

NOTICE TO THE GENERAL MEETING

Notice is given to the shareholders of Nokian Tyres plc to the Annual General Meeting to be held on Thursday 11 April 2013 at 4:00 p.m in Sorsapuistosali of Tampere Hall at Yliopistonkatu 55, Tampere, Finland. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 3:00 p.m.

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 2012**
 › Review by the CEO
7. **Adoption of the annual accounts 2012**
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 1.45 per share be paid for the period ending on 31 December, 2012.
 The dividend shall be paid to shareholders included in the shareholder list maintained by Euroclear Finland on the record date of 16 April, 2013. The proposed dividend payment date is 26 April, 2013.
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 fee paid to the Chairman of the Board is EUR 80,000 per year, while that paid to Board members is set at EUR 40,000 per year. In addition, according to the existing practices, 50% of the annual fee be paid in cash and 50% in company shares, such that in the period from April 12 to April 30, 2013, 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.
 It is also proposed that, members of the Board are also granted an attendance fee of EUR 600 per meeting. It is proposed not to pay a separate compensation to the President and CEO for Board work.

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 six 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 the Board comprise of six members and that the six current members (Kim Gran, Hille Korhonen, Risto Murto, Hannu Penttilä, Aleksey Vlasov and Petteri Walldén) be re-elected for the one-year term. Kim Gran is the President and CEO of the company. The other Board members are independent of the company. All Board members are independent of any major shareholders of the company.
 Additional information on the proposed current Board members is available in the Investor information section of Nokian Tyres' website at www.nokiantyres.com/investors.
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 2013 financial year.

15. **Board's proposal concerning the issue of stock options**
 The Board of Directors proposes that stock options be issued by the General Meeting of Shareholders to the personnel of the Nokian Tyres Group as well as to a wholly owned subsidiary of Nokian Tyres plc.
 The Company has a weighty financial reason for the issue of stock options, since the stock options are intended to form part of the incentive and commitment program for the personnel. The purpose of the stock options is to encourage the personnel to work on a long-term basis to increase shareholder value. The purpose of the stock options is also to commit the personnel to the Company.
 The maximum total number of stock options issued will be 3,450,000 and they will be issued gratuitously. Of the stock options, 1,150,000 are marked with the symbol 2013A, 1,150,000 are marked with the symbol 2013B and 1,150,000 are marked with the symbol 2013C. The stock options entitle their owners to subscribe for a maximum total of 3,450,000 new shares in the Company or existing shares held by the Company. The stock options now issued can be exchanged for shares constituting a maximum total of 2.5 percent of all of the Company's shares and votes of the shares, after the potential share subscription, if new shares are issued in the share subscription.
 The share subscription period for stock options 2013A, will be 1 May 2015 – 31 May 2017, for stock options 2013B, 1 May 2016 – 31 May 2018 and for stock options 2013C, 1 May 2017 – 31 May 2019.
 The share subscription price for stock option 2013A is the trade volume weighted average quotation of the Company's share on NASDAQ OMX Helsinki Ltd. during 1 January – 30 April 2013, for stock option 2013B, the trade volume weighted average quotation of the share on NASDAQ OMX Helsinki Ltd. during 1 January – 30 April 2014, and for stock option 2013C, the trade volume weighted average quotation of the share on NASDAQ OMX Helsinki Ltd. during 1 January – 30 April 2015. The share subscription price will be credited to the reserve for invested unrestricted equity.

The Board of Directors will decide on the distribution of stock options annually in spring 2013, 2014 and 2015.

A share ownership plan shall be incorporated with the 2013 stock options, obliging the Group's senior management to acquire the Company's shares with a proportion of the income gained from the stock options.

16. **Authorizing the Board of Directors to resolve to repurchase treasury shares**
 The Board proposes that the Annual General Meeting of Shareholders authorize the Board of Directors to resolve to repurchase a maximum of 300,000 shares in the Company by using funds in the unrestricted shareholders' equity. The proposed number of shares corresponds 0.2 per cent of all shares of the Company.
 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.
 Treasury shares can be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase).
 It is proposed that the authorization be used for purposes determined by the Board of Directors, among other things, for the Company's incentive plans.
 It is proposed that the authorization be effective until the next Annual General Meeting of Shareholders, however, at most until 11 October 2014.

17. **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/investors. 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 19 March 2013. 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 25 April, 2013.

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 28 March, 2013 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 on Monday 8 April, 2013 at 10:00 EET, either in internet www.nokiantyres.com/AGM2013, in writing to Nokian Tyres plc, Annual General Meeting, P.O. Box 20, FI-37101 Nokia, by phone at +358 10 401 7641 (from Monday to Friday 9 a.m.- 3 p.m.) or by fax at +358 10 401 7799.
 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 Helsinki, 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 8 April, 2013 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 instructions and information**
 On the date of this notice to the Annual General Meeting, 19 March, 2013, Nokian Tyres plc has a total of 132,321,930 shares and votes.

In Nokia 19th March, 2013

Nokian Tyres plc
 The Board of Directors