

## CONFORMED COPY

### FINAL TERMS

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “**EEA**”). For these purposes, a “**retail investor**” means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS**– The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“**UK**”). For these purposes, a “**retail investor**” means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended (the “**EUWA**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the “**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014, as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**MIFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

23 November 2021

**GN STORE NORD A/S**

**Issue of €600,000,000 0.875 per cent. Notes due 2024**

**under the**

**€1,000,000,000**

**Euro Medium Term Note Programme**

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth in the Base Prospectus dated 30 November 2020 and the supplements to it dated 15 February 2021 and 11 November 2021 which together constitute a base prospectus for the purposes of the Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus as so supplemented in order to obtain all the relevant information. The Base Prospectus and the supplements have been published on the website of Euronext Dublin at [www.ise.ie](http://www.ise.ie).

- |     |                                                                                                |                                                                                                                                                           |
|-----|------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.  | Issuer:                                                                                        | GN Store Nord A/S<br>(LEI: 5493008U3H3W0NKPFL10)                                                                                                          |
| 2.  | (a) Series Number:                                                                             | 3                                                                                                                                                         |
|     | (b) Tranche Number:                                                                            | 1                                                                                                                                                         |
|     | (c) Date on which the Notes will be consolidated and form a single Series:                     | Not Applicable                                                                                                                                            |
| 3.  | Specified Currency or Currencies:                                                              | Euro (“€”)                                                                                                                                                |
| 4.  | Aggregate Nominal Amount:                                                                      |                                                                                                                                                           |
|     | (a) Series:                                                                                    | €600,000,000                                                                                                                                              |
|     | (b) Tranche:                                                                                   | €600,000,000                                                                                                                                              |
| 5.  | Issue Price:                                                                                   | 99.671 per cent. of the Aggregate Nominal Amount                                                                                                          |
| 6.  | (a) Specified Denominations:                                                                   | €100,000 and integral multiples of €1,000 in excess thereof                                                                                               |
|     | (b) Calculation Amount (in relation to calculation of interest in global form see Conditions): | €1,000                                                                                                                                                    |
| 7.  | (a) Issue Date:                                                                                | 25 November 2021                                                                                                                                          |
|     | (b) Interest Commencement Date:                                                                | Issue Date                                                                                                                                                |
| 8.  | Maturity Date:                                                                                 | 25 November 2024                                                                                                                                          |
| 9.  | Interest Basis:                                                                                | 0.875 per cent. Fixed Rate<br>(see paragraph 14 below)                                                                                                    |
| 10. | Redemption/Payment Basis:                                                                      | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100.00 per cent. of their nominal amount |
| 11. | Change of Interest Basis:                                                                      | Not Applicable                                                                                                                                            |
| 12. | Put/Call Options:                                                                              | Change of Control Put<br>Issuer Call<br>Issuer Residual Call Option                                                                                       |



(c)	Make Whole Redemption Price:	Make Whole Redemption Amount
	(i) Redemption Margin:	+0.30 per cent.
	(ii) Reference Bond:	OBL 0% October-2024 #180 / HR 98 per cent. (ISIN: DE0001141802)
	(iii) Make Whole Reference Date:	25 October 2024
	(iv) Quotation Time:	11.00 a.m. (Brussels time)
	(v) Initial Determination Agent:	Conv-Ex Advisors Limited
(d)	Redeemable in part:	Not Applicable
(e)	Notice periods:	Minimum period: 15 days Maximum period: 30 days
19.	Issuer Residual Call Option:	Applicable
	(a) Residual Call Early Redemption Amount:	€1,000 per Calculation Amount
	(b) Notice periods:	Minimum period: 15 days Maximum period: 30 days
20.	Investor Put:	Not Applicable
21.	Change of Control Put:	Applicable
	- Change of Control Redemption Amount:	€1,000 per Calculation Amount
22.	Special Redemption Event:	Applicable
	- Special Redemption Amount:	€1,010 per Calculation Amount
23.	Final Redemption Amount:	€1,000 per Calculation Amount
24.	Early Redemption Amount payable on redemption for taxation reasons or on event of default:	€1,000 per Calculation Amount

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

25.	Form of Notes:	
	(a) Form:	Registered Notes:  Global Note registered in the name of a nominee for a common safekeeper for Euroclear and Clearstream, Luxembourg, which is exchangeable for Definitive Notes upon an Exchange Event

(b) New Global Note / New  
Safekeeping Structure:

New Safekeeping Structure

26. Additional Financial Centre(s):

Not Applicable

27. Talons for future Coupons to be attached to  
Definitive Notes:

Not Applicable

Signed on behalf of **GN Store Nord A/S**:

By: [PETER LA COUR GORMSEN]  
CFO

*Duly authorised*

By: [HENRIETTE WENNICKE]  
HEAD OF IR & TREASURY

*Duly authorised*

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading      Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of Euronext Dublin and to listing on the official list of Euronext Dublin with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading:      €1,500

### 2. RATINGS

The Notes are not expected to be rated.

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for the fees payable to the Managers and as set out under “*Reasons for the offer*” below, so far as the Issuer is aware no person involved in the issue of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

### 4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- (i) Reasons for the offer:      The net proceeds from the issue of the Notes will be applied by the Issuer in connection with the financing of GN Audio A/S’s acquisition of SteelSeries Group A/S (CVR no. 39936143), announced by the Issuer on 6 October 2021, and the total commitment of the Managers as lenders under the bridge loan facility relating to the acquisition will be reduced commensurately.
- (ii) Estimated net proceeds:      €595,626,000

### 5. YIELD

Indication of yield:      0.987 per cent. on an annual basis

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 6. OPERATIONAL INFORMATION

- (i) ISIN:      XS2412258522
- (ii) Common Code:      241225852
- (iii) CFI/FISN:      See the website of the Association of National Numbering Agencies (ANNA) or alternatively

		sourced from the responsible National Numbering Agency that assigned the ISIN
(iv)	Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s):	Not Applicable
(v)	Delivery:	Delivery against payment
(vi)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
(vii)	Intended to be held in a manner which would allow Eurosystem eligibility:	Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.
(viii)	Relevant Benchmark:	Not Applicable

## 7. DISTRIBUTION

(i)	Method of distribution:	Syndicated
(ii)	If syndicated, names of Managers:	BNP Paribas BofA Securities Europe SA Credit Suisse Bank (Europe), S.A. Jyske Bank A/S Nordea Bank Abp Skandinaviska Enskilda Banken AB (publ)
(iii)	Date of Subscription Agreement:	23 November 2021
(iv)	Stabilisation Manager(s) (if any):	Not Applicable
(v)	If non-syndicated, name of relevant Dealer:	Not Applicable
(vi)	U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA not applicable
(vii)	Prohibition of Sales to EEA Retail Investors:	Applicable
(viii)	Prohibition of Sales to UK Retail Investors:	Applicable