

**BOARD'S PROPOSALS TO THE
ANNUAL GENERAL MEETING**

7 April, 2011

BOARD'S PROPOSALS TO THE AGM

Dividend policy and payment of dividend

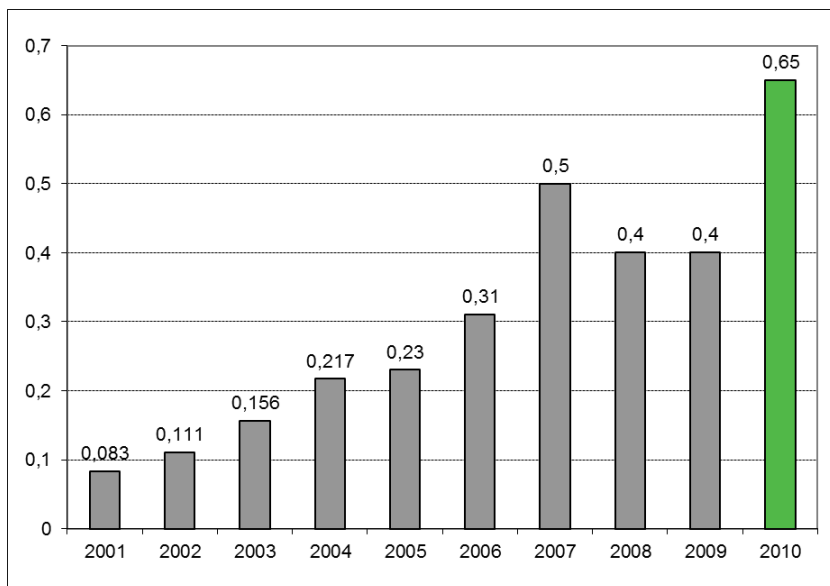
- Dividend policy: to distribute at least 35% of net profit in dividends
- Parent company's distributable funds on 31 Dec 2010 were 162,4 m€, payment of dividend amounts to 83.8 m€, 78.6 m€ to be retained in shareholders' equity
- Parent company's distributable funds on 31 Dec 2011 will be approximately 280 m€, including dividends from subsidiaries

The Board of Directors' proposal:

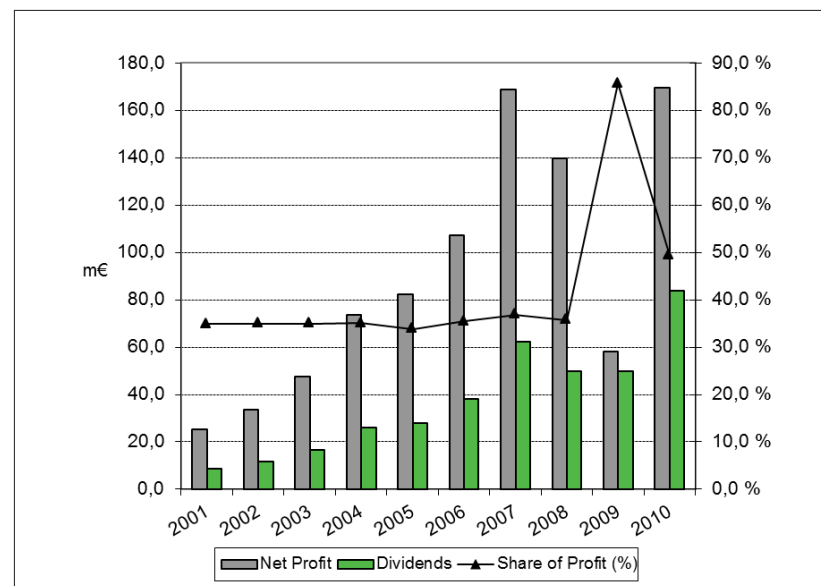
A dividend of EUR 0,65 per share be paid for the fiscal year ended 31 December 2010.

- Dividend is 48,5% of net profit
- The dividend will be paid to shareholders who, on the record date, 12 April 2011, have been entered in the Company's shareholder register maintained by Euroclear Finland Oy.
- The payment date for the dividend: 27 April 2011.

Dividend per share (EUR)



Net profit and dividends



BOARD'S PROPOSALS TO THE AGM

Remuneration of the members of the Board

The Nomination and Remuneration Committee's proposal:

Remuneration to remain unchanged

- The fee paid to the Chairman of the Board is EUR 70,000 per year, and the fee paid to Members of the Board EUR 35,000 per year
- 60% of the annual fee be paid in cash and 40% in company shares to the effect that in the period from 8 April to 29 April 2011, EUR 28,000 worth of Nokian Tyres plc shares will be purchased at the stock exchange on behalf of the Chairman of the Board and EUR 14,000 worth of shares on behalf of each Board Member
- Each member of the Board will receive a meeting fee of EUR 600 per each attended Board/Committee meeting
- It is not proposed to pay a separate compensation to the President and CEO for Board work

BOARD'S PROPOSALS TO THE AGM

Number of members of the Board of Directors

The Nomination and Remuneration Committee's proposal:

Board comprises of six members

BOARD'S PROPOSALS TO THE AGM

Election of members of the Board of Directors

The Nomination and Remuneration Committee's proposal:

Five members of the Board be re-elected and one new member elected.

- Five current Board members to continue (Kim Gran, Hille Korhonen, Hannu Penttilä, Petteri Walldén and Aleksey Vlasov) and new member of the board Mr. Benoit Raulin.
- Kim Gran is the President and CEO of the company. Hannu Penttilä has been a member of the Board since 1999. The other Board members are independent of the company. All Board members except Benoit Raulin are independent 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*

Kim Gran, b. 1954

Bachelor of Science on Economics

President and CEO of Nokian Tyres plc

Member of the Nokian Tyres Board since 2002.

Other simultaneous positions of trust

Chairman of the Board:

The Rubber Manufacturers' Associations

Chemical Industry Federation of Finland (Vice Chairman)

Member of the Boards:

Konecranes Plc

Finnish-Russian Chamber of Commerce (FRCC)

YIT Plc

Member of the Supervisory Board:

Ilmarinen



BOARD'S PROPOSALS TO THE AGM

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

Hille Korhonen, b. 1961

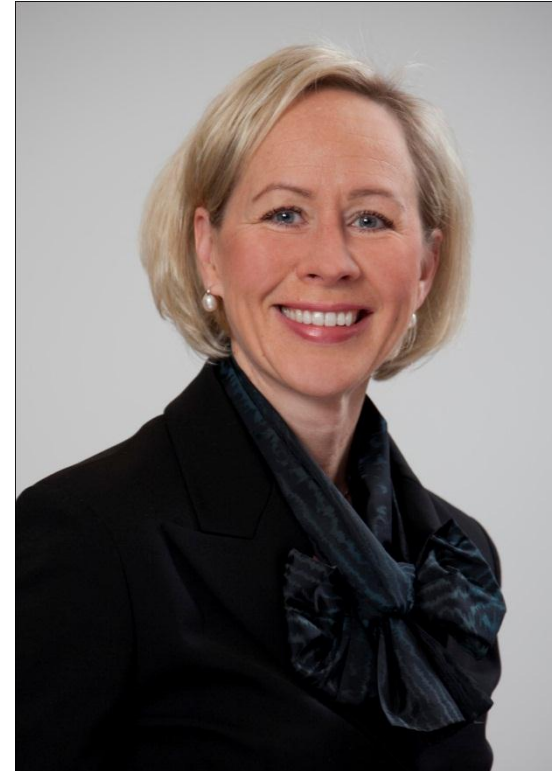
Licentiate of Technology

VP Operations, Fiskars Corporation

Member of the Nokian Tyres Board
since 2006.

Other simultaneous positions of trust

Member of the Board:
Lassila&Tikanoja Oy



BOARD'S PROPOSALS TO THE AGM

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

Hannu Penttilä, b. 1953

Master of Laws

CEO, Stockmann plc

Member of the Nokian Tyres Board since 1999.

Other simultaneous positions of trust

Chairman of the Boards:

Lindex AB, Seppälä Oy

Central Chamber of Commerce of Finland

Suomen Pääomarahoitus Oy

Stockmann Russia Holding AB

Member of the Boards:

HC Ässät Pori Oy

Finnish Fair Foundation

Member of the Supervisory Boards:

Mutual Insurance Company Kaleva

Varma Mutual Pension Insurance Company

Luottokunta (Vice Chairman)



BOARD'S PROPOSALS TO THE AGM

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

Aleksey Vlasov, b. 1957

Medical doctor

Vice President, Synttech Group

Member of the Nokian Tyres Board
since 2006.



BOARD'S PROPOSALS TO THE AGM

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

Petteri Walldén, b. 1948
Master of Science

Member of the Nokian Tyres Board since 2005.

Chairman of the Board

Other simultaneous positions of trust

Vice Chairman of the Board

Tikkurila Oyj

Member of the Boards:

Alteams Oy

Comptel Oyj

eQ Oyj

Kuusakoski Group Oy

Mesera Oy

SE Mäkinen Logistics Oy

Teleste Oyj



BOARD'S PROPOSALS TO THE AGM

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

Mr. Benoit Raulin, b. 1967

Isege Business School of Management, France.
Masters in Finance and Management

Vice President, Finance and Procurement,
Bridgestone Europe

Other simultaneous positions of trust

Appointed as a Managing Director: Bridgestone
France S.A.S. (sales division), Bridgestone
Deutschland GmbH, and Bridgestone Austria
GmbH.

Member of the Board of Directors: Bridgestone
Italia S.p.A.

Bridgestone Hispania S.A.
Bridgestone UK Ltd.



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 (in round figures):

- 2006: 404,000 €, of which audit fees 293,000 €
- 2007: 431,000 €, of which audit fees 290,000 €
- 2008: 583,000 €, of which audit fees 503,000 €
- 2009: 583,000 €, of which audit fees 397,000 €
- 2010: 494,000 €, of which audit fees 407,000 €

BOARD'S PROPOSALS TO THE AGM

Election of auditor

Board's proposal:

KPMG Oy Ab, authorised public accountants, be elected as auditors for the 2011 financial year.

- Auditor: KPMG Oy Ab, authorised public accountants
 - Lasse Holopainen, Authorised Public Accountant, acting as the auditor with principal responsibility since 2006
- 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 2005 after competitive bidding
- A competitive bidding will be organized in 2012