



NOTICE TO THE ANNUAL GENERAL MEETING

Notice is given to the shareholders of Nokian Tyres plc to the Annual General Meeting to be held on Monday April 10, 2017 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 at the meeting venue on the day of the meeting.

A. MATTERS ON THE AGENDA

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 2016

› Review by the CEO

7. Adoption of the annual accounts 2016

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 1.53 per share be paid for the period ending on December 31, 2016. The dividend shall be paid to shareholders included in the shareholder list maintained by Euroclear Finland on the record date of April 12, 2017. The proposed dividend payment date is April 27, 2017.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability

10. Change to Articles of Association

The Board proposes to the Annual General Meeting a change in Article 4 of the Articles of Association:

Current wording of Article 4: The Company's administration and proper organization of operations shall be the responsibility of the Board of Directors, consisting of a minimum of three and a maximum of eight 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. The Board of Directors shall elect a Chairman from among its members until the closing of the next Annual General Meeting.

New proposed wording of Article 4: 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 eight 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. The Board of Directors shall elect a Chairman and a Deputy Chairman from among its members until the closing of the next Annual General Meeting.

11. Resolution on the remuneration of the members of the Board of Directors

The Personnel and Remuneration Committee of Nokian Tyres' Board of Directors proposes the following as regards remuneration: The monthly fee paid to the Chairman of the Board would be EUR 6,667 or EUR 80,000 per year, the monthly fee paid to the Deputy Chairman of the Board and to the Chairman of the Audit Committee would be EUR 5,000 or EUR 60,000 per year, and the monthly fee paid to Members of the Board would be EUR 3,333 or EUR 40,000 per year.

50% of the annual fee to be paid in cash and 50% in Company shares to the effect that in the period from April 11 to April 30, 2017, EUR 40,000 worth of Nokian Tyres plc shares will be purchased at the stock exchange on behalf of the Chairman of the Board, EUR 30,000 worth of Nokian Tyres plc shares will be purchased at the stock exchange on behalf of the Deputy Chairman of the Board and Chairman of the Audit committee, and EUR 20,000 worth of shares will be purchased on behalf of each Board Member.

The company is liable to pay any asset transfer tax which may arise from the acquisition of shares.

Each member of the Board will receive a meeting fee of EUR 600 per attended meeting. If a Board member's habitual residence is outside Finland, the meeting fee is EUR 1,200 per attended meeting.

Travel expenses to be compensated in accordance with the company's travel policy.

12. Resolution on the number of members of the Board of Directors

The Personnel and Remuneration Committee of Nokian Tyres' Board of Directors proposes to the Annual General Meeting that the Board comprises of eight members.

13. Election of members of the Board of Directors

The Personnel and Remuneration Committee of Nokian Tyres' Board of Directors proposes to the Annual General Meeting that the Board comprise of eight members and that all current seven members; Heikki Allonen, Hille Korhonen, Tapio Kuula, Raimo Lind, Veronica Lindholm, Inka Mero and Petteri Walldén be re-elected for the one-year term.

New proposed member: George Rietbergen.

All Board members are independent of the company. All Board members are independent of any major shareholders of the company.

Additional information on the Board members is available in the Investor information section of Nokian Tyres' website at <https://www.nokiantyres.com/company/investors/corporate-governance/board-of-directors/>

14. Resolution on the remuneration of the auditor

The Board of Directors of Nokian Tyres proposes to the Annual General Meeting that fees be paid according to current practice; auditor's invoices approved by Nokian Tyres.

15. 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 2017 financial year.

16. Authorizing the Board to decide on the repurchase of 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 to 3.7% 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 October 10, 2018.

17. Authorizing the Board to decide for a share issue

The Board of Directors proposes that at the Annual General Meeting the Board should be authorized to make a decision to offer no more than 25,000,000 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 18.4% of the company's shares.

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 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 Company's own shares shall be recognised under unrestricted equity reserve.

The authorization will be effective for two years from the decision made at the Annual General Meeting. This authorization will invalidate all other Board authorizations regarding share issues and convertible bonds.

18. Closing of the meeting

B. DOCUMENTS OF THE ANNUAL GENERAL MEETING AND ANNUAL REPORT

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/annualgeneralmeeting2017. 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 March 20, 2017. 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 April 24, 2017.

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

1. The right to participate and registration

Each shareholder, who is registered no later than March 29, 2017 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 April 5, 2017 at 10:00 EET, either in internet www.nokiantyres.com/annualgeneralmeeting2017, 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 April 5, 2017 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, March 17, 2017, Nokian Tyres plc has a total of 135,925,921 shares and votes.

In Nokia March 17, 2017.

Nokian Tyres plc
The Board of Directors