

*(unofficial translation)*

NOKIAN TYRES PLC

MINUTES  
AGM 1/2019

ANNUAL GENERAL MEETING OF NOKIAN TYRES PLC

Time: April 9, 2019 at 4.00 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

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

The Chairman of the Board of Directors noted that on the basis of the voting instructions received prior to the Annual General Meeting, the Board of Directors had noted that there was not sufficient support for the proposal of the Board of Directors regarding the share issue authorization presented in item 16 of the notice to the meeting. Hence, the Board of Directors had decided to withdraw the proposal regarding the share issue authorization presented in item 16 of the notice to the meeting.

## 2 § CALLING THE MEETING TO ORDER

Ms. Riikka Rannikko, Attorney at Law, was elected as Chairman of the meeting and she 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.

It was also noted that the Company will record the meeting for its internal use.

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

Mr. Jan Colliander and Ms. Marja Riihelä were elected to scrutinize the minutes.

Ms. Leena Kaipainen and Ms. Anne Leskelä were elected to supervise the counting of votes.

## 4 § RECORDING THE LEGALITY OF THE MEETING

It was noted that the notice to the meeting had been published on March 15, 2019 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 16, 2019 in Aamulehti and Helsingin Sanomat. The notice to the meeting was enclosed to the minutes as Appendix 1,

APPENDIX 1.

It was noted that the Annual General Meeting had been convened in accordance with the Articles of Association and the Finnish Limited Liability Companies Act and that it therefore constituted a quorum.

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 1,735 shareholders were present either in person, by legal representative or by proxy. It was recorded that 79,804,676 shares and votes were represented at the beginning of the meeting. They represented 57,80% of the total amount of votes in the Company.

It was noted that a list of the nominee-registered shareholders had been submitted to the Chairman prior to the meeting, including a list of the agenda items in connection to which the nominee-registered shareholders wish to express their position without demanding a vote or restrain from voting. It was noted that the nominee-registered shareholders have announced that they will not demand a vote or make any counterproposals regarding the agenda items where the shareholder's instruction is to oppose the proposal or to restrain from handling the matter and if the Chairman of the meeting can clearly state that a demanded majority and if necessary, a majority of the votes present at the meeting for the item proposed to the meeting has been acquired by the preliminarily given votes and the views expressed at the meeting. In these situations, an appropriate note in the minutes is deemed sufficient. The Chairman noted that if no vote is conducted in a matter, the number of opposing and abstaining votes will be recorded in the minutes under the relevant agenda item, but only insofar as the proposal can be opposed without a counterproposal or the opposing votes presented in the voting instructions are in favour of a counterproposal that can be voted upon.

Each of the representatives of the banks (Mr. Esa-Jussi Mikkonen / Nordea Bank Abp, Mr. Jaakko Heliö / Skandinaviska Enskilda Banken AB (publ),

Helsinki Branch and Mr. Markku Kivi / Svenska Handelsbanken AB (publ), Branch Operation in Finland) representing nominee-registered shareholders confirmed on behalf of the shareholders they represent that the voting instructions are still in effect.

Summaries of the nominee-registered shareholders' voting instructions provided by the banks were enclosed to the minutes as Appendix 2,

#### APPENDIX 2.

The list of votes was adopted. 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 3,

#### APPENDIX 3.

## 6 § PRESENTATION OF THE FINANCIAL STATEMENTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR 2018

It was noted that the Company's financial statements documents had been available on the Company's website since March 15, 2019, in addition to which they were also available at the meeting.

The financial statements for the financial year 2018, consisting of the income statement, the balance sheet, cash flow statement, notes to the financial statements and the consolidated financial statements as well as the report by the Board of Directors, were presented.

The financial statements documents were enclosed to the minutes as Appendix 4,

#### APPENDIX 4.

Ms. Hille Korhonen, President and CEO, presented a review about the corporate operations in 2018.

Mr. Kari Jordan, Chairman of the Personnel and Remuneration Committee went through the remuneration of the Company.

Shareholder Mr. Martti Waltasaari requested that it be recorded in the minutes that he opposed the presented remuneration scheme. The Chairman noted that the review regarding the remuneration was only for information and the meeting does not make decisions related thereto.

Authorised Public Accountant Mr. Lasse Holopainen, KPMG Oy Ab, responsible auditor of Nokian Tyres plc, went through the key audit matters of year 2018.

The auditor's report was presented and enclosed to the minutes as Appendix 5,

#### APPENDIX 5.

#### 7 § ADOPTION OF THE FINANCIAL STATEMENTS FOR 2018

It was resolved to adopt the annual accounts for the financial year 2018.

It was recorded that for this agenda item, there were 193,721 votes against and 1,017,456 abstained votes given by the nominee-registered shareholders.

#### 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 1.58 per share be paid for the financial period that ended on December 31, 2018. According to the proposal, dividends shall be paid to shareholders who on the record date of dividend

payment April 11, 2019 are recorded in the shareholders' register held by Euroclear Finland Ltd. According to the proposal, the dividend shall be paid on April 24, 2019.

The Annual General Meeting resolved that the payment of dividend shall be made according to the proposal of the Board of Directors.

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

It was noted that the discharge of the Board of Directors and the CEO from liability for the financial year 2018 applies to the following persons:

- Petteri Walldén, Chairman of the Board
- Heikki Allonen, member of the Board
- Raimo Lind, member of the Board
- Veronica Lindholm, member of the Board
- Inka Mero, member of the Board
- George Rietbergen, member of the Board
- Hille Korhonen, CEO

(all the above-mentioned persons for the full period)

and

- Kari Jordan, member of the Board as of April 10, 2018
- Pekka Vauramo, member of the Board as of April 10, 2018

It was decided to grant the members of the Board of Directors and the CEO discharge from liability for the financial period ended on December 31, 2018.

It was recorded that for this agenda item there were 84,541 votes against and 1,139,590 abstained votes given by the nominee-registered shareholders.

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

It was noted that the Personnel and Remuneration Committee of the Board of Directors had proposed to the Annual General Meeting that the remuneration of the members of the Board would remain the same. Hence, according to the proposal, the monthly fee paid to the Chairman of the Board would be EUR 7,500 or EUR 90,000 per year, the monthly fee paid to the Deputy Chairman of the Board and to the Chairman of the Audit Committee would be EUR 5,625 or EUR 67,500 per year, and the monthly fee paid to members of the Board would be EUR 3,750 or EUR 45,000 per year.

50% of the annual fee is to be paid in cash and 50% in Company shares to the effect that in the period from April 10 to April 30, 2019, EUR 45,000 worth of Nokian Tyres plc shares will be purchased at the stock exchange on behalf of the Chairman of the Board, EUR 33,750 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 22,500 worth of shares will be purchased on behalf of each Board member.

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

In addition to this the Committee had proposed that 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 would be EUR 600.

Travel expenses are compensated in accordance with the Company's travel policy.

It was decided that the remunerations and fees for meeting costs are paid in accordance with the proposal of the Personnel and Remuneration Committee of the Board of Directors.

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 four and a maximum of eight members. The Personnel and Remuneration Committee of the Board of Directors had proposed to the Annual General Meeting to elect eight (8) members.

It was resolved to elect eight (8) members to the Board of Directors.

12 § ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

The Personnel and Remuneration Committee of the Board of Directors has proposed to the Annual General Meeting that all current eight members; Mr. Heikki Allonen, Mr. Kari Jordan, Mr. Raimo Lind, Ms. Veronica Lindholm, Ms. Inka Mero, Mr. George Rietbergen, Mr. Pekka Vauramo and Mr. Petteri Walldén be re-elected for the term that will end at the conclusion of the Annual General Meeting that is to be held in 2020.

It was resolved to elect Mr. Heikki Allonen, Mr. Kari Jordan, Mr. Raimo Lind, Ms. Veronica Lindholm, Ms. Inka Mero, Mr. George Rietbergen, Mr. Pekka Vauramo and Mr. Petteri Walldén as members of the Board of Directors.

13 § RESOLUTION ON THE REMUNERATION OF THE AUDITOR

It was resolved to pay the remuneration of the auditor according to the 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 authorised audit entity.

The Board of Directors has proposed to the Annual General Meeting that KPMG Oy Ab, authorized public accountants, to be re-elected as the auditor of the Company for the financial year 2019.

It was resolved to elect KPMG Oy Ab, authorized public accountants, as auditor of the Company. KPMG Oy Ab had notified that Mr. Lasse Holopainen, Authorised Public Accountant, acts as the responsible auditor. The auditor's term of office continues until the end of the next Annual General Meeting.

15 § AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE THE COMPANY'S OWN SHARES

The Board of Directors has proposed that the Annual General Meeting would 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 3.6% 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, to be used in the Company's incentive plans, or if according to the Board of Directors' understanding, 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.

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

It was proposed that the authorization be effective until the next Annual General Meeting, however, at most until June 30, 2020.

The Annual General Meeting decided to authorize the Board of Directors to repurchase the Company's own shares according to the proposal of the Board of Directors.

It was recorded that for this agenda item there were 1,395,983 votes against and 6,546 abstained votes given by the nominee-registered shareholders.

16 § AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE FOR A SHARE ISSUE

It was recorded that the Board of Directors had announced to withdraw its proposal regarding the share issue authorization and hence the Annual General Meeting did not make decision on this item.

17 § AMENDMENTS OF THE ARTICLES OF ASSOCIATION

The Board of Directors has proposed to the Annual General Meeting that the Articles 8, 9 and 11 of the Articles of Association be amended to read as follows:

§ 8 Auditor

The company shall have one (1) auditor which must be an auditing firm authorized by the Finnish Patent and Registration Office. The auditor's term of office expires at the end of the first Annual General Meeting following the election.

### § 9 Notice of Meeting

The notice of a General Meeting shall be published on the company's website, no earlier than three months before the record date referred to in the Finnish Limited Liability Companies Act and no later than three weeks before the General Meeting. The notice must, however, be delivered no later than nine days before the record date of the General Meeting.

### § 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. the remuneration payable to the members of the Board of Directors and the auditor;
7. the number of the members of the Board of Directors;

shall elect:

8. the members of the Board of Directors;
9. an auditor; and

shall deal with:

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

The Annual General Meeting decided to amend the Articles of Association according to the proposal of the Board of Directors.

It was recorded that for this agenda item there were 265 abstained votes by the nominee-registered shareholders.

18 § 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 at the Company's headquarters and on the Company's website within two weeks from the Annual General Meeting.

The Chairman closed the meeting at 5.35 p.m.

In fidem:

*Riikka Rannikko*  
Riikka Rannikko  
Chairman

*Susanna Tusa*  
Susanna Tusa  
Secretary

The minutes scrutinized and approved by:

*Jan Colliander*  
Jan Colliander

*Marja Riihelä*  
Marja Riihelä

## APPENDICES

APPENDIX 1	Notice to the meeting
APPENDIX 2	Summaries of the nominee-registered shareholders' voting instructions provided by the banks
APPENDIX 3	List of attendees and list of votes at the beginning of the meeting
APPENDIX 4	Annual accounts documents
APPENDIX 5	Auditor's report