

PROPOSALS TO THE
ANNUAL GENERAL MEETING

April 2, 2009

1. Payment of dividend

The Board of Directors will propose at the Annual General Meeting of Shareholders that a dividend of EUR 0,40 per share be paid for the fiscal year ended 31 December 2008.

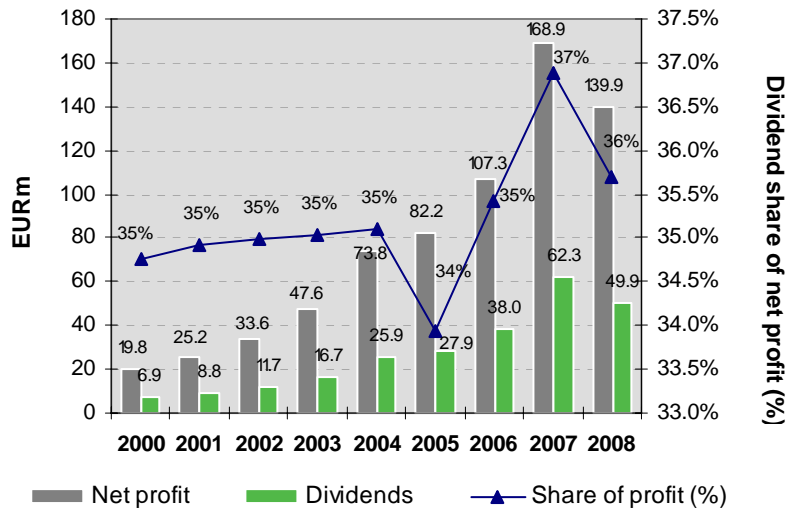
The dividend will be paid to shareholders who, on the record date, 7 April 2009, have been entered in the Company's shareholder register maintained by the Finnish Central Securities Depository Ltd.

The payment date for the dividend is proposed to be 21 April 2009.

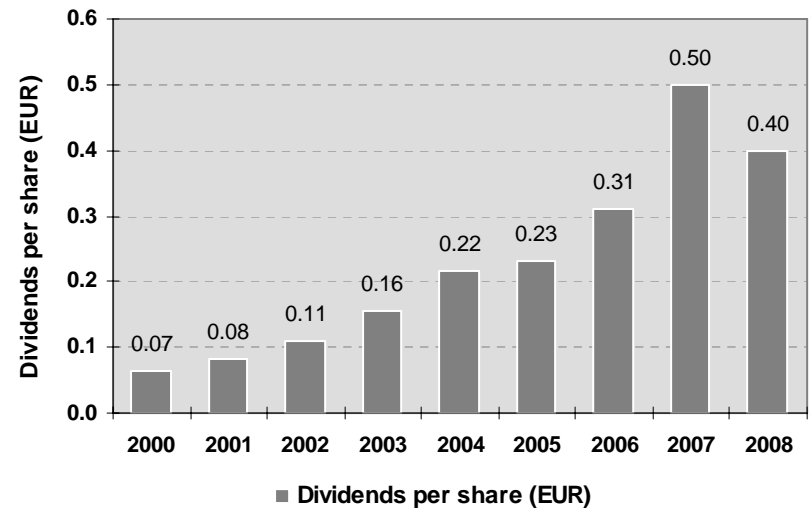
1. Payment of dividend

- Dividend policy: 35% of Net Result
- Parent company's distributable funds 202.1 m€, profit 2008 37.0 m€
- The Board of Directors propose at the Annual General Meeting of Shareholders that a dividend of EUR 0.40 per share is paid for the fiscal year 2008
 - Dividend 0,40 €/share amounting 49.9 m€, rest 152.2 m€ to be retained in shareholders' equity

Net profit (EURm) and dividends (EURm) (%)



Dividends per share (EUR)



2. Remuneration of the Members of the Board of Directors

The Board of Directors' Nomination and Remuneration Committee proposes that the monthly fee paid to the Chairman of the Board would be EUR 5,833 or EUR 70,000 per year, and the monthly fee paid to Members of the Board EUR 2,917 or EUR 35,000 per year. In addition, it will be proposed that each member of the Committee will receive a meeting fee of EUR 500 per each possible attended meeting of the Committee.

The Nomination and Remuneration Committee also proposes that according to the existing practices, 60% of the annual fee be paid in cash and 40% in company shares to the effect that in the period from 3 April to 30 April 2009, 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.

The proposal means that the final fee paid to Members of the Board would be tied to the company's share performance.

It is not proposed to pay a separate compensation to the President and CEO for Board work.

3. Number of the Members of the Board of Directors

The Board of Director's Nomination and Remuneration Committee's proposal:

A total of seven Members of the Board of Directors to be elected

3. The Board's Nomination and Remuneration Committee's nominee for the Member of the Board of Directors

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

Member of the Boards:

Finnish-Russian Chamber of Commerce (FRCC), Konecranes Plc
Chemical Industry Federation of Finland (Vice Chairman) and YIT Plc.

Member of the Supervisory Board:
Ilmarinen



3. The Board's Nomination and Remuneration Committee's nominee for the Member of the Board of Directors

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:

Mint of Finland



3. The Board's Nomination and Remuneration Committee's nominee for the Member of the Board of Directors

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 Board: Oy Hobby Hall Ab,
Lindex AB, Seppälä Oy, Suomen Pääomarahoitus Oy
and Stockmann Russia Holding

Member of the Boards: Chairman of the Board; The Central Chamber of
Commerce of Finland, Federation of Finnish Commerce (Vice President)

Member of the Supervisory Boards: Mutual Insurance Company Kaleva,
Varma Mutual Pension Insurance Company and Luottokunta (Vice President)



3. The Board's Nomination and Remuneration Committee's nominee for the Member of the Board of Directors

Aleksey Vlasov

(b. 1957), Medical doctor

Vice President, Synttech Group

Member of the Nokian Tyres Board since 2006.



3. The Board's Nomination and Remuneration Committee's nominee for the Member of the Board of Directors

Petteri Walldén

(b. 1948), Master of Science

Member of the Nokian Tyres Board since 2005.

Chairman of the Nokian Tyres Board.

Other simultaneous positions of trust:

Member of the Boards;

Alteams Oy, Empower Oy, eQ Oyj, Kuusakoski Oy, SE Mäkinen Logistics Oy and Tikkurila Oy



3. The Board's Nomination and Remuneration Committee's nominee for the Member of the Board of Directors

Kai Öistämö

(b. 1964), Doctor of Technology (Signal Processing),
Master of Science (Engineering)

Executive Vice President, Devices, Nokia

Member of the Nokian Tyres Board since 2008.



3. The Board's Nomination and Remuneration Committee's nominee for the Member of the Board of Directors

Mr. Yasuhiko Tanokashira

(s. 1956), Hitotsubashi University, Economics
Faculty, BA

Senior Vice President, Finance and
Administration, Bridgestone Europe NV/SA



4. Nominee for the Auditor

Authorised Public Accountant KPMG Oy Ab

- Lasse Holopainen, Authorised Public Accountant, acting as the auditor with principal responsibility

- Fees for auditing and other services:
 - 2004 387 t€, audit fees 263 t€
 - 2005 437 t€, audit fees 307 t€
 - 2006 404 t€, audit fees 293 t€
 - 2007 431 t€, audit fees 290 t€
 - 2008 583 t€, audit fees 503 t€

- Auditor KPMG Oy Ab, authorised public accountants
 - Lasse Holopainen, Authorised Public Accountant, acting as the auditor with principal responsibility from 2006

- According to Audit Act the aggregate duration of audit terms of Authorised Public Accountant cannot exceed seven years

- KPMG was elected as Auditor 2005 after competitive bidding