

(unofficial translation)

NOKIAN TYRES PLC

MINUTES

AGM 1/2015

ANNUAL GENERAL MEETING OF NOKIAN TYRES PLC

Time: April 8, 2015 at 4 p.m.

Place: Tampere – hall, Tampere

Present: Shareholders were present at the meeting, in person or represented by legal representative or by proxy, in accordance with the list of votes adopted at the meeting.

1 § OPENING OF THE MEETING

Chairman of the Board of Directors Mr. Petteri Walldén opened the meeting and wished all present welcome.

2 § CALLING THE MEETING TO ORDER

Chairman of the meeting was elected Mr. Risto Nuolimaa, professor, who called Ms. Susanna Tusa, Master of Laws, to keep the minutes.

The Chairman explained the procedures for handling matters on the agenda of the meeting.

3 § ELECTION OF PERSONS TO SCRUTINIZE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Mr. Seppo Kupi and Mr. Keijo Vikman were elected to scrutinize the minutes.

Mr. Markku Hast and Mr. Reijo Korpela were elected to supervise the counting of votes.

4 § RECORDING THE LEGALITY OF THE MEETING

It was noted that the notice of the meeting had been published on March 13, 2015 as a stock exchange release and on the Company's home page on the Internet. The notice to the meeting had also been published on March 14, 2015 in Aamulehti and Helsingin Sanomat. Notice to the meeting:

APPENDIX 1.

It was noted that the Annual General Meeting had been convened in accordance with the articles of association and the Finnish Companies Act and that the convening was therefore valid.

5 § RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES

A list of attendees as of the beginning of the meeting and a list of votes represented at the beginning of the meeting were presented, according to which 1,387 shareholders were present either in person, by legal representative or by proxy. It was recorded that 72,879,026 shares and votes were represented at the beginning of the meeting. They represented 54.60296 % of the total amount of votes in the Company.

The list of votes was adapted. The list of attendees at the beginning of the meeting and the list of votes represented at the beginning of the meeting were enclosed to the minutes as Appendix 2,

APPENDIX 2.

6 § PRESENTATION OF THE ANNUAL ACCOUNTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR 2014

The annual accounts for the financial year 2014, consisting of the income statement, the balance sheet, cash flow statement, notes to the financial statements and the consolidated annual accounts as well as the report by the Board of Directors, were presented.

It was recorded that the annual accounts of the parent company had been prepared in accordance with Finnish accounting standards and the consolidated annual accounts had been prepared in accordance with international financial reporting standards (IFRS).

It was noted that the Company's annual accounts had been available on the Company's website since March 13, 2015, in addition to which they were also available at the meeting.

The annual accounts documents were enclosed to the minutes as Appendix 3,

APPENDIX 3.

Mr. Ari Lehtoranta, President and CEO, presented a review which consisted of general presentation regarding the year 2014, information on Company's strategic focus areas and targets as well as mentioning on Company's market prospects and result outlook for the year 2015.

The auditor's report was presented and enclosed to the minutes as Appendix 4,

APPENDIX 4.

7 § ADAPTION OF THE ANNUAL ACCOUNTS 2014

The Chairman of the Annual General Meeting stated that the shareholders listed in the

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and represented at the meeting have decided not to attend the voting.

The Annual General Meeting resolved to adapt the annual accounts for the financial year 2014.

8 § RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND

It was noted that the Board of Directors had proposed to the Annual General Meeting that a dividend of EUR 1.45 per share be paid from the distributable funds of the parent company. According to the proposal, dividends shall be paid to shareholders who on the record date of dividend payment April 10, 2015 are recorded in the shareholders' register held by Euroclear Finland Ltd. According to the proposal, the dividend shall be paid on April 23, 2015.

A shareholder of the Company Mr. Heikki Saarikko proposed a dividend to be increased to EUR 2.25 per share, but did not require voting.

The Chairman of the Annual General Meeting stated that the shareholders listed in the

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and represented at the meeting have either decided not to attend the voting of or resisted the resolution on the use of the profit shown on the balance sheet and the payment of dividend. The Chairman enquired the Annual General Meeting, whether or not voting is required. Voting was not required.

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors that a dividend of EUR 1.45 per share shall be paid from the distributable funds of the parent company to shareholders who on the record date of dividend payment April 10, 2015 are recorded in the shareholders' register held by Euroclear Finland Ltd. The dividend shall be paid on April 23, 2015.

9 § RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY

It was noted that the discharging from liability for accounting period ended on December 31, 2014 concerned the following persons:

Petteri Walldén, chairman of the Board of Directors,
Kim Gran, member of the Board of Directors and CEO until September 30, 2014,
Hille Korhonen, member of the Board of Directors,
Ari Lehtoranta, CEO since October 1, 2014,
Raimo Lind, member of the Board of Directors,
Inka Mero, member of the Board of Directors,
Risto Murto, member of the Board of Directors,
Hannu Penttilä, member of the Board of Directors and
Aleksy Vlasov, member of the Board of Directors.

A shareholder of the Company Mr. Bengt Hongell resisted discharging the members of the Board of Directors and the CEO from liability. In his opinion The Board of Directors and the CEO had not acted carefully and promoting Company's benefits in clearly changing market situation, because the significant investments in foreign Group companies were not hedged in 2014,

the translation differences in foreign operations resulted in a EUR 202.1 million negative impact in Group's equity. Advisory show of hands was performed. Based on the results of the show of hands, the shareholder Hongell gave up requiring voting.

The Chairman of the Annual General Meeting stated that the shareholders listed in the

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and represented at the meeting have either decided not to attend the voting of or resisted to discharge the members of the Board of Directors and the CEO from liability. The Chairman enquired the Annual General Meeting, whether or not voting is required. Voting was not required.

It was decided to grant the members of the Board of Directors and the CEO discharge from liability for the accounting period ended on December 31, 2014.

10 § RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Nomination and Remuneration Committee of the Board of Directors had proposed to the Annual General Meeting that the Chairman of the Board of Directors is paid EUR 80,000 per year and a member of the Board of Directors EUR 40,000 per year.

In addition to this the Committee had proposed that members of the Board of Directors and the committees of the Board of Directors are granted an attendance fee of EUR 600 per meeting.

The remuneration would be paid 50 percent in cash and 50 percent in Company's shares purchased from the market during the period of 9.4. - 30.4.2015. The shares will be purchased with EUR 40,000 for the benefit of the Chairman and EUR 20,000 for the benefit of each member. This decision

means that the final remuneration paid to the members of the Board of Directors will depend on the Company's share performance.

The Chairman of the Annual General Meeting stated that the shareholders listed in the

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and represented at the meeting have decided not to attend the voting of or resisted the proposal for the remuneration of the members of the Board of Directors.

The Annual General Meeting resolved, in accordance with the proposal of the Nomination and Remuneration Committee of the Board of Directors to pay remuneration to the Chairman of the Board of Directors EUR 80,000 per year and a member of the Board of Directors EUR 40,000 per year.

The annual fees shall be paid so, that 50 percent of the remuneration shall be paid in cash and 50 percent in Company's shares purchased from the market during the period of 9.4. - 30.4.2015. The shares will be purchased with EUR 40,000 for the benefit of the Chairman and EUR 20,000 for the benefit of each member. This decision means that the final remuneration paid to the members of the Board of Directors will depend on the Company's share performance.

Members of the Board of Directors and the committees of the Board of Directors are granted an attendance fee of EUR 600 per meeting.

11 § RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that according to the articles of association of the Company the Board of Directors comprises a minimum of three and a maximum of eight members. The Nomination and Remuneration Committee of the Board of Directors had proposed to the Annual General Meeting to elect six members.

The Chairman of the Annual General Meeting stated that the shareholders listed in the

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and represented at the meeting have decided not to attend the voting.

It was resolved to elect six members to the Board of Directors.

12 § ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

The Nomination and Remuneration Committee of the Board of Directors had proposed to the Annual General Meeting that the following individuals shall be re-elected as members of the Board of Directors: Ms. Hille Korhonen, Mr. Raimo Lind, Ms. Inka Mero, Mr. Hannu Penttilä and Mr. Petteri Walldén. Mr. Tapio Kuula is proposed to be elected as a new member of the Board of Directors.

The Chairman of the Annual General Meeting stated that the shareholders listed in the

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and represented at the meeting have either decided not to attend the voting of or resisted the proposal for the election of the members of the Board of Directors. The Chairman enquired the Annual General Meeting, whether or not voting is required. Voting was not required.

It was resolved to elect Ms. Hille Korhonen, Mr. Tapio Kuula, Mr. Raimo Lind, Ms. Inka Mero, Mr. Hannu Penttilä and Mr. Petteri Walldén as members of the Board of Directors.

13 § RESOLUTION ON THE REMUNERATION OF THE AUDITOR

The Chairman of the Annual General Meeting stated that the shareholders listed in the

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and represented at the meeting have either decided not to attend the voting of or resisted the proposal for the remuneration of the auditor. The Chairman enquired the Annual General Meeting, whether or not voting is required. Voting was not required.

It was resolved to pay the remuneration of the auditor according to auditor's invoice approved by the Company.

14 § ELECTION OF AUDITOR

It was noted that according to the articles of association the Company shall have one auditor, which shall be an audit entity authorized by the Central Chamber of Commerce.

The Board of Directors has proposed to the Annual General Meeting that KPMG Oy Ab, authorized public accountants, to be elected as auditor of the Company.

The Chairman of the Annual General Meeting stated that the shareholders listed in the

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and represented at the meeting have either decided not to attend the voting of or resisted the proposal for the election of auditor. The Chairman enquired the Annual General Meeting, whether or not voting is required. Voting was not required.

It was resolved to elect KPMG Oy Ab, authorized public accountants, as auditor of the Company.

15 § CLOSING OF THE MEETING

The Chairman noted that the items on the agenda had been attended to and that the minutes of the meeting would be available in the Company's headquarters and on the Company's website within two weeks from the Annual General Meeting.

The Chairman closed the meeting at 6.15 p.m.

In fidem:

RISTO NUOLIMAA

Risto Nuolimaa

Chairman

SUSANNA TUSA

Susanna Tusa

Secretary

Checked and approved:

SEPPO KUPI

Seppo Kupi

KEIJO VIKMAN

Keijo Vikman