

**Notice to the Annual General Meeting**

January 23, 2009

Nokia Corporation

Stock exchange release

January 23, 2009 at 15.00 (CET +1)

Espoo, Finland - Notice is given to the shareholders of Nokia Corporation (the "Company") to the Annual General Meeting to be held on Thursday, April 23, 2009 at 3:00 p.m. at Helsinki Fair Centre, Amfi Hall, Messuaukio 1, Helsinki, Finland. The reception of persons who have registered for the Meeting will commence at 2:00 p.m.

**A. Matters on the agenda of the Annual General Meeting**

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

1. Opening of the Meeting
2. Matters of order for the Meeting
3. Election of the persons to confirm the minutes and to verify the counting of votes
4. Recording the legal convening of the Meeting and quorum
5. Recording the attendance at the Meeting and adoption of the list of votes
6. Presentation of the Annual Accounts 2008, the report of the Board of Directors and the Auditor's report for the year 2008
- Review by the CEO
7. Adoption of the Annual Accounts
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 a dividend of EUR 0.40 per share for the fiscal year 2008. The dividend will be paid to shareholders registered in the Register of Shareholders held by Finnish Central Securities Depository Ltd on the record date, April 28, 2009. The Board proposes that the dividend be paid on or about May 13, 2009.

9. Resolution on the discharge of the members of the Board of Directors and the President from liability
10. Resolution on the remuneration of the members of the Board of Directors

The Board's Corporate Governance and Nomination Committee proposes to the Annual General Meeting that the remuneration payable to the members of the Board to be elected at the Annual General Meeting for the term until the close of the Annual General Meeting in 2010 be unchanged from 2008 as follows: EUR 440 000 for the Chairman, EUR 150 000 for the Vice Chairman, and EUR 130 000 for each member. In addition, the Committee proposes that the Chairman of the Audit Committee and Chairman of the Personnel Committee will each receive an additional annual fee of EUR 25 000, and other members of the Audit Committee an additional annual fee of EUR 10 000 each. The Corporate Governance and Nomination Committee proposes that approximately 40 % of the remuneration be paid in Nokia shares purchased from the market.

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

The Board's Corporate Governance and Nomination Committee proposes to the Annual General Meeting that the number of Board members be eleven.

12. Election of members of the Board of Directors

The Board's Corporate Governance and Nomination Committee proposes to the Annual General Meeting that all current Board members be re-elected for the term until the close of the Annual General Meeting in 2010: Georg Ehrnrooth, Lalita D. Gupte, Bengt Holmström, Henning Kagermann, Olli-Pekka Kallasvuo, Per Karlsson, Jorma Ollila, Marjorie Scardino, Risto Siilasmaa and Keijo Suila. The Committee also proposes that Isabel Marey-Semper be elected as new member of the Board for the same term.







