

Decisions by the Annual General Meeting of Nokian Tyres plc

Nokian Tyres' Annual General Meeting (AGM) was held today, April 2, 2020 in Nokia, Finland under special arrangements. The AGM approved the Financial Statements for 2019, discharged the members of the Board of Directors and the President and CEO from liability for the 2019 financial year and adopted the Remuneration Policy.

The AGM decided on the payment of dividend, the composition of the Board of Directors and their remuneration, the election of the auditor and its remuneration, authorized the Board of Directors to decide on the repurchase of the Company's own shares as well as authorized the Board of Directors to decide on the issuance of shares and special rights entitling to shares, decided on the establishment of a Shareholders' Nomination Board and amendments of the Articles of Association.

Dividend

The AGM decided that a dividend of EUR 0.79 per share shall be paid for the period ending on December 31, 2019.

The dividend payment date is April 17, 2020 and the dividend shall be paid to shareholders included in the shareholder list maintained by Euroclear Finland Oy on the record date of April 6, 2020.

The AGM also decided to authorize the Board of Directors to decide on dividend payment of a maximum of EUR 0.79 per share to be distributed in one or several instalments at a later stage when Nokian Tyres is able to make a more reliable estimate on the impacts of the COVID-19 to the Company's business. The authorization would be valid until the next AGM. The Company will publish the possible Board decision on dividend payment separately, and at the same time confirm the pertinent record and payment dates.

Remuneration for the members of the Board of Directors

The AGM decided that the monthly fee paid to the Chairman of the Board shall be EUR 7,917 or EUR 95,000 per year, the monthly fee paid to the Deputy Chairman of the Board and to the Chairman of the Audit Committee shall be EUR 5,833 or EUR 70,000 per year, and the monthly fee paid to Members of the Board shall be EUR 3,958 or EUR 47,500 per year.

60% of the annual fee is to be paid in cash and 40% in Company shares, to the effect that in the period from May 6 to June 5, 2020, EUR 38,000 worth of shares in Nokian Tyres plc will be purchased at the stock exchange on behalf of the Chairman of the Board, EUR 28,000 worth of shares in Nokian Tyres plc will be purchased at the stock exchange on behalf of the Deputy Chairman of the Board and Chairman of the Audit committee, and EUR 19,000 worth of shares will be purchased on behalf of other members of the Board.

The Company is liable to pay any asset transfer taxes, which may arise from the acquisition of the Company shares.

Furthermore, each member of the Board will receive EUR 600 for meetings held in their home country and EUR 1,200 for meetings held outside their home country. If a member participates in a meeting via telephone or video connection, the remuneration will be EUR 600. Travel expenses will be compensated in accordance with the Company's travel policy.

Members of the Board of Directors

The AGM decided that the Board of Directors has eight (8) members. Current members of the Board of Directors Heikki Allonen, Kari Jordan, Raimo Lind, Veronica Lindholm, Inka Mero, George Rietbergen and Pekka Vauramo will continue in the Board of Directors. Jukka Hienonen was elected as a new member to the Board of Directors.

All members are independent of the Company and its major shareholders.

The term of office of the members of the Board of Directors expires at the end of the next AGM.

Election of the auditor and their remuneration

Authorised public accountants KPMG Oy Ab continues as Company's auditor for a term expiring at the end of the next Annual General Meeting. KPMG Oy Ab has designated APA Lasse Holopainen as the responsible auditor.

Auditors' fees shall be paid against invoices approved by the Company.

Authorizing the Board to decide on the repurchase of the Company's own shares

The AGM authorized the Board of Directors to resolve to repurchase a maximum of 13,800,000 shares in the Company by using funds in the unrestricted shareholders' equity. The proposed number of shares corresponds to approximately 9.9% of all shares in the Company at the time of the proposal.

The shares may be repurchased in order to improve the capital structure of the Company, to carry out acquisitions or other arrangements related to the Company's business, to be transferred for other purposes, or to be cancelled, to be used in the Company's incentive plans or, if according to the Board of Directors' comprehension, it is in the interest of shareholders.

The price paid for the shares repurchased under the authorization shall be based on the market price of the Company's share in public trading. The minimum price to be paid would be the lowest market price of the share quoted in public trading during the authorization period and the maximum price the highest market price quoted during the authorization period.

The Company's own shares can be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase).

The authorization will be effective until the next AGM, however at most until June 30, 2021.

Authorizing the Board to decide on the issuance of shares and special rights entitling to shares

The AGM authorized the Board of Directors to make a decision to offer no more than 13,800,000 shares through a share issue, or by granting special rights under chapter 10, section 1 of the Finnish Limited Liability Companies Act that entitle to shares (including convertible bonds), on one or more occasions.

The Board may decide to issue new shares or shares held by the Company. The maximum number of shares included in the proposed authorization accounts for approximately 9.9% of all shares in the Company. The authorization includes the right to issue shares or special rights through private offering, in other words to deviate from the shareholders' pre-emptive right subject to provisions of the law.

Under the authorization, the Board of Directors will be entitled to decide on the terms and conditions of a share issue, or the granting of special rights under chapter 10, section 1 of the Finnish Limited Liability Companies Act, including the recipients of shares or special rights entitling to shares, and the compensation to be paid. It is proposed that this authorization be exercised for purposes determined by the Board of Directors.

The subscription price of new shares shall be recognized under unrestricted equity reserve.

The consideration payable for the Company's own shares shall be recognized under unrestricted equity reserve.

The authorization will be effective until the next AGM, however at most until June 30, 2021. This authorization will invalidate all other Board authorizations regarding share issues and special rights.

Establishment of a Shareholders' Nomination Board

The AGM decided to establish a Shareholders' Nomination Board to prepare proposals to the Annual General Meeting and, when necessary, to the Extraordinary General Meeting concerning the number of members, the composition, the Chairman and possible Deputy Chairman of the Board of Directors as well as the remuneration of the Board of Directors and Committees as well as to identify possible successor candidates for the members of the Board of Directors. In addition, the AGM decided to approve the Charter of the Shareholders' Nomination Board.

The Nomination Board consists of five (5) members of which four (4) members represent the Company's four (4) largest shareholders who (i) on the first banking day of June each year are the largest shareholders as determined on the basis of the shareholders' register of the Company maintained by Euroclear Finland Ltd; and (ii) wish to nominate a member to the Nomination Board, and one (1) member is the Chairman of the Board.

If a shareholder, who would have the obligation to notify the Company of certain changes in shareholding under the Finnish Securities Markets Act (flagging obligation), presents a written request addressed to the Board by the first banking day of June, the holdings of a corporation or a

foundation controlled by such shareholder or such shareholder's holdings in several funds or registers will be combined when determining the nomination right. A holder of nominee-registered shares will be taken into account when determining the composition of the Nomination Board if the holder of nominee-registered shares presents a written request concerning the issue addressed to the Board by the first banking day of June.

The members of the Nomination Board shall not be entitled to remuneration from the Company on the basis of their membership unless otherwise decided by the General Meeting. The Nomination Board is established to operate until abolished by the decision of the General Meeting. The term of the members of the Nomination Board shall end upon the nomination of the following Nomination Board in accordance with the Charter.

Amendments of the Articles of Association

The AGM resolved to amend the Articles of Association §4 and §11 as follows:

§4 Board of Directors

The Company's administration and proper organization of operations shall be the responsibility of the Board of Directors, consisting of a minimum of four and a maximum of nine members, in accordance with the decision made by the General Meeting of the Shareholders.

The term of office of the members of the Board of Directors ends at the closing of the first Annual General Meeting following the election.

§11 Annual General Meeting

The Annual General Meeting shall be held annually on a day fixed by the Board of Directors, by the end of May. The Meeting shall be held either at the Company's registered place of business or in either the city of Tampere or Helsinki, as decided by the Board of Directors.

The Annual General Meeting shall review:

1. the financial statements, which include the consolidated financial statements, and annual report;
2. the auditor's report;

shall resolve:

3. the adoption of the financial statements;
4. the use of the profit shown on the balance sheet;
5. granting discharge from personal liability to the members of the Board of Directors and the Managing Director;
6. adoption of the remuneration policy, when necessary;
7. adoption of the remuneration report;
8. the remuneration payable to the members of the Board of Directors and the auditor;
9. the number of the members of the Board of Directors;

shall elect:

10. the members of the Board of Directors;
11. an auditor; and

shall deal with:

12. any other matters mentioned in the notice of the meeting.

The minutes of the Annual General Meeting

The minutes of the AGM will be available at the latest on April 16, 2020 on the Company's website at www.nokiantyres.com/annualgeneralmeeting2020.

Nokian Tyres plc

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