

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 8 April 2010 at 4:00 p.m. in the Small Auditorium 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 2009**
› Review by the CEO
- 7. Adoption of the annual accounts 2009**
- 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 0.40 per share be paid for the period ending on 31 December, 2009.

The dividend shall be paid to shareholders included in the shareholder list maintained by Euroclear Finland Ltd on the record date of 13 April, 2010. The proposed dividend payment date is 23 April, 2010.

- 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 Board's annual fees remain at their current level. It is also proposed that with the exception of the President and CEO, members of the Board and the Nomination and Remuneration Committee are also granted an attendance fee of EUR 600 per meeting.
Fee paid to the Chairman of the Board is EUR 70,000 per year, while that paid to Board members is set at EUR 35,000 per year. In addition, according to the existing practices, 60% of the annual fee be paid in cash and 40% in company shares, such 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. This means that the final remuneration paid to Board members is tied to the company's share performance. No separate compensation will be paid 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 seven 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 current members (Kim Gran, Hille Korhonen, Hannu Penttilä, Yasuhiko Tanokashira, Petteri Wallldén, Aleksey Vlasov and Kai Öistämö) be re-elected for the one-year term.
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 auditors' 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 auditors for the 2010 financial year.

- 15. The Board's proposal on the granting of stock options and the management's share ownership plan.**
The Board proposes that the Annual General Meeting decides on the granting of stock options to the personnel of Nokian Tyres Group and to its fully owned subsidiary on the terms outlined below.
The company has a weighty financial reason for issuing stock options since they are intended to form a part of the incentive and commitment programme for the personnel. The purpose of the issue is to encourage the personnel to work on a long-term basis to increase shareholder value. Another purpose of the stock options is to increase personnel commitment to the company. The stock options entitle their holders to subscribe for a maximum total of 4,000,000 new shares in the company. The stock options now issued can be exchanged for shares constituting a maximum total of 3 % of the company's shares and votes of the shares, after the potential share subscription.

The subscription price for stock options is based on the market price of Nokian Tyres shares in NASDAQ OMX Helsinki Oy (Helsinki Stock Exchange) in April 2010, April 2011 and April 2012.

The share subscription period for stock options 2010A shall be 1 May 2012 – 31 May 2014, for stock options 2010B, 1 May 2013 – 31 May 2015 and for stock options 2010C, 1 May 2014 – 31 May 2016.

A share ownership plan shall be incorporated with the 2010 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. The stock option plan and the management's share ownership plan have been introduced in more detail in a stock exchange release "Proposals by the board of directors of Nokian Tyres plc to the Annual General Meeting" on 11 February 2010.

- 16. Proposal by the Board of Directors to amend the Articles of Association**
The Board of Directors proposes that 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.

- 17. Proposal by the Board of Directors about donations to universities**
The Board of Directors proposes to the Annual General Meeting that 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.

18. Closing of the meeting

B. DOCUMENTS OF THE ANNUAL GENERAL MEETING

The proposals of the board of directors and its committees 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 18 March 2010. 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 22 April, 2010.

Financial Statements and the Board Proposals referred to above, with Appendices, will be available at the company headquarters at Pirkkalaiste 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 25 March, 2010 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 1 April, 2010 at 10:00 EET, either in writing to Nokian Tyres plc, Annual General Meeting, P.O. Box 20, FIN-37101 Nokia, by phone at +358 10 401 7641, by fax at +358 10 401 7799, by e-mail to yhtiokokous@nokiantyres.com, or in internet www.nokiantyres.com/AGM2010.
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 1 April, 2010 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, 12 March, 2010, Nokian Tyres plc has a total of 126,686,410 shares and votes.

in Nokia 12 March 2010

Nokian Tyres plc
The Board of Directors