

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

8 April, 2010

BOARD'S PROPOSALS TO THE AGM

Payment of dividend

The Board of Directors' proposal:

A dividend of EUR 0,40 per share be paid for the fiscal year ended 31 December 2009.

- The dividend will be paid to shareholders who, on the record date, 13 April 2010, have been entered in the Company's shareholder register maintained by Euroclear Finland Oy.
- The payment date for the dividend: 23 April 2010.

BOARD'S PROPOSALS TO THE AGM

Payment of dividend

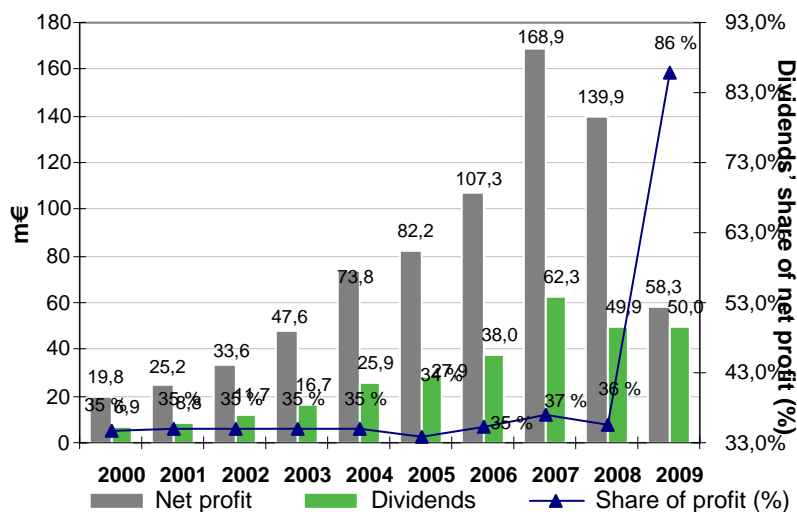
Board's proposal for payment of dividend:

- Dividend policy: 35% of Net Result; 86% in 2009
- The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0,40 per share be paid for the fiscal year 2009

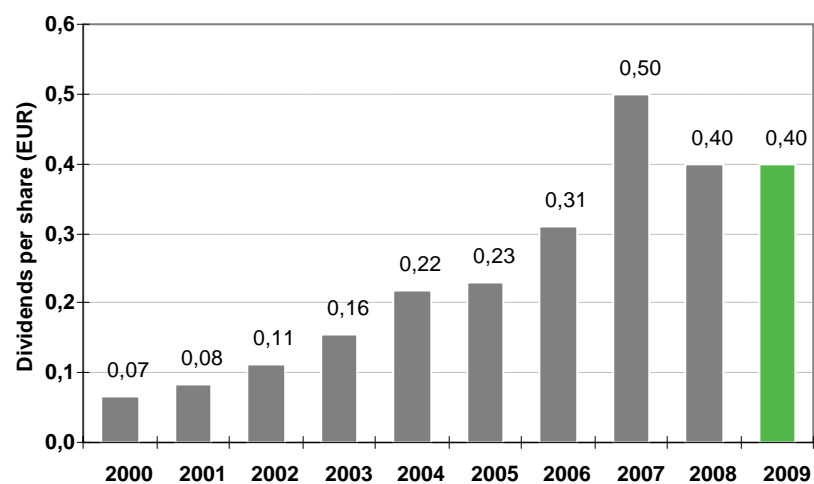
Annual General Meeting on 8 April, 2010

- Record date 13 April, 2010
- Payment Date 23 April, 2010

Net profit and dividends



Dividend per share (EUR)



BOARD'S PROPOSALS TO THE AGM

Remuneration of the members of the Board

The Nomination and Remuneration Committee's proposal:

Yearly remuneration to remain otherwise unchanged, additional meeting fee to be granted

- 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 30 April 2010, 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 seven members.

BOARD'S PROPOSALS TO THE AGM

Election of members of the Board of Directors

The Nomination and Remuneration Committee's proposal:

All seven members of the Board be re-elected.

- Current Board members to continue (Kim Gran, Hille Korhonen, Hannu Penttilä, Yasuhiko Tanokashira, Petteri Walldén, Aleksey Vlasov and Kai Öistämö)
- Kim Gran is the President and CEO of the company. The other Board members are independent of the company. All Board members except Yasuhiko Tanokashira are independent of any major shareholders of the company.

Board's Nomination and Remuneration Committee's nominee for the Member of the Board of Directors, 1/7

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 Nomination and Remuneration Committee's nominee for the Member of the Board of Directors, 2/7

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 Boards:

Lassila & Tikanoja

Mint of Finland



Board's Nomination and Remuneration Committee's nominee for the Member of the Board of Directors, 2/7

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:

Oy Hobby Hall Ab, Lindex AB, Seppälä Oy

Central Chamber of Commerce of Finland

Stockmann Russia Holding AB

Suomen Pääomarahoitus Oy

Member of the Boards:

HC Ässät Pori Oy, Finnish Fair Foundation and

Federation of Finnish Commerce (member of the
working committee)

Member of the Supervisory Boards:

Mutual Insurance Company Kaleva, Varma Mutual Pension Insurance Company,
Luottokunta (Vice Chairman)

Member of the Assembly of Delegates:

Confederation of Finnish Industries, EK



Board's Nomination and Remuneration Committee's nominee for the Member of the Board of Directors, 4/7

Aleksey Vlasov, b. 1957

Medical doctor

Vice President, Synttech Group

Member of the Nokian Tyres Board
since 2006.



Board's Nomination and Remuneration Committee's nominee for the Member of the Board of Directors, 5/7

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

Comptel Oyj

eQ Oyj

Kuusakoski Group Oy

SE Mäkinen Logistics Oy

Teleste Oyj

Tikkurila Oy (Vice Chairman)



Board's Nomination and Remuneration Committee's nominee for the Member of the Board of Directors, 6/7

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.



Board's Nomination and Remuneration Committee's nominee for the Member of the Board of Directors, 7/7

Mr. Yasuhiko Tanokashira, b. 1956

Hitotsubashi University,
Economics Faculty, BA

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

Other simultaneous positions of trust

Member of the Board of Directors:

Bridgestone Technical Center Europe S.p.A

Bridgestone Hispania S.A.

Bridgestone Italia S.p.A.

Member of the Supervisory Board:

Bridgestone Poznan Sp.z.o.o.



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:

- 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€
- 2009 583 t€, audit fees 397 t€

BOARD'S PROPOSALS TO THE AGM

Election of auditor

Board's proposal:

KPMG Oy Ab, authorised public accountants, be elected as auditors for the 2010 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

BOARD'S PROPOSALS TO THE AGM

Stock Option Plan 2010 and the management's share ownership plan

Board's proposal, Stock Option Plan 2010

- **Stock Option Plan for all employees of the company**
- **A total of 4 000 000 options in three lots**
 - **annual dilution less than one percent**
 - Subscription price 2010A: April 2010 → vest in May 2012
 - Subscription price 2010B: April 2011 → vest in May 2013
 - Subscription price 2010C: April 2012 → vest in May 2014
- **Share subscription ends in 2 years from vesting**
- **Proportion of option income must be used for share purchases (top management)**

Board's proposal:

The article regarding the invitation to a General Meeting of shareholders be amended due to an amendment to the Finnish Companies Act now in effect as follows:

9 § Invitation to Annual General Meeting

The invitation 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.

BOARD'S PROPOSALS TO THE AGM

Donations to universities

Board's proposal:

The Board be authorised to donate a maximum of EUR 500,000 to support universities and other institutes of higher education, and to decide on the payment schedules of donations and other terms relating to donations.