 2022 the Issuer signed a EUR 300 million syndicated revolving credit facility with a group of ten banks. The facility has a maturity of three years with two extension options of one year each. The facility replaced fully the earlier revolving credit facility that was signed in 2019.

On 7 June 2022 the Issuer signed a EUR 250 million syndicated term loan with a group of three banks. The term loan was syndicated to wider bank group in November 2022, after which it had ten lenders in total. The maturity of the term loan is four years with one instalment of EUR 50 million in September 2025. The term loan was used to finance the acquisition of Pearson Italy and Germany (signing on 7 June 2022 and closing on 31 August 2022) and to prepay the remaining part of EUR 100 million of the earlier term loan that was utilised in 2019 for the acquisition of Iddink.

On 18 March 2021 the Issuer issued a EUR 200 million bond. The issue price was 99.625% and coupon is 0.625%. The bond expires on 18 March 2024. It is listed in Helsinki Stock Exchange maintained by Nasdaq Helsinki.

On 3 December 2020, the Issuer signed a EUR 200 million syndicated term loan with a group of ten relationship banks. The maturity of the loan is three years, with a one year extension option. The Issuer has used the extension option. As a result, the final maturity of the term loan is in December 2024. The term loan was used to partially finance the acquisition of Santillana Spain (signing on 19 October 2020 and closing on 31 December 2020). With the term loan, the Issuer converted EUR 200 million of the acquisition-related Bridge Loan Facility into a long-term syndicated term loan facility.

Commercial Paper Programmes

In Finland, the Group has an EUR 800 million commercial paper programme with eight co-operation banks. In Belgium, the Group has a EUR 300 million commercial paper programme, arranged by ING Belgium SA/NV. As at 31 December 2022, the Issuer had a total of EUR 70 million of commercial papers outstanding.

FINANCIAL INFORMATION AND FUTURE OUTLOOK

General

The Issuer's audited consolidated financial statements as at and for the years ended 31 December 2022 and 2021 have been incorporated by reference into this Listing Prospectus. See "*Documents Incorporated by Reference into this Listing Prospectus*". The Issuer's audited consolidated financial statements have been prepared in accordance with IFRS as adopted by the EU.

Financial information set forth in this Listing Prospectus has been derived from the Issuer's audited consolidated financial statements as at and for the years ended 31 December 2022 and 31 December 2021 incorporated by reference into this Listing Prospectus as well as the Issuer's audited consolidated financial statements as at and for the year ended 31 December 2020 including unaudited restated comparative financial information as at and for the year ended 31 December 2019 which are not incorporated by reference into this Listing Prospectus, as well as from the Issuer's unaudited interim reports as at and for the three months ended 31 March 2022, six months ended 30 June 2022, nine months ended 30 September 2022 and as at and for the year 31 December 2022 including the unaudited comparative interim financial information for the respective periods in 2021 which have not been incorporated by reference into this Listing Prospectus. Financial information set forth in this Listing Prospectus has been rounded. Accordingly, in certain instances, the sum of the numbers in a column or row may not conform exactly to the total figure given for that column or row.

Alternative Performance Measures

The Issuer presents in this Listing Prospectus alternative performance measures of historical financial performance and financial position, which, in accordance with the "*Alternative Performance Measures*" guidance issued by ESMA, are not accounting measures defined or specified in IFRS (the "**Alternative Performance Measure**"). The Issuer presents Alternative Performance Measures as supplemental information to measures presented in the consolidated income statement, consolidated balance sheet and consolidated cash flow statement prepared in accordance with IFRS. In Issuer's view, the Alternative Performance Measures are provided to reflect the underlying business performance and to enhance comparability between reporting periods and provide meaningful and useful information about the financial position of the Issuer for the management, investors, securities market analysts and other parties. For definitions and reasons to use alternative performance measures, see Key indicators of the Company (included on pages 120 to 124 of the Annual Report 2022 of Sanoma) that have been incorporated by reference into this Listing Prospectus.

Alternative Performance Measures should not be viewed in isolation or as a substitute to the measures under IFRS. All companies do not calculate Alternative Performance Measures in a uniform way, and, therefore, the Alternative Performance Measure presented in this Listing Prospectus may not be comparable with similarly named measures presented by other companies.

The Alternative Performance Measures are unaudited.

Certain Other Financial Information for Sanoma

The following tables sets forth certain other information for Sanoma as at and for the years ended 31 December 2022 and 2021 and as at and for the three months ended 31 March, 30 June, 30 September and 31 December 2022 and 2021, respectively. The additional financial information presented herein have been derived from Sanoma's audited historical consolidated financial statements or unaudited interim reports as applicable.

The following table sets forth the consolidated income statement information for the quarterly periods indicated:

	2022				2021			
	Fourth quarter	Third quarter	Second quarter	First quarter	Fourth quarter	Third quarter	Second quarter	First quarter
	(unaudited)				(unaudited)			
	(EUR in millions)							
Net sales	259.5	514.9	313.2	210.6	252.4	486.3	302.8	210.1
Other operating income	8.5	5.2	2.6	4.7	5.8	6.5	5.9	5.4
Materials and services	(89.3)	(212.5)	(91.2)	(65.0)	(78.9)	(194.4)	(79.5)	(64.5)
Employee benefit expenses	(92.3)	(84.2)	(92.0)	(87.7)	(91.7)	(81.6)	(90.0)	(87.6)
Other operating expenses	(48.8)	(46.4)	(45.3)	(36.7)	(48.7)	(34.6)	(38.2)	(37.3)
Share of results in joint ventures	0.0	0.2	0.1	0.1	0.1	0.2	0.1	0.2
Depreciation, amortisation and impairment losses	(58.6)	(60.9)	(49.0)	(48.0)	(57.6)	(49.3)	(49.6)	(50.1)
EBIT	(20.8)	116.3	38.5	(22.0)	(18.5)	133.1	51.5	(23.8)
Share of results in associated companies	(0.2)	(0.2)	0.0	0.1	0.6	(0.2)	0.0	(0.1)
Financial income	0.9	3.4	4.1	1.1	5.6	1.5	0.0	1.1
Financial expenses	(6.7)	(6.9)	(4.0)	(4.4)	(4.9)	(4.6)	(2.9)	(4.8)
Result before taxes	(26.8)	112.6	38.6	(25.2)	(17.1)	129.9	48.7	(27.6)
Income taxes	5.6	(27.0)	(7.7)	6.9	3.2	(27.2)	(11.6)	3.2
Result for the period from continuing operations	(21.1)	85.6	30.8	(18.3)	(13.9)	102.7	37.0	(24.4)
Discontinued operations¹⁾								
Result for the period from discontinued operations	=	=	=	=	(0.2)	0.1	(0.1)	(0.1)
Result for the period	(21.1)	85.6	30.8	(18.3)	(14.0)	102.8	36.9	(24.5)

(1) In 2021, discontinued operations included certain Learning operations that were under strategic review.

The following table sets forth the condensed consolidated balance sheet information as at the dates indicated:

	2022				2021			
	As at 31 Dec	As at 30 Sep	As at 30 Jun	As at 31 Mar	As at 31 Dec	As at 30 Sep	As at 30 Jun	As at 31 Mar
	(audited)		(unaudited)		(audited)		(unaudited)	
	(EUR in millions)							
Non-current assets	1,801.3	1,834.8	1,677.5	1,689.8	1,691.6	1,724.3	1,731.4	1,738.0
Current assets	302.3	546.4	361.6	234.4	240.8	382.6	372.6	220.3
Assets held for sale and discontinued operations	-	-	-	-	-	-	-	0.2
Assets, total	<u>2,103.6</u>	<u>2,381.3</u>	<u>2,039.1</u>	<u>1,924.2</u>	<u>1,932.5</u>	<u>2,107.0</u>	<u>2,104.0</u>	<u>1,958.5</u>
Equity	702.1	732.5	634.8	701.7	720.9	738.5	635.1	689.7
Non-current liabilities	850.0	829.5	664.6	679.5	706.2	762.6	824.6	826.1
Current liabilities	551.5	819.3	739.7	543.0	505.4	605.9	644.3	441.9
Liabilities related to assets held for sale and discontinued operations	-	-	-	-	-	-	-	0.7
Liabilities, total	<u>1,401.5</u>	<u>1,648.8</u>	<u>1,404.3</u>	<u>1,222.5</u>	<u>1,211.6</u>	<u>1,368.5</u>	<u>1,468.9</u>	<u>1,268.8</u>
Equity and liabilities, total	<u>2,103.6</u>	<u>2,381.3</u>	<u>2,039.1</u>	<u>1,924.2</u>	<u>1,932.5</u>	<u>2,107.0</u>	<u>2,104.0</u>	<u>1,958.5</u>

The following table sets forth the condensed consolidated cash flow statement information as at and for the periods indicated:

	2022				2021			
	Fourth quarter	Third quarter	Second quarter	First quarter	Fourth quarter	Third quarter	Second quarter	First quarter
	(unaudited, unless otherwise indicated)							
	(EUR in millions)							
Cash flow from operations.....	78.7	158.3	(44.3)	(28.2)	67.5	145.7	6.7	(38.5)
Cash flow from investments	(8.9)	(214.2)	(14.9)	(12.7)	(13.5)	(6.0)	(5.7)	(13.7)
of which, capital expenditure.....	(14.5)	(11.5)	(15.7)	(11.2)	(12.3)	(9.7)	(9.8)	(9.9)
Cash flow from financing	(143.4)	124.8	48.7	44.4	(59.3)	(153.3)	21.7	(13.7)
Cash and cash equivalents at the end of period.....	41.0 ¹⁾	114.4	45.4	56.0	52.4 ¹⁾	57.8	71.4	48.5
Free Cash Flow (Cash flow from operations – Capital Expenditure) ...	64.2	146.9	-60.0	-39.3	55.2	136.0	-3.0	-48.4

(1) Audited.

Reconciliation of Certain Alternative Performance Measures

The following table sets forth the reconciliation of Sanoma's equity ratio as at the date indicated:

	2022				2021			
	As at 31 Dec	As at 30 Sep	As at 30 Jun	As at 31 Mar	As at 31 Dec	As at 30 Sep	As at 30 Jun	As at 31 Mar
	(unaudited, unless otherwise indicated)							
	(EUR in millions, unless otherwise indicated)							
Equity total.....	702.1 ¹⁾	732.5	634.8	701.7	720.9 ¹⁾	738.5	635.1	689.7
Balance sheet total	2,103.6 ¹⁾	2,381.3	2,039.1	1,924.2	1,932.5 ¹⁾	2,107.0	2,104.0	1,958.5
Advances received	142.0	164.2	157.7	138.6	155.2	173.9	171.8	139.7
Equity ratio, per cent	35.8%	33.0%	33.7%	39.3%	40.6%	38.2%	32.9%	37.9%

(1) Audited.

The following table sets forth the reconciliation of Sanoma's net debt as at the date indicated:

	2022				2021			
	As at 31 Dec	As at 30 Sep	As at 30 Jun	As at 31 Mar	As at 31 Dec	As at 30 Sep	As at 30 Jun	As at 31 Mar
	(unaudited, unless otherwise indicated)							
	(EUR in millions)							
Non-current financial liabilities.....	599.4 ¹⁾	573.1	426.6	433.6	432.2 ¹⁾	465.4	515.6	515.3
Current financial liabilities.....	100.1 ¹⁾	217.2	234.0	127.3	75.0 ¹⁾	50.0	146.3	60.4
Non-current lease liabilities	119.6 ¹⁾	117.6	112.1	113.0	133.5 ¹⁾	143.7	150.7	157.0
Current lease liabilities.....	45.3 ¹⁾	44.1	44.5	45.1	28.1 ¹⁾	29.0	29.4	29.3
Cash and cash equivalents.....	(41.0) ¹⁾	(114.4)	(46.2)	(56.0)	(52.4) ¹⁾	(57.8)	(72.3)	(48.5)
Net debt	823.4	837.6	770.9	663.0	616.4	630.3	769.8	713.4

(1) Audited.

The following table sets forth the reconciliation of Sanoma's operational EBIT excl. PPA and operational EBITDA from continuing operations for the periods indicated:

	2022				2021			
	Fourth quarter	Third quarter	Second quarter	First quarter	Fourth quarter	Third quarter	Second quarter	First quarter
	(unaudited) (EUR in millions)							
EBIT	(20.8)	116.3	38.5	(22.0)	(18.5)	133.1	51.5	(23.8)
Items affecting comparability								
Restructuring expenses.....	(7.4)	(11.2)	(5.4)	(3.2)	(3.8)	(3.2)	(3.9)	(4.3)
Impairments.....	(1.1)	(10.6)	-	-	(1.8)	(1.9)		(0.6)
Capital gains/losses.....	0.5	-	-	0.4	0.8	1.6	1.3	-
IACs total	(8.0)	(21.7)	(5.4)	(2.8)	(4.9)	(3.5)	(2.5)	(4.9)
Purchase price allocation adjustments and amortisations (PPAs)	(10.5)	(10.4)	(9.7)	(8.8)	(8.4)	(10.8)	(11.0)	(8.9)
Operational EBIT excl. PPA	(2.3)	148.4	53.6	(10.4)	(5.2)	147.4	65.0	(10.0)
Depreciation of buildings and structures.....	(7.1)	(6.8)	(6.3)	(6.4)	(5.8)	(6.4)	(6.4)	(6.3)
Depreciation of rental books.....	(2.7)	(3.1)	(2.8)	(2.9)	(4.1)	(4.1)	(4.5)	(3.3)
Amortisation of film and TV broadcasting rights.....	(14.9)	(11.4)	(14.4)	(13.6)	(14.9)	(10.5)	(14.2)	(14.4)
Amortisation of prepublication rights.....	(13.9)	(7.2)	(5.2)	(5.2)	(7.5)	(6.5)	(5.3)	(6.2)
Other depreciations, amortisations and impairments.....	(9.3)	(22.0)	(10.7)	(11.2)	(16.9)	(10.9)	(8.3)	(11.1)
Items affecting comparability in depreciation, amortisation and impairments.....	0.5	10.6	-	-	1.8	1.4	-	0.6
Operational EBITDA	45.3	188.4	92.9	28.8	42.1	184.5	103.7	30.7

The following table sets forth the reconciliation of Sanoma's adjusted EBITDA including continuing and discontinued operations for the periods indicated:

	2022				2021			
	Fourth quarter	Third quarter	Second quarter	First quarter	Fourth quarter	Third quarter	Second quarter	First quarter
	(unaudited) (EUR in millions)							
12-month rolling operational EBITDA.....	355.4	352.2	348.3	358.9	360.5	361.2	325.7	312.9
Impact of acquired and divested operations.....	17.2	19.1	0.0	0.0	0.0	(4.8)	31.1	40.9
Impact of programming rights.....	(54.3)	(53.4)	(56.5)	(57.7)	(57.1)	(62.2)	(62.0)	(53.1)
Impact of prepublication rights.....	(55.4)	(55.1)	(43.2)	(42.1)	(41.6)	(37.5)	(33.7)	(32.7)
Impact of rental books.....	(7.5)	(7.6)	(6.3)	(6.3)	(6.3)	(7.4)	(10.7)	(10.7)
Adjusted EBITDA	<u>255.4</u>	<u>255.3</u>	<u>242.3</u>	<u>252.9</u>	<u>255.4</u>	<u>249.2</u>	<u>250.4</u>	<u>257.4</u>

Material Adverse Changes in the Prospects of the Issuer

There has been no material adverse change in the prospects of the Issuer since 31 December 2022, which is the last day of the financial period in respect of which the most recent audited financial statements of the Issuer have been published.

Significant Changes in the Issuer's Financial Performance or Position

There has been no significant change in the Issuer's financial performance or position since 31 December 2022, which is the last day of the financial period in respect of which the most recent financial statements of the Issuer have been published.

Future Outlook and Profit Forecast

The following outlook for 2023 is included in Sanoma's annual report as at and for the year ended 31 December 2022:

In 2023, Sanoma expects that the Group's reported net sales will be **EUR 1.35–1.4 billion** (2022: 1.3). The Group's operational EBIT excl. PPA is expected to be **EUR 150–180 million** (2022: 189).

Regarding the operating environment Sanoma expects that:

- The economies in the Group's operating countries, particularly in Finland, will experience a mild recession.
- The advertising market in Finland will decline slightly, with most of the decline during the first half of the year.

The above statements include forward-looking statements. These statements are not guarantees of future financial performance of Sanoma. Sanoma's actual results and financial position could differ materially from those expressed or implied by these forward-looking statements as a result of many factors. The Issuer cautions prospective investors not to place undue reliance on these forward-looking statements.

Sanoma confirms that the above information on the profit forecast has been properly prepared on the basis stated that is both comparable with Sanoma's historical financial information and consistent with Sanoma's accounting policies. The profit forecast is the best considered view and understanding at the time based on the forecasts and estimates received. The assumptions upon which Sanoma has based its conclusions and which the Board of Directors and the Executive Management Team of Sanoma can influence include pricing of products, efficient risk management and cost management. Factors outside the control of Sanoma that affect the above-mentioned forward-looking statements are mostly related to macroeconomic conditions and demand for Sanoma's products.

SUMMARY OF RECENT DISCLOSURES

The following summary sets forth information disclosed by Sanoma pursuant to the Market Abuse Regulation (EU) No 596/2014 (“MAR”) as well as certain other information disclosed by Sanoma pursuant to the rules of Nasdaq Helsinki over the last 12 months preceding the date of this Listing Prospectus, which, to Sanoma’s knowledge, is still relevant as at the date of this Listing Prospectus.

The following summary does not discuss periodic financial reporting nor other disclosure obligations not pertaining to MAR or the rules of Nasdaq Helsinki such as annual and interim reports or notifications of change in major ownership. Therefore, the summary is not exhaustive and does not discuss all stock exchange releases issued by Sanoma during the above-mentioned period of time.

Information disclosed pursuant to MAR

Corporate Transactions

On 7 June 2022, the Issuer announced that it had signed an agreement to acquire Pearson’s local K12 learning content business in Italy and its small exam preparation business in Germany. The acquisition has a perfect fit with Sanoma’s strategy to grow its K12 learning business through M&A, and it marks Sanoma’s entry to Italy, one of the largest K12 learning services markets in Europe. Net sales of the acquired businesses were EUR 117 million and adjusted EBITDA was EUR 30 million in 2021. Sanoma plans to invest approximately EUR 10 million in the development of digital learning platforms for secondary education over three years following the closing of the acquisition, which will substantially bolster Sanoma Learning’s digital offering for secondary education not only in Italy, but also in its other operating countries.

Simultaneously with the announcement of the acquisition, the Issuer announced its strategic growth ambition to increase the Group net sales to over EUR 2 billion by 2030, with at least 75 per cent coming from the learning business.

On 31 August 2022, the Issuer announced that it had completed the acquisition. The cash and debt free enterprise value was EUR 190 million, which was paid in cash at closing. The acquisition was financed with a EUR 250 million 4-year term loan facility with Nordea Bank Abp, OP Corporate Bank plc and Skandinaviska Enskilda Banken AB (publ). As a consequence of the acquisition, the Issuer updated its outlook for 2022. The acquisition increased the Group’s net sales, while having a slightly negative impact on operational EBIT margin excluding PPA due to the low profitability of the fourth quarter, which is in line with the typical seasonality of the learning business.

Other Information

Notice to the Annual General Meeting of Sanoma Corporation

On 10 February 2023, the Issuer published the notice to the Annual General Meeting of the Company to be held on 19 April 2023. The notice includes proposals to adopt the financial statements the Board of Directors’ report, and the auditor’s report and to discharge the members of the Board of Directors and the President and CEO from liability. In addition, it was proposed that the meeting would make advisory decisions on the adoption of the Remuneration Report and the new Remuneration Policy of the governing bodies. It was proposed to the Annual General Meeting, in particular, that (i) a dividend of EUR 0.37 per share shall be paid for the year 2022 in three separate instalments, (ii) the number of the members of the Board of Directors shall be set at nine (9) and that the Board of Directors would comprise the following members: Pekka Ala-Pietilä, Julian Drinkall, Rolf Grisebach, Anna Herlin, Mika Ihamuotila, Nils Ittonen, Denise Koopmans, Sebastian Langenskiöld and Eugenie van Wiechen as a new member, and that the term of all the Board members ends at the end of the Annual General Meeting in 2024. Pekka Ala-Pietilä was proposed as the Chair and Nils Ittonen as the Vice Chair of the Board of Directors, (iii) the monthly remunerations payable to the members of the Board of Directors remain unchanged and are EUR 12,000 for the Chair of the Board of Directors, EUR 7,000 for the Vice Chair of the Board of Directors, and EUR 6,000 for the members of the Board of Directors. It was further proposed that the meeting fees of the Board of Directors are EUR 1,000 / Board meeting where the member was present for Board members who reside outside Finland, for members of the Board of Directors who reside in Finland no separate fee is paid for attending Board meetings, EUR 3,500 / Committee meeting participated for the Chairs of Board of Directors’ Committees, EUR 2,500 / Committee meeting where the member was present and EUR 1,500 / Committee meeting participated for Committee members who reside outside Finland and EUR 1,500 / Committee meeting participated for Committee members who reside in Finland. Further it was proposed that the meeting fees of the members of the Shareholders’ Nomination Committee (the “**Nomination Committee**”) remain unchanged and are EUR 3,500 / Committee meeting participated for the Chair of the Nomination Committee, EUR 2,500 / Committee meeting where the member was present and EUR 1,500 / Committee meeting participated for members of the Nomination Committee who reside outside Finland and EUR 1,500 / Committee meeting participated for members of the Nomination Committee who reside in Finland (iv) the Auditor’s remuneration be paid according to invoice approved by the Company (v) the Auditor shall be audit firm

PricewaterhouseCoopers Oy and the term would expire at the end of the next Annual General Meeting following the election (vi) the Board of Directors would be authorised to decide on the repurchase of the Company's own shares in one or several instalments and to decide on issuance of shares, option rights and other special rights entitling to shares as specified in Chapter 10, Section 1 of the Finnish Companies Act, and (vii) § 10 of the Company's Articles of Association be amended to enable holding a general meeting of shareholders entirely without a meeting venue as a so-called remote meeting and that the notice could be published only on the Company's website. Furthermore, §§ 11-12 would be abolished (as the substantive contents would be incorporated into the revised § 10.

Payment decision regarding tax audits at Sanoma Media Finland Oy

On 16 December 2022, the Issuer announced that it had received a payment decision from the Finnish Tax Administration regarding the tax audits at Sanoma Media Finland Oy for years 2019–2021, concerning the treatment of value added tax of certain magazines that were printed in multiple locations in Europe and processed in and distributed through a centralised logistic centre in Norway. The decision is in line with the earlier decision concerning years 2015–2018 by the Finnish Tax Adjustment Board. Based on the decision received, Sanoma will pay approximately EUR 11 million of VAT, penalties and interests before year end 2022 in order to avoid interest accumulation. No provisions related to the matter will be made and the Group's free cash flow for 2022 will be adjusted accordingly. Sanoma considers the new claim fully unjustified and will appeal the decision.

Shareholders' Nomination Committee

On 21 June 2022, the Issuer announced the composition of its Nomination Committee. The purpose of the Nomination Committee, established during the Company's Annual General Meeting on 7 April 2022, is to prepare the proposals on the number, composition, and remuneration of the members of the Board of Directors to the Annual General Meeting. The Nomination Committee consists of up to four members who represent the Company's four largest shareholders on the basis of the shareholders' register as of 31 May. The four largest shareholders are Jane and Aatos Erkko Foundation, Antti Herlin (directly and indirectly through Holding Manutas Oy), Robin Langenskiöld and Rafaela Seppälä.

The four largest shareholders have appointed Juhani Mäkinen (Vice Chair of the Board of Jane and Aatos Erkko Foundation), Antti Herlin (Chair of the Board of Holding Manutas), Robin Langenskiöld (3rd largest shareholder in the Company) and Rafaela Seppälä (4th largest shareholder in the Company) as members to the Nomination Committee. In its meeting on 21 June 2022, the Committee elected Juhani Mäkinen as Chair of the Committee and invited Pekka Ala-Pietilä, Chair of Sanoma's Board of Directors, to serve as an expert in the Committee.

Long-term share-based incentive programme

On 1 March 2023, the Issuer announced that the Issuer had delivered a total of 89,850 own shares, without consideration and after taxes, to 154 employees of the Group as part of its long-term share-based incentive plans. The share delivery is based on the Performance Share Plan 2020–2022 and Restricted Share Plan 2020–2022.

On 10 February 2023, the Issuer announced that the Board of Directors of the Company had approved the continuation of the Group's long-term share-based incentive programme for approximately 240 employees. A new Performance Share Plan ("PSP") 2023–2025 and Restricted Share Plan 2023–2025 were introduced. According to the updated Remuneration Policy to be presented to the Annual General Meeting 2023 for adoption, the performance period of the PSP may vary from one to three years (previously two years). The performance measures for the PSP 2023–2025 are based on adjusted free cash flow and adjusted earnings per share targets for 2023–2025. The performance period will be one year (i.e. financial year 2023), followed by a two-year vesting period. The share rewards payable will be delivered to the participants in spring 2026, subject to meeting certain conditions at the time of the payment. The share rewards to be paid will amount up to a maximum of 750,000 shares (gross, before the deduction of related taxes). The duration of the Restricted Share Plan commencing at the beginning of 2023 is three years. The share rewards payable based on the plan will be delivered to the participants in spring 2026. The share rewards to be paid will amount up to a maximum of 41,000 shares (gross). The plan is introduced for specific, non-performance related remuneration needs.

BOARD OF DIRECTORS, MANAGEMENT AND AUDITORS

General

Sanoma Corporation is a public limited liability company incorporated and domiciled in Helsinki, Finland. Pursuant to the provisions of the Finnish Companies Act, responsibility for the control and management of the Issuer is divided between the General Meeting of Shareholders, the Board of Directors and the President and CEO. Shareholders participate in the control and management of the Issuer through resolutions passed at General Meetings of Shareholders. General Meetings of Shareholders are generally convened upon notice given by the Board of Directors. In addition, General Meetings of Shareholders are held when requested in writing by an auditor of the Issuer or by shareholders representing at least one-tenth of all outstanding shares in the Issuer.

The business address of the members of the Board of Directors, the President and CEO and the members of the Executive Management Team is c/o Sanoma Corporation, Töölönlahdenkatu 2, FI-00100 Helsinki, Finland.

Board of Directors

The Board of Directors is, by virtue of the Finnish Companies Act, responsible for the Issuer's administration and for the appropriate organisation of its operations as well as the appropriate arrangement of the control of the Issuer's accounts and finances. The duties and responsibilities of the Board of Directors are defined on the basis of the Finnish Companies Act and other applicable legislation. According to the Issuer's Articles of Association, the Board of Directors consists of at least five (5) and at the most eleven (11) members. The term of a member of the Board of Directors begins at the end of the Annual General Meeting of Shareholders in which he or she has been elected and expires at the end of the Annual General Meeting of Shareholders following the election.

The 2022 Annual General Meeting of Shareholders of the Issuer, held on 7 April 2022, set the number of members of the Board of Directors at nine (9). The Annual General Meeting of Shareholders of the Issuer re-elected Pekka Ala-Pietilä, Nils Ittonen, Julian Drinkall, Rolf Grisebach, Anna Herlin, Mika Ihamuotila, Denise Koopmans, Sebastian Langenskiöld and Rafaela Seppälä as the members of the Board of Directors. The Annual General Meeting elected Pekka Ala-Pietilä as the Chair and Nils Ittonen as the Vice Chair of the Board of Directors.

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

	<u>Position</u>	<u>Year born</u>	<u>Year first time elected to the Board of Directors</u>
Pekka Ala-Pietilä.....	Chair of the Board of Directors	1957	2014
Nils Ittonen.....	Vice Chair of the Board of Directors	1954	2014
Julian Drinkall.....	Member of the Board of Directors	1964	2020
Rolf Grisebach.....	Member of the Board of Directors	1961	2020
Anna Herlin.....	Member of the Board of Directors	1982	2021
Mika Ihamuotila.....	Member of the Board of Directors	1964	2013
Denise Koopmans.....	Member of the Board of Directors	1962	2015
Sebastian Langenskiöld.....	Member of the Board of Directors	1982	2019
Rafaela Seppälä.....	Member of the Board of Directors	1954	2008

According to the evaluation of the Board of Directors all current members of the Board of Directors of the Issuer are non-executive and independent of the Issuer. Seven (7) out of nine (9) current members of the Board of Directors of the Issuer are independent of the significant shareholders of the Issuer. Anna Herlin and Nils Ittonen are not independent of the significant shareholders of the Issuer. Nils Ittonen is the Chair of Jane and Aatos Erkko Foundation that held 39,820,286 (24.4%) Issuer's shares on 31 December 2022. Anna Herlin has an employment relationship and is a board member in a company, Security Trading Oy, which exercises indirect control in a significant shareholder (Holding Manutas Oy).

Pekka Ala-Pietilä has been the Chair of the Board of Directors of the Issuer since 2016 and a member of the Board of Directors of the Issuer since 2014. Mr. Ala-Pietilä is the Chair of the Board of Directors of Huhtamäki Oyj and the Chair of the Supervisory Board of Here Technologies (HERE Global B.V.). Mr. Ala-Pietilä was the co-founder and CEO of Blyk Services Oy between 2006 and 2012. Mr. Ala-Pietilä also held various positions with Nokia Corporation between 1984 and 2005, among other positions as President between 1999 and 2005, Nokia Mobile Phones, President between 1992 and 1998 and Group Executive Board Member between 1992 and 2005. Mr. Ala-Pietilä holds a Master of Science degree in Economics, an honorary Doctor of Science degree in Technology and an honorary Doctor of Science degree.

Nils Ittonen has been the Vice Chair of the Board of Directors of the Issuer since 2021 and a member of the Board of Directors of the Issuer since 2014. Mr. Ittonen is the Chair of the Board of Directors of Jane and Aatos Erkko Foundation

and has been the Chair of the Finance Committee of Helsingin Sanomat Foundation since 2006. Mr. Ittonen held several positions with Sanoma Group between 1977 and 2010 as, among other positions, Senior Vice President of Group Treasury, Real Estate and Risk Management, being a member of the Executive Management Team between 1999 and 2007. Mr. Ittonen holds a Bachelor of Science degree in Economics.

Julian Drinkall has been a member of the Board of Directors of the Issuer since 2020. Mr. Drinkall is the Chair of the Board of Directors of Dragons Teaching Ltd. and the Vice Chair of Kindred Advisory Board. Mr. Drinkall was General Manager of Aga Khan Schools between 2021 and 2022, the CEO of Academies Enterprise Trust (AET) between 2016 and 2021, the CEO of Alpha Plus Holding between 2014 and 2016, the President and CEO (EMEA and India) of Cengage Learning between 2012 and 2014 and an operating partner of OC&C Strategy Consultants between 2010 and 2012. Mr. Drinkall was also the CEO of Macmillan Education between 2007 and 2010, the Chief Operating Officer of Macmillan between 2006 and 2007, the Director of Strategy and Mergers & Acquisitions of Boots Company between 2003 and 2005, the Group Strategy Director of IPC Media between 2001 and 2003 and the Head of Financial and Commercial Strategy of BBC between 1998 and 2001. Previous employers also include Arthur D. Little, Island International (Island Records) and the LEK Partnership. Mr. Drinkall holds a Master's degree in Public Administration, a Master's degree in Business Administration and a Master of Arts degree in Philosophy, Politics and Economics.

Rolf Grisebach has been a member of the Board of Directors of the Issuer since 2020. Mr. Grisebach is a Partner at Stella Partners. Mr. Grisebach was the CEO of Thames & Hudson Ltd, London, between 2013 and 2019, the President of German, Swiss and Austrian operations at Pearson between 2010 and 2013 and the CEO of Deutscher Fachverlag (DFV) between 2005 and 2010. Mr. Grisebach also held various senior executive positions at Holtzbrinck Group between 1995 and 2004 as member of the Executive Board between 2001 and 2004, Business CEO for Education, STM and digital division (New York) between 1998 and 2001 and as Vice President Corporate Development between 1995 and 1998. Prior to that, Mr. Grisebach was a Manager at Boston Consulting Group (Munich and London) between 1988 and 1995. Mr. Grisebach holds a Ph.D. in Business Law, a Master's degree in Business and a Master's degree in Law.

Anna Herlin has been a member of the Board of Directors of the Issuer since 2021. Ms. Herlin is the Vice Chair of the Board of Directors of e2 Research, the Head of Development and Member of the Board of Directors of Tiina and Antti Herlin Foundation and the Vice Chair of the Board of Directors of Security Trading Oy. Previously, Ms. Herlin has been a Project Manager at the John Nurminen Foundation between 2013 and 2018, and a Planning Officer at the Finnish Academy of Fine Arts between 2008 and 2009. Ms. Herlin holds a Master's degree in Social Sciences and a Master's degree in Arts.

Mika Ihamuotila has been a member of the Board of Directors of the Issuer since 2013. Mr. Ihamuotila is the Executive Chair of the Board of Directors of Marimekko Corporation, the Chair of the Board of Directors of Mannerheim Foundation and the Chair of the Board of Directors of Musopia Oy. Previously, Mr. Ihamuotila has been the Chair of the Board of Directors and CEO of Marimekko Corporation between 2015 and 2016 and the President and CEO and Vice Chair of the Board of Directors of Marimekko Corporation between 2008 and 2015. Mr. Ihamuotila was the President and CEO of Sampo Bank Plc between 2001 and 2007, the President and CEO of Mandatum Bank Plc between 2000 and 2001, the Executive Director of Mandatum Bank Plc between 1998 and 2000, a Partner of Mandatum & Co Ltd between 1994 and 1998 and a visiting scholar of Yale University between 1992 and 1993. Mr. Ihamuotila holds a Doctor of Philosophy degree in Economics.

Denise Koopmans has been a member of the Board of Directors of the Issuer since 2015. Ms. Koopmans is a member of the Boards of Directors of Swiss Post AG, Royal BAM Group nv and Cicor Technologies Ltd. Ms. Koopmans is also the Lay Judge/Counsel to the Enterprise Chamber of the Amsterdam Court of Appeal. Ms. Koopmans was the Managing Director of the Legal and Regulatory Division at Wolters Kluwer Law and Business between 2011 and 2015, the CEO of LexisNexis Business Information Solutions and member of the Senior Leadership team at LexisNexis International between 2007 and 2011 and has held various senior executive positions at Capgemini Engineering between 2000 and 2007. Ms. Koopmans holds a Master of Laws degree and has accomplished an Advanced Management Programme (AMP) at Harvard Business School and an International Directors Programme (IDP) at Insead.

Sebastian Langenskiöld has been a member of the Board of Directors of the Issuer since 2019. Mr. Langenskiöld is a Principal Partner Account Manager at Salesforce, EMEA ISV GTM. Mr. Langenskiöld was the Founding Partner of Fingertip Ltd between 2012 and 2017, M&A Coordinator at Cargotec Corporation in 2011 and the Key Account Manager at Hansaprint Ltd., between 2006 and 2009. Mr. Langenskiöld holds a Master of Science degree in International Business and a Master's degree in International Management.

Rafaela Seppälä has been a member of the Board of Directors of the Issuer since 2008. Ms. Seppälä is the Chair of the Board of Directors of Rafaela and Kaj Forsblom Foundation and a member of the Board of Directors of Finnish National Gallery. Ms. Seppälä was the President of Lehtikuva Oy between 2001 and 2004, a member of the Board of Directors of SanomaWSOY between 1999 and 2003, a Project Manager at Helsinki Media Company Oy between 1994 and 2000 and

a member of the Board of Directors of Sanoma Osakeyhtiö between 1994 and 1999. Ms. Seppälä holds a Master of Science degree in Journalism.

Proposed Board of Directors

In a notice published on 10 February 2023 to the Annual General Meeting of Shareholders of the Issuer, to be held on 19 April 2023, the Nomination Committee proposed that the number of the members of the Board of Directors shall be set at nine (9) and that Pekka Ala-Pietilä, Julian Drinkall, Rolf Grisebach, Anna Herlin, Mika Ihamuotila, Nils Ittonen, Denise Koopmans and Sebastian Langenskiöld would be re-elected as members of the Board of Directors. Rafaela Seppälä had informed that she does not stand for re-election to the Board of Directors. Consequently, the Nomination Committee has proposed that Eugenie van Wiechen shall be elected as a new member of the Board of Directors. In addition, the Nomination Committee has proposed that Pekka Ala-Pietilä is elected as the Chair and Nils Ittonen as the Vice Chair of the Board of Directors and that the term of all members of the Board of Directors ends at the end of the Annual General Meeting of Shareholders of the Issuer in 2024.

Eugenie van Wiechen currently works as the CEO (since 2014) and Publishing Director (since 2011) at FD Mediagroep. Previously she has worked as Managing Director of LinkedIn Corporation, the Netherlands between 2009 and 2011, Managing Director of Marktplaats, eBay between 2008 and 2009 as well as in different positions in Sanoma Uitgevers B.V. between 2003 and 2008 and at McKinsey & Company between 1995 and 2003. Ms. van Wiechen was born in 1969 and she is a Dutch citizen. Ms. van Wiechen holds a Master of Business Administration degree and a Master of Sciences (drs.) degree in Chemical Engineering. She was also a Research Scholar (Biochemistry and Molecular Biology) at Harvard Medical School in 1994.

President and CEO

The Board of Directors nominates the President and CEO, who is responsible for managing the Issuer in accordance with the Finnish Companies Act and instructions provided by the Board of Directors.

The President and CEO reports to the Board of Directors and keeps the Board of Directors informed about the Issuer's business, including information about relevant markets and competitors, as well as the Issuer's financial position and other significant matters. The President and CEO is also responsible for overseeing the Issuer's day-to-day administration and ensuring that the financial administration of the Issuer has been arranged in a reliable manner. The President and CEO is assisted by the Executive Management Team.

Susan Duinhoven has served as the President and CEO of Sanoma Corporation since 1 October 2015.

Executive Management Team

The Executive Management Team is chaired by the President and CEO and it supports the President and CEO in his or her duties in coordinating the Group's management and preparing matters to be discussed at meetings of the Board of Directors. Matters addressed by the President and CEO and the Executive Management Team include the long-term goals of the Group and its business strategy for achieving them, acquisitions and divestments, organisational and management issues, development projects, internal control and risk management systems.

The following table sets forth the members of the Executive Management Team as at the date of this Listing Prospectus:

	Position	Year born	Year appointed to the Executive Management Team
Susan Duinhoven	President and CEO	1965	2015
Alex Green	CFO	1970	2022
Pia Kalsta.....	CEO of Sanoma Media Finland	1970	2015
Rob Kolkman.....	CEO of Sanoma Learning	1972	2019

Susan Duinhoven has been the President and CEO since 2015. Ms. Duinhoven is a member of the Board of Directors of KONE Corporation. Ms. Duinhoven was the Chief Executive Officer and Chair of the Executive Board at Koninklijke Wegener N.V. between 2013 and 2015, CEO of Western Europe at Thomas Cook Group Plc. between 2012 and 2013 and CEO of Thomas Cook Nederland B.V. between 2010 and 2011. Prior to that, Ms. Duinhoven was Managing Director of Benelux and New Acquisitions Europe at Reader's Digest between 2008 and 2010, CEO at De Gule Sider A/S between 2005 and 2007, and Chief Operations Officer & Marketing Director at De Telefoongids between 2002 and 2005. Ms. Duinhoven holds Doctor of Philosophy and Bachelor of Science degrees in Physical Chemistry. Further work experience starting from 1988 includes Unilever, McKinsey and VNU Gouden Gids.

Alex Green has been the CFO of the Issuer and a member of the Executive Management Team since 2022. Mr. Green was the CFO of eBay Classifieds Group (eCG) between 2013 and 2022 and held several managerial and leadership positions at eBay Group between 2006 and 2013. Prior to that Mr. Green was European Head of Finance at Factiva (a Dow Jones/Reuters company at the time) between 2001 and 2005, held several finance positions at ExxonMobile between 1996 and 2001 and was a Chartered Accountant (ACA) at Coopers & Lybrand (nowadays part of PwC) between 1992 and 1996. Mr. Green holds a Bachelor of Science degree (with honours) in Mathematics and is a Chartered Accountant (ACA).

Pia Kalsta has been the CEO of Sanoma Media Finland and a member of the Executive Management Team since 2015. Ms. Kalsta was a member of the Board of Directors of Orion Corporation between 2019 and 2022. Ms. Kalsta held various positions at Nelonen Media (part of Sanoma Group), as President between 2014 and 2015, President, acting, between 2013 and 2014, Senior Vice President, Head of Consumer Business, Marketing & Business Development between 2012 and 2013, Senior Vice President, Sales and Marketing between 2008 and 2012, Vice President, Sales between 2006 and 2008 and Marketing Manager between 2001 and 2006, among other positions. Ms. Kalsta held several positions at SCA Hygiene Products (Finland) as, among other positions, Key Account Manager, Product Manager and Marketing Manager between 1996 and 2001. Ms. Kalsta holds a Master of Science degree in Economics.

Rob Kolkman has been the CEO of Sanoma Learning since 2020 and a member of the Executive Management Team since 2019. Mr. Kolkman held various positions at Reed Business Information (part of RELX Group), as the Group Managing Director between 2017 and 2018, Managing Director of ICIS between 2016 and 2017, and CEO Netherlands between 2014 and 2016. Mr. Kolkman was the Managing Director Australia and New Zealand of Elsevier (part of RELX) between 2008 and 2014, Associate Director of Reed Business Netherlands (part of RELX) between 2006 and 2008, Publishing Director (finance and tax) between 2004 and 2006, and Director of Elsevier Baard between 2003 and 2004. Prior to that, Mr. Kolkman held various positions at BPP Professional Education Netherlands between 1992 and 2003. Mr. Kolkman holds a Master's degree in Business Administration and a Master's degree in Economics.

Corporate Governance

In its decision making and administration, the Issuer complies with applicable Finnish legislation and its Articles of Association. The Issuer follows all rules and recommendations of Nasdaq Helsinki, including the Finnish Corporate Governance Code 2020 issued by the Finnish Securities Market Association and adopted by Nasdaq Helsinki.

Board Committees

Audit Committee

Under its charter and in accordance with the Finnish Corporate Governance Code and applicable laws and regulations, the Audit Committee assists the Board of Directors in fulfilling its oversight responsibilities for matters pertaining to financial reporting and control, risk management and internal and external audit activity.

The Audit Committee is comprised of between three (3) and five (5) members who are appointed annually by the Board of Directors. Members of the Committee must be independent of the Issuer and at least one member must also be independent of significant shareholders. Additionally, at least one member of the Audit Committee must have expertise in accounting or auditing. The Committee meets at least four times per year.

As at the date of this Listing Prospectus, Denise Koopmans (Chair), Rolf Grisebach, Anna Herlin, Mika Ihamuotila and Nils Itonen serve as members of the Audit Committee. All members of the Audit Committee are independent of the Issuer and Denise Koopmans, Rolf Grisebach and Mika Ihamuotila are independent of the Issuer's significant shareholders.

Human Resources Committee

Under its charter, the Human Resources Committee prepares human resource related matters for the Board of Directors. These matters include compensation of the President and CEO and of certain key executives, evaluation of the performance of the President and CEO and key executives, Group compensation policies, human resources policies and practices, development and succession plans for the President and CEO as well as key executives and other preparatory tasks as may be assigned to the Committee from time to time by the Board of Directors and/or Chair of the Board of Directors. In addition, the Committee prepares the remuneration policy and remuneration report for the Issuer's governing bodies and discusses the composition of the Board of Directors and succession in the Board of Directors.

The Human Resources Committee is comprised of between three (3) and five (5) members who are appointed annually by the Board of Directors. The majority of the members must be independent of the Issuer. The Committee meets at least twice per year.

As at the date of this Listing Prospectus, Julian Drinkall (Chair), Sebastian Langenskiöld and Rafaela Seppälä serve as members of the Human Resources Committee. All members of the Human Resources Committee are independent of the Issuer and its significant shareholders.

Executive Committee

The Executive Committee prepares matters to be considered at the Board of Directors' meetings. As stated in the Corporate Governance statement, the Executive Committee consists of the Chair and Vice Chair of the Board of Directors, the President and CEO and, at the Chair's invitation, one or several members of the Board of Directors. As at the date of this Listing Prospectus, Pekka Ala-Pietilä (Chair), Nils Ittonen and Susan Duinhoven serve as members of the Executive Committee.

Shareholders' Nomination Committee

The Annual General Meeting of the Issuer resolved on 7 April 2022 to establish a Nomination Committee and adopted its Charter. The Nomination Committee was established until further notice. The purpose of the Nomination Committee is to prepare the proposals on the number, composition and remuneration of the members of the Board of Directors. However, any shareholder of the Issuer may also make a proposal directly to the Annual General Meeting in accordance with the Finnish Companies Act. In accordance with its Charter, the duties of the Nomination Committee include, among other things preparing and presenting to the Annual General Meeting of Shareholders the proposals for the remuneration of the members of the Board of Directors as well as Board Committees, the number of the members of the Board of Directors, and the election of the Board of Directors, the Chair and Vice Chair. The duties also include seeking for prospective successors for the members of the Board of Directors and participating in the development of the principles concerning the diversity of the Board of Directors and reporting on the diversity objectives.

The Nomination Committee consists of up to four (4) members who represent the Issuer's four (4) largest shareholders on 31 May preceding the next year's Annual General Meeting of Shareholders. The Chair of the Board of Directors may be invited to serve as an expert in the Nomination Committee without being a member and without having a vote. As at the date of this Listing Prospectus, the Nomination Committee comprised Juhani Mäkinen (Vice Chair of the Board of Directors, Jane and Aatos Erkko Foundation), Antti Herlin (Chair of the Board of Directors, Holding Manutas), Robin Langenskiöld (3rd largest shareholder in the Issuer) and Rafaela Seppälä (4th largest shareholder in the Issuer). In its meeting on 21 June 2022, the Committee elected Juhani Mäkinen as the Chair of the Committee and invited Pekka Ala-Pietilä, Chair of the Board of Directors of the Issuer, to serve as an expert in the Committee.

Conflicts of Interest

Provisions regarding conflicts of interest of the members of the board of directors are set forth in the Finnish Companies Act. Pursuant to Chapter 6, Section 4 of the Finnish Companies Act, a member of the board of directors may not participate in the handling of a contract between himself or herself and the company. In addition, pursuant to the second sentence of Chapter 6, Section 4 of the Finnish Companies Act, a member of the board of directors may not participate in handling a contract between the company and a third party, if he or she may thereby receive a material benefit, which may be in conflict with the interests of the company. Furthermore, Chapter 6, Section 4 a of the Finnish Companies Act stipulates, in deviation from the second sentence of Chapter 6, Section 4 of the Finnish Companies Act, that a member of the board of directors of a publicly listed company may not in the company's or its subsidiary's board of directors participate in the handling of a contract if a party to the contract is in a related party relation to such member of the board of directors and the action in question does not fall within the ordinary course of business of the company or is not concluded on normal market terms. A decision in such a matter is valid if it is supported by a majority required for the decision out of those members of the company's or its subsidiary's board of directors who are not considered related parties of the matter at hand.

The aforementioned provisions on contracts shall correspondingly apply to other transactions and court proceedings. Chapter 6, Section 4 of the Finnish Companies Act also applies to the Chief Executive Officer. Furthermore, the provision of Chapter 6, Section 4 a of the Finnish Companies Act on the decision-making in a subsidiary by a member of the board of directors of a publicly listed company applies to the Chief Executive Officer of a publicly listed company.

To the knowledge of the Issuer, the members of the Board of Directors, the President and CEO or the members of the Executive Management Team do not have any conflicts of interests between their duties towards the Company and their private interests and/or their other duties.

Auditors

Pursuant to Article 9 of the Articles of Association of Sanoma, Sanoma shall have one (1) auditor that shall be an auditing firm approved by the Patent and Registration Office. The auditor's term ends at the end of the Annual General Meeting of Shareholders following their election.

The consolidated financial statements as at and for the year ended 31 December 2022 and as at and for the year ended 31 December 2021 have been audited by PricewaterhouseCoopers Oy, Authorised Public Accountants, with Authorised Public Accountant (KHT) Samuli Perälä as the auditor with principal responsibility for the conduct of the audit. Samuli Perälä is registered in the register of auditors referred in Section 9 of Chapter 6 of the Auditing Act (1141/2015, as amended).

For the financial year 2022, the Annual General Meeting of Shareholders of Sanoma held on 7 April 2022, elected PricewaterhouseCoopers Oy, Authorised Public Accountants, as the Company's auditor, with Samuli Perälä, Authorised Public Accountant (KHT), as the auditor with principal responsibility for the conduct of the audit.

DOCUMENTS ON DISPLAY

For as long as any of the Capital Securities are outstanding, in addition to the documents incorporated to this Listing Prospectus by reference, the articles of association and extract from the Finnish Trade Register are available for viewing at the registered office of the Company located at Töölönlahdenkatu 2, FI-00100 Helsinki, Finland, on weekdays during normal business hours as well as on the Company's website at <https://www.sanoma.com/en/investors/>.

The Issuer publishes annual reports, including audited consolidated financial statements, unaudited quarterly interim financial information and other information as required by the Finnish Securities Market Act and the rules of Nasdaq Helsinki. All annual reports, interim reports and stock exchange releases are published in Finnish and English. Such information will be available on the Issuer's website at <https://www.sanoma.com/en/investors/>.

ARRANGEMENT WITH THE LEAD MANAGER

Nordea Bank Abp acted as the Lead Manager of the Offering and issuance of the Capital Securities. The Company has entered into agreement with the Lead Manager with respect to certain services to be provided by the Lead Manager in connection with the Offering and issuance of the Capital Securities that are customary in the financial markets. The Lead Manager was paid a fee by the Issuer in respect of the Offering and issuance of the Capital Securities.

In addition, the Lead Manager and other entities within the same group and/or their affiliates have provided, and may provide in the future, the Issuer with investment, insurance, banking and/or other services in the ordinary course of business for which they may have received and may continue to receive customary fees and commissions. The Lead Manager and other entities within the same group and/or their affiliates have also acted in the ordinary course of business as arrangers or lenders under certain loan agreements of the Issuer and its affiliates, and in various roles in share and unsecured notes issues for which they have received, and may continue to receive, customary interest, fees and commissions.

DOCUMENTS INCORPORATED BY REFERENCE INTO THIS LISTING PROSPECTUS

The following documents have been incorporated by reference into this Listing Prospectus and they form a part of the financial information of the Company. Should any of the documents incorporated by reference into this Listing Prospectus themselves include sections that have not been incorporated into this Listing Prospectus, such sections are either irrelevant to investors or can be found elsewhere in this Listing Prospectus. The documents incorporated by reference are available on the internet at <https://www.sanoma.com/en/investors/> and at the registered office of the Company located at Töölönlahdenkatu 2, FI-00100 Helsinki, Finland, on weekdays during normal business hours:

- The Report of the Board of Directors, the audited consolidated financial statements, and the auditor's report as at and for the year ended 31 December 2022, as set out on pages 88 to 199 and 211 to 216 of the Annual Report 2022 of Sanoma which is available on the internet at https://www.sanoma.com/globalassets/sanoma-group/investors/reports-and-presentations/2023/sanoma_corporation_annual_report_2022.pdf.
- The Report of the Board of Directors, the audited consolidated financial statements, and the auditor's report as at and for the year ended 31 December 2021, as set out on pages 85 to 191 and 202 to 207 of the Annual Report 2021 of Sanoma which is available on the internet at https://www.sanoma.com/globalassets/wp-content/uploads/2022/03/sanoma_annual-report-2021.pdf.