

MARCH 28, 2022



NELES

SUPPLEMENT NO. 4 DATED MARCH 28, 2022 TO THE MERGER AND LISTING PROSPECTUS

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This document (the "**Supplement**") is a supplement to the merger and listing prospectus dated September 2, 2021 as supplemented on October 29, 2021, February 9, 2022 and March 3, 2022 (the "**Merger Prospectus**") in respect of the merger of Neles Corporation ("**Neles**") into Valmet Oyj ("**Valmet**") ("**Merger**").

The definitions used in this Supplement have the same meaning as in the Merger Prospectus, unless otherwise stated. This Supplement constitutes a part of the Merger Prospectus and should be read together with the Merger Prospectus.

On March 21, 2022, Valmet and Neles published stock exchange releases concerning the receipt of all necessary competition approvals for the Merger. In addition, Valmet and Neles published stock exchange releases on March 22, 2022, concerning the fulfillment or waiving of all other conditions to completion of the Merger aside from the extra distribution of funds of Neles and the resolution to complete the Merger on April 1, 2022, conditional on the extra distribution of funds of Neles having been executed prior to the completion of the Merger. On March 22, 2022, Valmet and Neles published stock exchange releases concerning the resolution of Neles' Board of Directors on extra distribution of funds, which is expected to be paid on March 31, 2022. In addition, Neles published the resolutions of its Annual General Meeting of 2022 on March 22, 2022.

Due to the publication of the stock exchange releases of Valmet and Neles, the information contained in the Merger Prospectus is supplemented in the manner set out in this Supplement.

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SUPPLEMENTS TO THE MERGER PROSPECTUS

Supplements to the section “Certain important dates”

Due to the publication of the stock exchange releases of Valmet and Neles, the last three items on the list in the section entitled “*Certain Important Dates*” on page 45 of the Merger Prospectus are replaced as follows:

April 1, 2022	Expected Effective Date (provided that the extra distribution of EUR 2.00 per share resolved by the Board of Directors of Neles on March 22, 2022 will have been executed)
April 1, 2022 (as estimated)	Merger Consideration Shares registered in the book-entry accounts of the shareholders of Neles (provided that the Effective Date is April 1, 2022)
April 1, 2022 at 10:00 a.m. (as estimated)	Trading in the Merger Consideration Shares commences on the official list of Nasdaq Helsinki (provided that the Effective Date is April 1, 2022)

Supplements to the section “Merger of Valmet and Neles”

Due to the publication of the stock exchange releases of Valmet and Neles, the section of the Merger Prospectus entitled “*Merger of Valmet and Neles*” is supplemented as follows:

- (1) The following text is inserted to replace the seventh paragraph of the section entitled “*Merger of Valmet and Neles – Overview of the Merger*” on page 48 of the Merger Prospectus:

Valmet and Neles announced on March 21, 2022, that Valmet and Neles have received all necessary competition approvals for the Merger. In addition, Valmet and Neles announced on March 22, 2022, that the Boards of Directors of Valmet and Neles have concluded that all other conditions to completion of the Merger aside from the extra distribution of funds of Neles have been fulfilled or waived and resolved to complete the Merger, conditional on the extra distribution of funds of Neles having been executed prior to the completion of the Merger. Valmet and Neles announced on March 22, 2022, that, pursuant to the resolution of Neles’ Board of Directors, an extra dividend of EUR 1.74 per share will be distributed from Neles’ retained earnings and a return of equity of EUR 0.26 per share will be distributed from the invested unrestricted equity fund (the dividend and the return of equity together the “**Extra Distribution**”). The Extra Distribution payable shall therefore amount to a total of EUR 2.00 per share. The Extra Distribution is intended to be executed on March 31, 2022. Provided that the extra distribution will have been executed, the completion of the Merger is expected to be registered at the Finnish Trade Register on April 1, 2022.

Trading in the new shares on the official list of Nasdaq Helsinki is expected to commence on April 1, 2022. Valmet’s shares continue to be subject to trading on Nasdaq Helsinki under the trading code VALMT (ISIN code: FI4000074984). The last day of trading and listing of the shares in Neles on Nasdaq Helsinki is expected to be March 31, 2022. The Merger Consideration Shares are intended to be registered at the Finnish Trade Register on April 1, 2022 and registered on the book-entry accounts of Neles’ shareholders on April 1, 2022.

Supplements to the section “Information on Valmet”

Due to the publication of the stock exchange releases of Valmet and Neles, the section of the Merger Prospectus entitled “*Information on Valmet*” is supplemented as follows:

- (1) The following text is inserted to replace the fourth paragraph of the section entitled “*Information on Valmet – Valmet’s Related Party Transactions*” on page 129 of the Merger Prospectus:

The Boards of Directors of Valmet and Neles have on March 22, 2022, approved a loan agreement between the companies concerning the part of the Extra Distribution payable to Valmet (the “**Loan Agreement**”). According to the Loan Agreement, the part of the Extra Distribution payable to Valmet as a shareholder of Neles will not be paid in cash to Valmet in connection with payment of the Extra Distribution to other shareholders of Neles, but the amount payable to Valmet will be recorded as debt owed by Neles to Valmet. For an Extra Distribution amounting to EUR 2.00 per share decided by Neles’ Board of Directors the value of the Loan Agreement would be approximately EUR 88.8 million.

As a consequence of the completion of the Merger, all assets and liabilities of Neles will transfer to Valmet and, therefore, the loan under the Loan Agreement will extinguish upon the completion of the Merger. If the Merger cannot be completed before the long-stop date defined under the Combination Agreement between Neles and Valmet, Valmet has a right to request repayment of the loan. Said loan carries an interest of 0.5 percent per annum as of the date of the payment of the Extra Distribution to other shareholders of Neles.

The Loan Agreement constitutes a related party transaction for Neles and Valmet, as Valmet is the largest shareholder of Neles with its approximately 29 percent share ownership in Neles.

Supplements to the section “Information on Neles”

Due to the publication of the stock exchange releases of Valmet and Neles and publication of resolutions made in Neles’ Annual General Meeting 2022, the section of the Merger Prospectus entitled “*Information on Neles*” is supplemented as follows:

- (1) The following text is inserted to replace two first paragraphs of the section entitled “*Information on Neles – Neles’ Shares and Share Capital – Dividends and Dividend Policy*” on pages 147–148 of the Merger Prospectus:

Neles’ Annual General Meeting 2022 resolved to pay dividends of EUR 0.266 per share for the financial period ended on December 31, 2021. The dividend shall be paid to shareholders who on the dividend record date March 24, 2022 are registered in the shareholders’ register of Neles held by Euroclear Finland Oy. The dividend shall be paid on March 31, 2022. All the shares in Neles are entitled to a dividend except for shares held by Neles itself on the dividend record date.

In addition, pursuant to the Combination Agreement between Neles and Valmet concerning the Merger, the Board of Directors of Neles has on March 22, 2022, resolved, based on the authorization given to it by the Annual General Meeting 2022, that an additional Extra Distribution of EUR 2.00 per share will be distributed from Neles’ retained earnings and its invested unrestricted equity fund.

- (2) The following text is inserted to replace the final paragraph of the section entitled “*Information on Neles – Neles’ Related Party Transactions*” on page 149 of the Merger Prospectus:

The Boards of Directors of Valmet and Neles have on March 22, 2022, approved the Loan Agreement between the companies concerning the part of the Extra Distribution payable to Valmet. According to the Loan Agreement, the part of the Extra Distribution payable to Valmet as a shareholder of Neles will not be paid in cash to Valmet in connection with payment of the Extra Distribution to other shareholders of Neles, but the amount payable to Valmet will be recorded as debt owed by Neles to Valmet. For an Extra Distribution amounting to EUR 2.00 per share decided by Neles’ Board of Directors the value of the Loan Agreement would be approximately EUR 88.8 million.

As a consequence of the completion of the Merger, all assets and liabilities of Neles will transfer to Valmet and, therefore, the loan under the Loan Agreement will extinguish upon the completion of the Merger. If the Merger cannot be completed before the long-stop date defined under the Combination Agreement between Neles and Valmet, Valmet has a right to request repayment of the loan. Said loan carries an interest of 0.5 percent per annum as of the date of the payment of the Extra Distribution to other shareholders of Neles.

The Loan Agreement constitutes a related party transaction for Neles and Valmet, as Valmet is the largest shareholder of Neles with its approximately 29 percent share ownership in Neles.