

Board's proposals to the Annual General Meeting

8 April, 2015

Board's proposals to the AGM

Dividend policy and payment of dividend

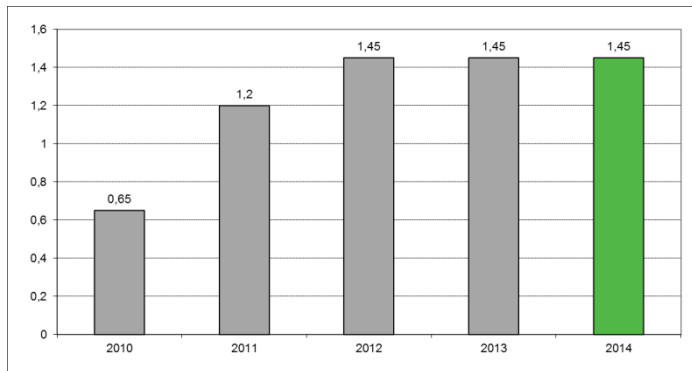
- Dividend policy: to distribute at least 35% of profit for the period in dividends.
- Parent company's distributable funds on 31 Dec 2014 were 519.1 m€, profit for 2014 was 305.3 m€, payment of dividend amounts to 193.5 m€, 325.5 m€ to be retained in shareholders' equity

The Board of Directors' proposal:

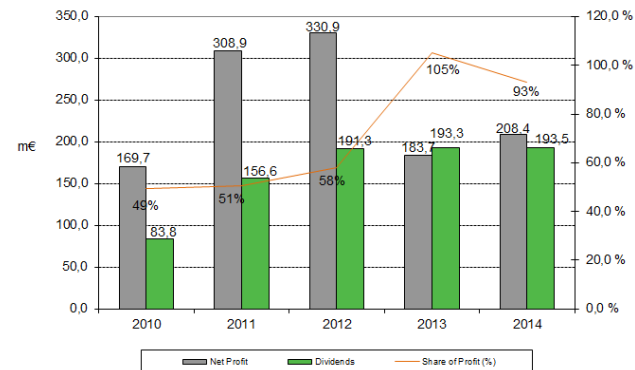
A dividend of EUR 1,45 per share be paid for the fiscal year ended 31 December 2014.

- Dividend is 93% of profit for the period.
- The dividend will be paid to shareholders who, on the record date, 10 April 2015, have been entered in the Company's shareholder register maintained by Euroclear Finland Oy.
- The payment date for the dividend is 23 April, 2015.

Dividend per share (EUR)



Net profit (M€), dividends and share of profit (%)



Board's proposals to the AGM

Remuneration of the members of the Board

The Nomination and Remuneration Committee's proposal:

Remuneration unchanged

- The fee paid to the Chairman of the Board would be EUR 80,000 per year, and the fee paid to Members of the Board EUR 40,000 per year.
- According to the existing practices, 50% of the annual fee be paid in cash and 50% in company shares to the effect that in the period from 9 April to 30 April 2015, 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.
- Each Member of the Board will receive a meeting fee of EUR 600 per each possible attended meeting.

Board's proposals to the AGM

Number of members of the Board of Directors

The Nomination and Remuneration Committee's proposal:

The Board should consist of six members.

Board's proposals to the AGM

Election of members of the Board of Directors

The Nomination and Remuneration Committee's proposal:

Six nominees for the Board

- **Hille Korhonen**
 - **Raimo Lind**
 - **Inka Mero**
 - **Hannu Penttilä and**
 - **Petteri Walldén**
(five Board members of current seven to continue) and one new member
 - **Tapio Kuula**
- The Board members are independent of the company and of any major shareholders of the company.

Board's proposals to the AGM

Board's Nomination and Remuneration Committee's nominee for the Member of the Board of Directors, 1/6

Hille Korhonen, b. 1961

Licentiate of Technology

President and CEO, Alko Inc.

Member of the Nokian Tyres Board since 2006. Member of the Nomination and Remuneration Committee.

Other simultaneous positions of trust

Member of the Board: Finnish Commerce and Lassila & Tikanoja Oy

Member of the Supervisory Board: Ilmarinen Mutual Pension Insurance Company



Board's proposals to the AGM

Board's Nomination and Remuneration Committee's nominee for the Member of the Board of Directors, 2/6



Tapio Kuula, b. 1957 – new member

M.Sc. (Econ), M.Sc. (Electrical Engineering), B.Sc. (Econ)

Key experience

2009–31 January 2015 President and CEO, Fortum Corporation; 2000-2009 President, Fortum Power and Heat Oy; 2005-2009 Senior Vice President, Fortum Corporation; 2000-2005 President, Power and Heat Sector, Fortum Oyj; 1999-2000 Senior Executive Vice President, Fortum Power and Heat Oy; 1997-1998 Executive Vice President, member of the management team and the board, Imatran Voima Oy; 1996-1997 Director, Distribution, Imatran Voima Oy; 1995-1996 Deputy Managing Director, Länsivoima Oyj; 1993-1996 Managing Director, Jyllinkosken Sähkö Oyj; 1989-1993 Managing Director, Koillis-Pohjan Sähkö Oyj; 1988-1989 Managing Director, the Energy Utility of the City of Seinäjoki

Other simultaneous positions of trust

Chairman of the Board: OAO Fortum, East Office of Finnish Industries Oy, Varma Mutual Pension Insurance Company, Fortum Foundation

Vice chairman of the Board: Northern Dimension Business Council

Member of the Board: Finnish Fair Corporation, Finnish-Russian Chamber of Commerce

Board's proposals to the AGM

Board's Nomination and Remuneration Committee's nominee for the Member of the Board of Directors, 3/6

Raimo Lind, b. 1953

M.Sc, Econ

Member of the Nokian Tyres Board since 2014. Chairman of the Audit Committee.

Other simultaneous positions of trust

Chairman of the Board: Elisa Plc

Member of the Board: Capman Credit and HiQ AB



Board's proposals to the AGM

Board's Nomination and Remuneration Committee's nominee for the Member of the Board of Directors, 4/6

Inka Mero, b. 1976

Master of Economics

Co-Founder and Chairwoman KoppiCatch Ltd

Member of the Nokian Tyres Board since 2014. Member of the Audit Committee.

Other simultaneous positions of trust

Chairman of the Board: IndoorAtlas Oy and KoppiCatch Oy

Member of the Board: Staffpoint Holding Oy and StartupSauna Foundation



Board's proposals to the AGM

Board's Nomination and Remuneration Committee's nominee for the Member of the Board of Directors, 5/6

Hannu Penttilä, b. 1953

Master of Laws

Member of the Nokian Tyres Board since 1999. Member of the Nomination and Remuneration Committee.

Other simultaneous positions of trust

Member of the Board: HC Ässät Pori Oy



Board's proposals to the AGM

Board's Nomination and Remuneration Committee's nominee for the Member of the Board of Directors, 6/6

Petteri Walldén, b. 1948
Master of Science

Member of the Nokian Tyres Board since 2005. Chairman of the Board and the Nomination and Remuneration Committee.

Other simultaneous positions of trust

Vice Chairman of the Board: Tikkurila plc

Member of the Board: Kuusakoski Group Oy, SE Mäkinen Logistics Oy, Staffpoing Holding Oy and Teleste Oyj



Board's proposals to the AGM

Remuneration of the auditor

Board's proposal:

Auditors' fees are paid according to auditor's invoices approved by Nokian Tyres.

Previous years' fees for auditing and other services:

- 2011: audit fees 510,000 €; to KPMG Oy Ab from other services 211,000 €
- 2012: audit fees 543,000 €; to KPMG Oy Ab from other services 306,000 €
- 2013: audit fees 494,000 €; to KPMG Oy Ab from other services 238,000 €
- 2014: audit fees 435,000 €; to KPMG Oy Ab from other services 266,000 €

Board's proposals to the AGM

Election of auditor

Board's proposal:

KPMG Oy Ab, authorised public accountants, be elected as auditors for the 2015 financial year.

- Auditor: KPMG Oy Ab, authorised public accountants
 - Lasse Holopainen, Authorised Public Accountant
- According to Audit Act the aggregate duration of audit terms of Authorised Public Accountant can not exceed seven years
- KPMG was elected as Auditor in 2012 after competitive bidding