

Nokian Tyres plc Stock Exchange Release March 15, 2019 10:00 a.m.

## **Notice to the Annual General Meeting**

The shareholders of Nokian Tyres plc are invited to the Annual General Meeting to be held on Tuesday April 9, 2019 at 4:00 p.m. in the Pieni Sali conference room 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 2:30 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 scrutinize 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 financial statements, the Report of the Board of Directors and the Auditors' Report for the year 2018

*- Review by the President and CEO*

7. Adoption of the financial statements for 2018
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 1.58 per share be paid for the period ending on December 31, 2018.

The dividend shall be paid to shareholders included in the shareholder list maintained by Euroclear Finland on the record date of April 11, 2019. The proposed dividend payment date is April 24, 2019.

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 Personnel and Remuneration Committee of Nokian Tyres' Board of Directors proposes to the Annual General Meeting that the fees remain unchanged. The Personnel and Remuneration Committee proposes: 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 shares in Nokian Tyres plc will be purchased at the stock exchange on behalf of the Chairman of the Board, EUR 33,750 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 22,500 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.

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 are proposed to be compensated in accordance with the Company's travel policy.

11. 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 eight (8) members be elected for the Board of Directors.

12. 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 eight members to be elected to the Board of Directors, and for all eight of the current members, Heikki Allonen, Kari Jordan, Raimo Lind, Veronica Lindholm, Inka Mero, George Rietbergen, Pekka Vauramo, and Petteri Walldén, to be re-elected for a new term of office that will end at the conclusion of the Annual General Meeting that is to be held in 2020.

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

Additional information on the Board members is available in the Company's Investor pages at [www.nokiantyres.com//board-of-directors/](http://www.nokiantyres.com//board-of-directors/)

#### 13. Resolution on the remuneration of the auditor

The Board proposes to the Annual General Meeting that fees be paid according to auditor's invoices approved by the Company.

#### 14. Election of auditor

The Board proposes to the Annual General Meeting that KPMG Oy Ab, authorized public accountants, be elected again as auditor for the 2019 financial year.

#### 15. Authorizing the Board of Directors to decide on the repurchase the company's own shares

The Board of Directors 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 3.6% of all shares in 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 in the interest of the 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 is proposed that the authorization be effective until the next Annual General Meeting of Shareholders, however at most until June 30, 2020.

#### 16. Authorizing the Board of Directors to decide for a share issue

The Board of Directors proposes that at the Annual General Meeting the Board 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 18.1 per cent 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 the provisions of the law.

Under the authorization, the Board of Directors would 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 Company's own shares shall be recognised under unrestricted equity reserve.

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

This authorization would invalidate all other Board authorizations regarding share issues and special rights.

#### 17. Amendments of the articles of association

The Board of Directors proposes amendments of the articles of associations §8, 9 ja 11 as follows:

Current wording:

##### §8 Auditor

The company shall have one auditor, which must be an authorized public accountant firm approved by the Central Chamber of Commerce. The auditor's term of office terminates at the end of the first Annual General Meeting following their election.

Proposed new wording:

##### §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.

Current wording:

##### §9 Notice of Meeting

The notice to Annual General Meeting must be published, in accordance with the Board of Directors' decision, on the company's website and in one national and one Tampere region daily newspaper, no earlier than three months before the record date referred to in Chapter 4, section 2, subsection 2 of the Finnish Companies Act and no later than three weeks before the Annual General Meeting. The invitation must, however, be delivered no later than nine days before the record date of the Meeting.

Proposed new wording:

##### §9 Notice of General 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.

Current wording:

##### §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, consisting of the Profit and Loss Account, Balance Sheet and Annual Report;
2. the Auditor's report;

shall resolve:

3. the Consolidation of the Profit and Loss Account and Balance Sheet;
4. the disposal of profit shown in 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 Auditors;
7. the number of members on the Board of Directors;

shall elect:

8. the members of the Board of Directors;
9. an Auditor.

Proposed new wording:

#### §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.

#### 18. Closing of the meeting

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

The proposals of the Board of Directors and its committee relating to the agenda of the Annual General Meeting mentioned hereinabove as well as this notice are available on Nokian Tyres plc's website at [www.nokiantyres.com/annualgeneralmeeting2019](http://www.nokiantyres.com/annualgeneralmeeting2019). The company's Financial Review, 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 15, 2019. 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 23, 2019.

Financial Statements and the Board Proposals referred to hereinabove, with Appendices, will be available at the company's 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 on the Annual General Meetings' record date March 28, 2019 in the shareholders' register of the company maintained 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, wishing to participate in the Annual General Meeting shall register for the meeting no later than April 4, 2019 at 10:00 EET, either on the internet at [www.nokiantyres.com/annualgeneralmeeting2019](http://www.nokiantyres.com/annualgeneralmeeting2019), 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 provide their name, personal identification number or business identity code, address, telephone number and the name of a possible assistant or proxy representative, as well as the personal identification

number of the said representative. Registrations must arrive before the end of the registration period. The personal data given to Nokian Tyres plc is only used in connection with the General Meeting and with the processing of related registrations.

## 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.

Any 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 from their custodian without delay the necessary instructions regarding the registration in the shareholders' register of the company, the issuing of proxy documents and registration for the Annual General Meeting. The custodian's 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 4, 2019 at 10:00 a.m. 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

Pursuant to chapter 5, section 25 of the Finnish Limited Liability 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.

On the date of this notice to the Annual General Meeting, March 15, 2019, Nokian Tyres plc has a total of 138,066,899 shares and votes.

Nokian Tyres plc  
The Board of Directors

Further information:  
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SVP, Corporate Communications and Investor Relations

Distribution: Nasdaq Helsinki Ltd, media, [www.nokiantyres.com](http://www.nokiantyres.com)