

## **NOTICE TO THE GENERAL MEETING**

Notice is given to the shareholders of Nokian Tyres plc to the Annual General Meeting to be held on Tuesday 12 April 2016 at 4:00 p.m. in Pieni Sali of Tampere Hall at Yliopistonkatu 55, Tampere, Finland. The reception of persons who have registered for the meeting, the distribution of voting tickets and coffee service will begin at 2:00 p.m.

### **A. MATTERS ON THE AGENDA**

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- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of persons to scrutinise the minutes and to supervise the counting of vote**
- 4. Recording the legality of the meeting**
- 5. Recording the attendance at the meeting and adoption of the list of votes**
- 6. Presentation of the annual accounts, the Report of the Board of Directors and the Auditors' Report for the year 2015**  
> Review by the CEO
- 7. Adoption of the annual accounts 2015**
- 8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend**  
The Board proposes to the Annual General Meeting that a dividend of EUR 1.50 per share be paid for the period ending on 31 December, 2015.  
The dividend shall be paid to shareholders included in the shareholder list maintained by Euroclear Finland on the record date of 14 April, 2016. The proposed dividend payment date is 28 April, 2016.
- 9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**
- 10. Resolution on the remuneration of the members of the Board of Directors**  
The Nomination and Remuneration Committee of Nokian Tyres' Board of Directors proposes that the fees would remain unchanged; that paid to the Chairman of the Board EUR 6,667 or EUR 80,000 per year, while that paid to Board members is set at EUR 3,333 EUR 40,000 per year. 50% of the annual fee be paid in cash and 50% in company shares, such that in the period from April 13 to April 30, 2016, EUR 40,000 worth of Nokian Tyres plc shares will be purchased at the stock exchange on behalf of the Chairman of the Board and EUR 20,000 worth of shares on behalf of each Board member.  
The company is liable to pay any asset transfer taxes which may arise from the acquisitions of shares.  
For meetings of the Board and its committees, it is proposed that a meeting fee of EUR 600 be paid to every member who attends a meeting.  
It is proposed that Board Member's travel expenses be compensated in accordance with the company's travel policy.
- 11. Resolution on the number of members of the Board of Directors**  
The Nomination and Remuneration Committee of Nokian Tyres' Board of Directors proposes to the Annual General Meeting that the Board comprises of seven members.
- 12. Election of members of the Board of Directors**  
The Nomination and Remuneration Committee of Nokian Tyres' Board of Directors proposes to the Annual General Meeting that five members of the current six members (Hille Korhonen, Tapio Kuula, Raimo Lind, Inka Mero and Petteri Walldén) would be re-elected for the one-year term.  
New members proposed: Heikki Allonen and Veronica Lindholm.  
The Board members are independent of the company and any major shareholders of the company.  
Additional information on the proposed Board members is available in the Investor information section of Nokian Tyres' website at <http://www.nokiantyres.com/company/investors/corporate-governance/board-of-directors/>
- 13. Resolution on the remuneration of the auditor**  
The Board proposes that the auditor's fees are paid according to auditor's invoices approved by Nokian Tyres.
- 14. Election of auditor**  
The Board of Directors of Nokian Tyres proposes to the Annual General Meeting that KPMG Oy Ab, authorised public accountants, be elected as auditor for the 2016 financial year.
- 15. Authorizing the Board to decide on the repurchase the company's own shares**  
The Board proposes that the Annual General Meeting of Shareholders authorize the Board of Directors to resolve to repurchase a maximum of 5,000,000 shares in the Company by using funds in the unrestricted shareholders' equity. The proposed number of shares corresponds 3.7 per cent of all shares of the Company.  
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, for the Company's incentive plans, or if according to the Board of Directors' comprehension, it is 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.  
Company's own shares can be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase).  
It is proposed that the authorization be effective until the next Annual General Meeting of Shareholders, however, at most until 12 October 2017.
- 16. Closing of the meeting**

### **B. DOCUMENTS OF THE ANNUAL GENERAL MEETING AND ANNUAL REPORT**

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The proposals of the Board of Directors and its committee relating to the agenda of the Annual General Meeting as well as this notice are available on Nokian Tyres plc's website at [www.nokiantyres.com/annualgeneralmeeting2016](http://www.nokiantyres.com/annualgeneralmeeting2016). The Annual Report, including the company's annual accounts, the Report of the Board of Directors and the Auditor's Report, is available on the above-mentioned website no later than 22 March 2016. The Proposals of the Board of Directors and the annual accounts are also available at the meeting. Copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the meeting will be available on the company's website no later than 26 April, 2016.

Financial Statements and the Board Proposals referred to above, with Appendices, will be available at the company headquarters at Pirkkalaistie 7, 37100 Nokia, for one week before the Annual General Meeting.

### **C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE ANNUAL GENERAL MEETING**

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#### **1. The right to participate and registration**

Each shareholder, who is registered no later than 31 March, 2016 in the shareholders' register of the company held by Euroclear Finland Ltd., has the right to participate in the Annual General Meeting. A shareholder whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the company.

A shareholder, who wants to participate in the Annual General Meeting, shall register for the meeting no later than 7 April, 2016 at 10:00 EET, either in internet [www.nokiantyres.com/annualgeneralmeeting2016](http://www.nokiantyres.com/annualgeneralmeeting2016), in writing to Nokian Tyres plc, Annual General Meeting, P.O. Box 20, FI-37101 Nokia, or by phone at +358 20 770 6892 (from Monday to Friday 9 a.m. - 4 p.m.).

In connection with the registration, a shareholder is asked to notify his/her name, personal identification number, address, telephone number and the name of a possible assistant or proxy representative, as well as the personal identification number of said representative. Registrations must arrive before the end of the registration period. The personal data given to Nokian Tyres plc is used in connection with the General Meeting and with the processing of related registrations.

Pursuant to Chapter 5, Section 25 of the Finnish Companies Act, a shareholder who is present at the General Meeting has the right to request information with respect to the matters to be considered at the meeting.

#### **2. Proxy representative and powers of attorney**

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or in a reliable manner demonstrate his/her right to represent the shareholder at the meeting. If a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares on separate securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the meeting.

Possible proxy documents should be delivered as originals to the address Nokian Tyres plc, Annual General Meeting, P.O. Box 20, FI-37101 Nokia, Finland, before the last date for registration.

#### **3. Holders of nominee registered shares**

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the shareholders' register of the company, the issuing of proxy documents and registration for the general meeting from his/her custodian bank. The account management organization of the custodian bank will register the holder of nominee registered shares, who wants to participate in the Annual General Meeting, to be temporarily entered into the shareholders' register of the company no later than 7 April, 2016 at 10:00 EET. The notification of temporary registration in the company's shareholder register concerning nominee registered shareholders is considered registration for the Annual General Meeting.

#### **4. Other information**

On the date of this notice to the Annual General Meeting, 18 March, 2016, Nokian Tyres plc has a total of 134,691,174 shares and votes.

In Nokia 18th March, 2016.

Nokian Tyres plc  
The Board of Directors