

Nokian Tyres plc Stock Exchange Release March 8, 2021 at 11:20 a.m.

## **Notice to the Annual General Meeting of Nokian Tyres**

Notice is given to the shareholders of Nokian Tyres plc (“Nokian Tyres” or the “Company”) to the Annual General Meeting (the “General Meeting”) to be held on March 30, 2021 at 4:00 p.m. (EEST) at the Company’s office in Helsinki at the address Töölönlahdenkatu 3B, 00100 Helsinki, Finland.

The Company’s Board of Directors has resolved on exceptional meeting procedures based on the temporary legislative act to limit the spread of the Covid-19 pandemic (677/2020), which entered into force on October 3, 2020. In order to ensure the health and safety of the shareholders, employees and other stakeholders of the Company, the General Meeting will be organized without shareholders’ and their proxy representatives’ presence at the General Meeting venue. Shareholders can participate in the General Meeting and use their shareholder rights in connection with the General Meeting by voting in advance (either personally or through a proxy representative), by submitting counterproposals in advance and by asking questions in advance in the manner described below. Proxy representatives must also vote in advance in the manner described below. For further instructions, please refer to Section C. “Instructions for the participants in the General Meeting” of this notice.

The Chairman of the Board of Directors, the President and CEO and other management of the Company and the Auditor will not attend the General Meeting and no webcast will be provided. Pre-recorded speeches by Chairman of the Board of Directors and the Company’s President and CEO are available on the Company’s website at [www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/](http://www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/). The speeches are not a part of the General Meeting.

### **A. Matters on the Agenda of the General Meeting**

At the General Meeting, the following matters will be considered:

#### **1. Opening of the General Meeting**

#### **2. Calling the General Meeting to Order**

Attorney-at-law Mikko Heinonen will act as the Chairman of the General Meeting. If due to weighty reasons Mikko Heinonen is not able to act as the Chairman, the Board of Directors shall appoint another person it deems most suitable to act as the Chairman.

#### **3. Election of person to scrutinize the minutes and to supervise the counting of votes**

Jaana Klinga, Group General Counsel, will scrutinize the minutes and supervise the counting of votes at the General Meeting. Should Jaana Klinga for a weighty reason not be able to attend these tasks, the Company’s Board of Directors will appoint another person that it deems most suitable to scrutinize the minutes and supervise the counting of votes.

#### **4. Recording the legality of the meeting**

#### **5. Recording the attendance at the meeting and adoption of the list of votes**

Shareholders who have voted in advance in accordance with the instructions set out in this notice and who have the right to attend the General Meeting in accordance with Chapter 5, Sections 6 and 6a of the Finnish Limited Liability Companies Act will be recorded to have attended the General Meeting. The list of votes will be adopted according to the information provided by Euroclear Finland Oy.

## **6. Presentation of the financial statements, the Report of the Board of Directors and the Auditor's Report for the year 2020**

As shareholders can only participate in the General Meeting by voting in advance, the Company's Financial Review 2020 published on March 2, 2021, which includes the Company's financial statements, the Report of the Board of Directors and the Auditor's Report, and made available on the Company's website at [www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/](http://www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/), will be deemed to have been presented to the General Meeting.

## **7. Adoption of the financial statements for 2020**

## **8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

According to the financial statements for the financial year January 1–December 31, 2020, the Company's distributable funds amounted to EUR 723.1 million.

The Board of Directors proposes to the General Meeting that from the financial year January 1–December 31, 2020, a dividend of EUR 1.20 per share be paid, i.e. approximately EUR 166 million in total based on the number of shares of the Company at the time of the proposal.

The Board of Directors proposes that the dividend be paid in two instalments as follows:

- The first instalment of EUR 0.60 per share shall be paid to the shareholders who are registered in the Company's shareholder register maintained by Euroclear Finland Oy on the dividend record date of April 1, 2021. The payment date proposed by the Board of Directors for the first instalment is April 15, 2021.
- The second instalment of EUR 0.60 per share shall be paid in December 2021 to shareholders who are registered in the Company's shareholder register maintained by Euroclear Finland Oy on the dividend record date, which, together with the payment date, shall be decided by the Board of Directors in its meeting scheduled for November 2, 2021. The dividend record date for the second instalment would be November 4, 2021 and the dividend payment date December 9, 2021 at the latest.

## **9. Resolution on the discharge of the members of the Board of Directors and the President and CEO from liability**

## **10. Adoption of the Company's Remuneration Report for governing bodies**

The Board of Directors proposes to the General Meeting that it adopts, through an advisory resolution, the Company's Remuneration Report for governing bodies.

As shareholders can only participate in the General Meeting by voting in advance, the Company's Remuneration Report for the Company's governing bodies for the financial year January 1–December 31, 2020, which has been published by a stock exchange release and has also been made available on the Company's website at [www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/](http://www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/), will be deemed to have been presented to the General Meeting.

## **11. Resolution on the remuneration of the members of the Board of Directors**

The Shareholders' Nomination Board proposes to the General Meeting that the members of the Board be paid the following remuneration: to the Chairman of the Board of Directors EUR 102,500 per year; to the Deputy Chairman and to the Chairman of the Audit Committee EUR 72,500 per year each, and to members EUR 50,000 per year each.

The Shareholders' Nomination Board further proposes that 60 per cent of the annual fee be paid in cash and 40 per cent in Company shares.

For each Board and Board Committee meeting the fee is proposed to be EUR 700. For Board members resident in Europe, the fee for each meeting in Europe outside a member's home country is doubled, and for each meeting outside Europe the fee is tripled. For Board members resident outside Europe, the fee for each meeting outside a member's home country is tripled. If a member participates in a meeting via telephone or video connection, the remuneration is proposed to be EUR 700. Travel expenses are proposed to be compensated in accordance with the Company's travel policy.

## **12. Resolution on the number of members of the Board of Directors**

The Shareholders' Nomination Board proposes to the General Meeting that the number of members of the Board of Directors shall be nine (9).

## **13. Election of members of the Board of Directors**

The Shareholders' Nomination Board proposes to the General Meeting that Jukka Hienonen, Heikki Allonen, Raimo Lind, Inka Mero, George Rietbergen, Pekka Vauramo and Veronica Lindholm be re-elected as members of the Board and Christopher Ostrander and Jouko Pölönen be elected as new members of the Board for the term ending at the closing of the Annual General Meeting 2022. The Shareholders' Nomination Board further proposes that Jukka Hienonen be elected as the Chairman and Pekka Vauramo as Deputy Chairman of the Board of Directors. Of the current members, Kari Jordan has informed that he is not available for re-election to the Board of Directors.

All candidates have given their consent to the election and are independent of the Company and its major shareholders. More information on the proposed new members of the Board is available on the Company's website at [www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/](http://www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/).

## **14. Resolution on the remuneration of the auditor**

Based on the recommendation of the Board's Audit Committee, the Board of Directors proposes to the General Meeting that the auditor's fees be paid according to the auditor's reasonable invoice approved by the Company.

## **15. Election of auditor**

For the selection of the auditor for the term of 2021, Nokian Tyres organized the audit firm selection procedure in accordance with the EU Audit Regulation. Based on the recommendation of the Board's Audit Committee, the Board of Directors proposes to the General Meeting that Ernst & Young Oy, authorized public accountant firm, be elected as the Company's auditor for a term ending at the closing of the Annual General Meeting 2022. Ernst & Young Oy has notified that Mikko Järventausta, APA, will act as the principally responsible auditor.

## **16. Authorizing the Board of Directors to decide on the repurchase of the Company's own shares**

The Board of Directors proposes to the General Meeting that the Board of Directors be authorized to resolve to repurchase a maximum of 13,800,000 shares in the Company by using funds in the unrestricted shareholders' equity. The proposed number of shares corresponds to approximately 9.9 per cent of all shares in the Company.

The shares may be repurchased in order to improve the capital structure of the Company, to carry out acquisitions or other arrangements related to the Company's business, to be transferred for other purposes, or to be cancelled, to be used in the Company's incentive plans or if, according to the Board of Directors' understanding, it is in the interest of the shareholders.

The price paid for the shares repurchased under the authorization shall be based on the market price of the Company's share in public trading. The minimum price to be paid would be the lowest market price of the share quoted in public trading during the authorization period and the maximum price the highest market price quoted during the authorization period.

The Company's own shares can be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase).

It is proposed that the authorization be effective until the next Annual General Meeting of Shareholders, however at most until June 30, 2022.

The authorization would cancel the authorization given to the Board of Directors by the Annual General Meeting on April 2, 2020.

### **17. Authorizing the Board of Directors to decide on the issuance of shares and special rights entitling to shares**

The Board of Directors proposes to the General Meeting that the Board be authorized to make a decision to offer no more than 13,800,000 shares through a share issue, or by granting special rights under Chapter 10, Section 1 of the Finnish Limited Liability Companies Act that entitle to shares (including convertible bonds), on one or more occasions.

The Board may decide to issue new shares or shares held by the Company. The maximum number of shares included in the proposed authorization accounts for approximately 9.9 per cent of all shares in the Company.

The authorization includes the right to issue shares or special rights through private offering, in other words to deviate from the shareholders' pre-emptive right subject to the provisions of the law. Under the authorization, the Board of Directors would be entitled to decide on the terms and conditions of a share issue, or the granting of special rights under Chapter 10, Section 1 of the Finnish Limited Liability Companies Act, including the recipients of shares or special rights entitling to shares, and the compensation to be paid. It is proposed that this authorization be exercised for purposes determined by the Board of Directors.

The subscription price of new shares shall be recognized under unrestricted equity reserve. The consideration payable for the Company's own shares shall be recognized under unrestricted equity reserve.

It is proposed that the authorization be effective until the next Annual General Meeting of Shareholders, however at most until June 30, 2022.

The authorization would cancel the authorization given to the Board of Directors by the Annual General Meeting on April 2, 2020.

### **18. Closing of the General Meeting**

#### **B. Documents of the General Meeting**

This notice, which contains all proposals for the resolutions on the matters on the agenda of the General Meeting, is available on Nokian Tyres' website at [www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/](http://www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/). The Company's Remuneration Report as well as the electronic Financial Review 2020, including the

financial statements, the Report of the Board of Directors and the Auditor's Report, are available at [www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/](http://www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/). Copies of these documents and this notice will be sent to shareholders upon request. The minutes of the General Meeting will be available on the Company's website at [www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/](http://www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/) no later than as from April 13, 2021 onwards.

### **C. Instructions for the participants of the General Meeting**

In order to limit the spread of the Covid-19 pandemic, the General Meeting will be organized without the shareholders' and their proxy representatives' presence at the General Meeting venue. Participation over real-time telecommunications or a recording of the General Meeting will not be available. Shareholders can participate in the meeting and use their shareholder rights only by voting in advance (either personally or through a proxy representative), by submitting counterproposals in advance and by asking questions in advance in the manner described below. Proxy representatives must also vote in advance in the manner described below.

#### **1. Right to participate**

Each shareholder who is registered on the record date of the General Meeting, on March 18, 2021, in the Company's shareholders' register held by Euroclear Finland Oy, has the right to participate in the General Meeting. A shareholder, whose shares are registered on the shareholder's personal Finnish book-entry account, is registered in the Company's shareholders' register.

Instructions for holders of nominee-registered shares are set out below under Section C4 "Holders of nominee-registered shares".

#### **2. Registration and voting in advance**

Registration for the General Meeting and advance voting will begin on March 12, 2021 at 10:00 a.m. (EET). A shareholder who is registered in the Company's shareholders' register and who wishes to participate in the General Meeting, must register for the General Meeting and vote in advance no later than by March 23, 2021 at 4:00. p.m. (EET), by which time the votes must have been received.

A shareholder whose shares are registered on the shareholder's Finnish book-entry account can register and vote in advance on certain matters on the agenda of the General Meeting from March 12, 2021 at 10:00 a.m. (EET) until March 23, 2021 at 4:00 p.m. (EET) by the following means:

- a) Electronically by utilizing Euroclear's electronic general meeting service accessible at [www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/](http://www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/). Private individuals will login to the system through strong electronic identification with online banking codes or mobile confirmation. Entities will need the number of the shareholders' book-entry account together with the business ID or other identification for the login;
- b) by sending the advance voting form available on the Company's website or corresponding information to Euroclear Finland Oy, Yhtiökokous, P.O. Box 1110, FI-00101 Helsinki by letter or by email at [yhtiokokous@euroclear.eu](mailto:yhtiokokous@euroclear.eu).

The advance voting form and instructions relating to the advance voting will be available on the Company's website at [www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/](http://www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/) no later than on March 12, 2021 at 10:00 a.m. (EET). Additional information is also available by telephone in the number +358 20 770 6892 between from Monday to Friday from 9:00 a.m. to 4:00 p.m. (EET).

If a shareholder participates in the General Meeting by voting in advance in accordance with the applicable instructions before the expiry of the registration and advance voting period, this constitutes due registration for the General Meeting, provided that all information required for registration and advance voting is duly provided. No other notification of participation is required for the General Meeting.

In connection with the registration, a shareholder or a proxy representative is required to provide the requested personal information. The personal data given to Nokian Tyres by shareholders and proxy representatives is only used in connection with the General Meeting and with the processing of related necessary registrations. For further information on how Nokian Tyres processes personal data, please review Nokian Tyres' privacy notice regarding the General Meeting, which will be available at [www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/](http://www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/).

### **3. Proxy representatives and powers of attorney**

A shareholder may participate in the General Meeting by proxy. Proxy representatives must also vote in advance in the manner described in this notice. Shareholders who do not vote themselves in advance are requested, due to the Covid-19 pandemic, to exercise the shareholder's rights through centralized proxy representation designated by the Company by authorizing Master of Laws Viola Valtanen from Hannes Snellman Attorneys Ltd, or a person appointed by her, to represent them at the General Meeting in accordance with the shareholder's voting instructions. Authorizing the designated proxy representative will not incur any costs for the shareholder, excluding possible postal fees for proxy documents. Further information on the designated proxy representative is available on the following website:

<https://www.hannessnellman.com/people/all/viola-valtanen/>.

Shareholders may also participate in the General Meeting and exercise their rights at the meeting through another proxy representative. A proxy representative must produce a dated proxy document or otherwise, in a reliable manner, demonstrate his/her right to represent the shareholder at the General Meeting. If a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares in different book-entry accounts, the shares, by which each proxy representative represents the shareholder, shall be identified in connection with the registration for the General Meeting.

Proxy and voting instruction templates will be available on the Company's website at [www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/](http://www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/) as from March 12, 2021 onwards. Possible proxy documents shall be delivered primarily through email to [yhtiokokous@nokiantyres.com](mailto:yhtiokokous@nokiantyres.com) or as originals by regular mail to the address Nokian Tyres, Pirkkalaistie 7 (P.O. Box 20), 37101 Nokia, Finland before the end of the registration and advance voting period, by which time the proxy documents must have been received.

If a shareholder delivers a proxy to the Company in accordance with the applicable instructions before the expiry of the registration and advance voting period, this constitutes due registration for the General Meeting, provided that all required information is included in the proxy documents. In addition, proxy representatives must also vote in advance in the manner described in this notice.

Further information will also be available on the Company's website at [www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/](http://www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/).

### **4. Holders of nominee-registered shares**

A holder of nominee-registered shares has the right to participate in the General Meeting by virtue of such shares, based on which the shareholder on the record date of the General Meeting, on March 18, 2021, would be entitled to be registered in the Company's shareholders' register held by

Euroclear Finland Oy. The right to participate in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Oy at the latest by March 25, 2021 at 10:00 a.m. (EET). With regard to nominee-registered shares, this constitutes due registration for the General Meeting.

A holder of nominee-registered shares is advised to request necessary instructions regarding the registration in the Company's temporary shareholders' register, the issuing of proxy documents and registration for the General Meeting from his/her custodian bank without delay. The account management organization of the custodian bank must register a holder of nominee-registered shares, who wishes to participate in the General Meeting, in the Company's temporary shareholders' register within the registration period applicable to nominee-registered shares. The account management organization of the custodian bank shall also take care of the voting in advance on behalf of the holders of nominee-registered shares within the registration period applicable to nominee-registered shares.

Further information will also be available on the Company's website at [www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/](http://www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/).

## **5. Counterproposals, right to ask questions and other information**

Shareholders representing at least one hundredth (1/100) of all the shares in the Company have the right to pose counterproposals concerning the matters on the agenda of the General Meeting to be placed for a vote. Such counterproposals shall be delivered to the Company by email to [yhtiokokous@nokiantyres.com](mailto:yhtiokokous@nokiantyres.com) at the latest by March 11, 2021 at 4:00 p.m. (EET), by which time the counterproposals must be received by the Company.

In connection with making a counterproposal, shareholders are required to provide adequate evidence of their shareholding. A counterproposal is eligible for voting at the General Meeting if the shareholders who have made the counterproposal have the right to attend the meeting and on the record date of the General Meeting represent at least one hundredth (1/100) of all shares in the Company. If a counterproposal is not eligible for voting at the General Meeting, the votes given in favour of such a counterproposal will not be taken into account. The Company will publish potential counterproposals eligible for voting on the Company's website at [www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/](http://www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/) on March 12, 2021 at the latest.

A shareholder has the right to ask questions with respect to the matters to be considered at the General Meeting pursuant to Chapter 5, Section 25 of the Finnish Limited Liability Companies Act. Such questions must be sent by email to [yhtiokokous@nokiantyres.com](mailto:yhtiokokous@nokiantyres.com) at the latest by March 18, 2021 at 4:00 p.m. (EET), by which time the questions must be received by the Company.

Such questions by shareholders, responses to such questions by the Company's Management Group as well as other counterproposals than those eligible for voting will be available on the Company's website at [www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/](http://www.nokiantyres.com/company/investors/ir-services/ir-calendar/annual-general-meetings/) on March 19, 2021 at the latest. In connection with asking questions, shareholders are required to provide adequate evidence of their shareholding.

On the date of this notice, March 8, 2021, the total number of shares in Nokian Tyres is 138,921,750, which equals 138,921,750 votes.

Changes in share ownership after the record date of the General Meeting do not affect the right to participate in the General Meeting or a shareholder's number of votes at the General Meeting.

In Helsinki, on March 8, 2021

Nokian Tyres plc  
Board of Directors

More information about the registration and voting in advance  
+358 20 770 6892 Monday-Friday between 9 a.m. and 4 p.m. EET  
[yhtiokokous@nokiantyres.com](mailto:yhtiokokous@nokiantyres.com)

Other additional information:  
Päivi Antola  
SVP, Corporate Communications and Investor Relations  
tel. +358 10 401 7327  
[yhtiokokous@nokiantyres.com](mailto:yhtiokokous@nokiantyres.com)

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