

Notice of the Annual General Meeting of Nokian Tyres plc

Nokian Tyres plc Stock Exchange Release March 17, 2025 at 2:20 p.m. (EET)

The shareholders of Nokian Tyres plc (**Nokian Tyres** or **Company**) are invited to the Annual General Meeting (**General Meeting**) to be held on May 7, 2025 at 2:00 p.m. (EEST) at Finlandia Hall, Helsinki Hall at the address Mannerheimintie 13e, 00100 Helsinki, Finland (entrance M3, from Mannerheimintie door). The reception of attendees who have registered for the meeting and distribution of voting tickets will start on 1:00 p.m. (EEST) at the meeting venue.

Shareholders may also exercise their voting rights by voting in advance or by way of proxy representation. Instructions for advance voting and authorization of proxy representatives are provided in section C of this notice to the General Meeting.

Shareholders registered for the General Meeting may also follow the meeting via a webcast. Instructions on how to follow the webcast are presented in section C of this notice and on the Company's website at company.nokiantyres.com/investors/agm-2025/. It is not possible for shareholders to ask questions, make counterproposals, otherwise speak, or vote via the webcast, and following the webcast is not considered as participation in the General Meeting or exercise of shareholders' rights. Shareholders who intend to follow the meeting via webcast and wish to exercise their voting rights are referred to vote in advance or by way of proxy representation.

A. Matters on the Agenda of the General Meeting

Information and proposals concerning the formal organizational matters in agenda items 1 to 5 are included in a separate organizational document published on Nokian Tyres' website at company.nokiantyres.com/investors/agm-2025/, which document also constitutes a part of this notice. The document will be supplemented as needed at the meeting with such information that is not available before 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**
- 3. Election of the persons to scrutinize the minutes and to supervise the counting of votes**
- 4. Recording the legality of the meeting**
- 5. Recording the attendance and adoption of the list of votes**
- 6. Presentation of the Financial Statements, the Report of the Board of Directors, the Auditor's Report and the Assurance Report on the Sustainability Statement for the year 2024**

Review by the President and CEO.

The Company's Annual Report 2024, published on March 3, 2025, which includes the Company's Financial Statements, the Report by the Board of Directors (including the Sustainability Statement), the Auditor's Report and the Assurance Report on the Sustainability Statement, is available on the Company's website at company.nokiantyres.com/investors/agm-2025/.

- 7. Adoption of the Financial Statements for 2024**

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, 2024, the Company's distributable funds amounted to EUR 773.2 million.

The Board of Directors proposes to the General Meeting that a dividend of EUR 0.25 per share be paid to shareholders who are registered in the Company's shareholder register maintained by Euroclear Finland Oy on the dividend record date of May 9, 2025. The payment date proposed by the Board of Directors is May 20, 2025.

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. The Company's Remuneration Report for governing bodies for the financial year January 1–December 31, 2024 published on March 3, 2025 is available on the Company's website at company.nokiantyres.com/investors/agm-2025/.

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

The Shareholders' Nomination Board proposes that the annual fees payable to the members of the Board of Directors elected by the General Meeting be as follows:

- EUR 115,000 to the Chair of the Board of Directors (2024: EUR 115,000)
- EUR 76,000 to the Deputy Chair of the Board of Directors and the Chairs of the Board Committees (2024: EUR 76,000)
- EUR 53,500 to the members of the Board of Directors (2024: EUR 53,500).

The Shareholders' Nomination Board further proposes that 60 percent of the annual fee be paid in cash and 40 percent in the Company's shares. The shares will be acquired from the market at a price formed in public trading directly on behalf of the members of the Board of Directors within two weeks from the release of the Company's interim report January 1–March 31, 2025. If the remuneration cannot be delivered at that time due to insider regulation or other justified reason, the Company shall deliver the shares later or pay the remuneration fully in cash.

In addition to the annual fees, it is proposed that the members of the Board of Directors elected by the General Meeting will be paid a meeting fee of EUR 700 for each Board and Board Committee meeting. For members of the Board of Directors resident in Europe, the meeting 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 members of the Board Directors resident outside Europe, the fee for each meeting outside a member's home country is tripled. If a member of the Board of Directors 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 that the Board of Directors consists of eight members including the Chair and the Deputy Chair of the Board of Directors.

13. Election of members of the Board of Directors

The Shareholders' Nomination Board proposes that the following current members of the Board of Directors be re-elected to the Board of Directors for a term ending at the end of the 2026 Annual General Meeting:

- Elina Björklund
- Susanne Hahn
- Jukka Hienonen
- Markus Korsten
- Elisa Markula
- Christopher Ostrander
- Jouko Pölönen

Antti Mäkinen is proposed to be elected as a new member to the Board of Directors.

Pekka Vauramo, currently Deputy Chair of the Board of Directors, and Reima Rytsölä, currently a member of the Board of Directors, have informed that they are not available for re-election.

Jukka Hienonen is proposed to be re-elected as the Chair of the Board of Directors and Elina Björklund elected as the Deputy Chair of the Board of Directors.

All candidates have given their consent to be elected. They have been assessed to be independent of the Company and its major shareholders; however, Antti Mäkinen is deemed independent of Solidium Oy starting from June 1, 2025.

The Shareholders' Nomination Board has considered the composition of the Board of Directors in terms of its overall structure, as well as the individual members' versatile and mutually complementary professional expertise and experience. The Shareholders' Nomination Board therefore recommends that the Board of Directors be elected as a whole.

More information on the new proposed Board member is available on the Company's website at company.nokiantyres.com/investors/agm-2025/.

14. Resolution on the remuneration of the Auditor

The Board of Directors proposes to the General Meeting that the fees of the Auditor be paid as invoiced and approved by the Company.

15. Election of the Auditor

Based on the recommendation of the Board's Audit Committee, the Board of Directors proposes to the General Meeting that Ernst & Young Oy, a firm of authorized public accountants, be re-elected as the Company's auditor for a term ending at the closing of the 2026 Annual General Meeting.

Ernst & Young Oy has notified that Mikko Järventausta, APA, would act as the principally responsible auditor.

16. Resolution on the remuneration of the Sustainability Reporting Assurance Provider

The Board of Directors proposes to the General Meeting that the fees of the Sustainability Reporting Assurance Provider be paid as invoiced and approved by the Company.

17. Election of the Sustainability Reporting Assurance Provider

Based on the recommendation of the Board's Audit Committee, the Board of Directors proposes to the General Meeting that Ernst & Young Oy, a firm of authorized sustainability auditors, be elected

as the Company's sustainability reporting assurance provider for a term ending at the closing of the 2026 Annual General Meeting.

Ernst & Young Oy has notified that Mikko Järventausta, APA, ASA, would act as the principally responsible sustainability auditor.

18. 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 decide on the repurchase of 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 percent of all the Company's shares.

The shares may be repurchased 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, 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 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 may 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, however at the latest until June 30, 2026.

The authorization would cancel the authorization given to the Board of Directors by the Annual General Meeting on April 30, 2024.

19. 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 decide on the offering of 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 of Directors 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 percent of all the Company's shares.

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, however at the latest until June 30, 2026.

The authorization would cancel the authorization given to the Board of Directors by the Annual General Meeting on April 30, 2024.

20. Authorizing the Board of Directors to decide on donations

The Board of Directors proposes to the General Meeting that the Board be authorized to resolve on donations in the aggregate maximum amount of EUR 250,000 to be made to universities, institutions of higher education or to other non-profit or similar purposes. The donations can be made in one or more instalments. The Board of Directors may decide on the donation recipients, purposes of use and other terms of the donations.

It is proposed that the authorization be effective until the next Annual General Meeting of Shareholders, however at the latest until June 30, 2026.

The authorization would cancel the authorization given to the Board of Directors by the Annual General Meeting on April 30, 2024.

21. 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, and the organizational document, are available on Nokian Tyres' website at company.nokiantyres.com/investors/agm-2025/.

The Company's Remuneration Report as well as the Annual Report 2024, including the Financial Statements, the Report of the Board of Directors (including the Sustainability Statement), the Auditor's Report and the Assurance Report on the Sustainability Statement, are available at company.nokiantyres.com/investors/agm-2025/.

The proposals for resolutions and the other above-mentioned documents are also available for review in digital form at the General Meeting. The minutes of the General Meeting will be available on the Company's website no later than May 21, 2025.

C. Instructions for the participants of the General Meeting

1. Shareholders registered in the shareholders' register

Shareholders who are registered in the Company's shareholders' register maintained by Euroclear Finland Oy on the record date of the General Meeting April 24, 2025, are entitled to participate in the General Meeting. Any shareholder whose shares are recorded in their personal Finnish book-entry account is automatically included in the Company's shareholders' register.

The registration for the General Meeting commences on March 18, 2025, at 12:00 p.m. (EET). A shareholder who is registered in the shareholders' register of the Company and wishes to participate in the General Meeting shall register for the General Meeting no later than April 29, 2025, at 4:00 p.m. (EEST), by which time the registration must be received.

Such notice of participation can be given:

- a) on the Company's website at company.nokiantyres.com/investors/agm-2025/.

Electronic registration requires strong identification of the shareholder or their legal representative or proxy with a Finnish, Swedish, or Danish bank ID, or a mobile certificate.

- b) by e-mail to Innovatics Oy at agm@innovatics.fi.

Shareholders registering by e-mail shall submit the registration and advance voting form available on the Company's website or equivalent information.

- c) by regular mail to Innovatics Oy, General Meeting / Nokian Tyres plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland.

Shareholders registering by mail shall submit the registration and advance voting form available on the Company's website or equivalent information.

- d) by phone through Innovatics Oy: +358 10 2818 909 on weekdays between 9:00 a.m. and 12:00 p.m. and between 1:00 p.m. and 4:00 p.m. (EEST). When registering by phone, a shareholder cannot vote in advance.

When registering, the shareholder and their representative are required to provide information, such as the shareholder's name, date of birth or business ID, phone number and/or e-mail, the name of an assistant or proxy representative and the proxy representative's date of birth, phone number and/or e-mail. The personal data provided to Nokian Tyres or Innovatics Oy/Inderes Oyj is only used in connection with the General Meeting and the processing of the necessary registrations related thereto.

The shareholder, their representative or proxy representative must be able to prove their identity and/or right of representation at the meeting venue upon request.

2. Holders of nominee-registered shares

A holder of nominee-registered shares has the right to participate in the General Meeting by virtue of any shares that would entitle them to be registered in the shareholders' register of the Company maintained by Euroclear Finland Oy on the record date of the General Meeting April 24, 2025. Participation also requires that the shareholder is temporarily registered in the shareholders' register held by Euroclear Finland Oy by May 2, 2025, by 10:00 a.m. (EEST) at the latest. This constitutes due registration for the General Meeting for nominee-registered shares. Changes in the shareholding after the record date of the General Meeting do not affect the right to participate in the General Meeting or the shareholder's voting rights.

A holder of nominee-registered shares is advised to request the necessary instructions from their custodian bank regarding temporary registration in the shareholders' register of the Company, the issuing of proxy documents and voting instructions, registration, and attendance at the General Meeting and advance voting without delay. The account manager of the custodian bank shall temporarily register the holder of nominee-registered shares who wishes to attend the General Meeting in the shareholders' register of the Company by the aforementioned date and time at the latest and, if necessary, arrange for advance voting on behalf of the holder of nominee-registered shares before the end of the registration period for holders of nominee-registered shares.

3. Proxy representatives and powers of attorney

A shareholder may attend the General Meeting and exercise their rights at the meeting by way of proxy representation. The proxy representative may also choose to vote in advance in the manner described in this notice. The proxy representative must authenticate to the electronic registration service personally with strong authentication, after which they will be able to register and, if necessary, vote in advance on behalf of the shareholder they represent. The shareholder's proxy

must present dated proxy documents, or otherwise in a reliable manner prove that they are entitled to represent the shareholder at the General Meeting. Proving the right to represent can be done by using the suomi.fi e-Authorizations service available in the electronic registration service.

Model proxy documents and voting instructions are available on the Company's website at company.nokiantyres.com/investors/agm-2025/. If a shareholder participates in the General Meeting through several proxies representing the shareholder with shares held in different book-entry accounts, the shares on the basis of which each proxy represents the shareholder shall be identified in connection with the registration.

Any proxy documents are requested to be submitted preferably as an attachment in connection with the electronic registration or alternatively by mail to Innovatics Oy, General Meeting / Nokian Tyres plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by e-mail to agm@innovatics.fi before the end of the registration period.

Delivery of proxy documents by the due date for the registration constitutes due registration for the General Meeting, provided that the aforementioned information required for the registration described in Section C.1. is included in the delivered documents.

4. Advance voting

A shareholder whose shares in the Company are registered in their personal Finnish book-entry account may vote in advance on certain items on the agenda of the General Meeting between March 18, 2025 at 12:00 p.m. (EET)–April 29, 2025 at 4:00 p.m. (EEST) by the following means:

- a) via the Company's website at company.nokiantyres.com/investors/agm-2025/. Login to the service is done in the same way as for registration in section C.1 of this notice.
- b) by e-mail by submitting the advance voting form available on the Company's website or equivalent information to Innovatics Oy at agm@innovatics.fi.
- c) by mail by submitting the advance voting form available on the Company's website or equivalent information to Innovatics Oy at Innovatics Oy, General Meeting / Nokian Tyres plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland.

Advance votes must be received by the time the advance voting ends. The submission of votes by mail or e-mail before the end of the registration and advance voting period shall be considered as registration for the General Meeting, provided that it contains the information required above for registration.

A shareholder who has voted in advance may not exercise the right to submit questions or demand a vote under the Finnish Limited Liability Companies Act unless they attend the General Meeting in person or by proxy at the meeting venue.

With respect to nominee registered shareholders, the advance voting is carried out by the account manager. The account manager may vote in advance on behalf of the holders of nominee-registered shares they represent, in accordance with the voting instructions given, during the registration period set for the nominee-registered shareholders.

An agenda item subject to advance voting is considered to have been presented unchanged to the General Meeting.

5. Other instructions and information

The General Meeting will be held in Finnish, and it will be simultaneously interpreted into English. The review by the President and CEO will be held in English and simultaneously interpreted into Finnish.

Shareholders registered for the General Meeting may also follow the meeting via a webcast. The link and password for following the meeting remotely will be sent no later than the day before the General Meeting by e-mail and/or SMS to the e-mail address and/or mobile phone number provided by the shareholder in connection with registration. Following the webcast is not considered as official participation in the General Meeting and it is not possible for shareholders to submit questions, make counterproposals, otherwise speak, or vote via the webcast.

Pursuant to Chapter 5, Section 25 of the Finnish Limited Liability 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 General Meeting.

On the date of this notice, March 17, 2025, the total number of shares in Nokian Tyres is 138,921,750, which equals 138,921,750 votes.

Changes in the shareholding after the record date of the General Meeting do not affect the right to participate in the General Meeting or the shareholder's voting rights.

Information about parking arrangements at Finlandia Hall is available on finlandiatalo.fi/en/finlandia-hall/location-transportation/. Nokian Tyres does not pay parking fees.

In Helsinki, on March 17, 2025

Nokian Tyres plc

Board of Directors

Further information on registration and advance voting is available by telephone during the registration period of the General Meeting by calling Innovatics Oy at +358 10 2818 909 on weekdays from 9:00 a.m. to 12:00 p.m. and from 1:00 p.m. to 4:00 p.m. (EEST) or yhtiokokous@nokiantyres.com or agm@innovatics.fi.

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