

## NOTICE OF THE ANNUAL GENERAL MEETING

Notice is given to the shareholders of Nokia Corporation (the "Company") of the Annual General Meeting to be held on Tuesday, May 3, 2011 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 1:30 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, the report of the Board of Directors and the Auditor's report for the year 2010**  
- Review by the President and 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 2010. The dividend would be paid to shareholders registered in the Register of Shareholders of the Company on the record date of the dividend payment, May 6, 2011. The Board proposes that the dividend will be paid on or about May 20, 2011.

### 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 a term ending at the Annual General Meeting in 2012, be remain at the same level than during the past three years and be as follows: EUR 440 000 for the Chairman, EUR 150 000 for the Vice Chairman, and EUR 130 000 for each member, excluding the President and CEO if elected to the Board. 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 per cent of the remuneration be paid in Nokia shares purchased from the market, which shares shall be retained until the end of the board membership in line with the Nokia policy (except for the shares needed to offset any costs relating to the acquisition of the shares, including taxes).

### 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 the following current Nokia Board members be re-elected as members of the Board of Directors for a term ending at the Annual General Meeting in 2012: Dr. Bengt Holmström, Prof. Dr. Henning Kagermann, Per Karlsson, Isabel Marey-Semper, Jorma Ollila, Dame Marjorie Scardino and Risto Siilasmaa. The Committee also proposes that Jouko Karvinen, Helge Lund, Kari Stadhig and Stephen Elop be elected as new members of the Board for the same term.

Jouko Karvinen is CEO of Stora Enso Oyj, Helge Lund President of Statoil Group, Kari Stadhig Group CEO and President of Sampo plc and Stephen Elop President and CEO of Nokia Corporation.

### 13. **Resolution on the remuneration of the Auditor**

The Board's Audit Committee proposes to the Annual General Meeting that the external auditor to be elected at the Annual General Meeting be reimbursed according to the invoice of the auditor and in compliance with the purchase policy approved by the Audit Committee.

### 14. **Election of Auditor**

The Board's Audit Committee proposes to the Annual General Meeting that PricewaterhouseCoopers Oy be re-elected as the auditor of the Company for the fiscal year 2011.

### 15. **Authorizing the Board of Directors to resolve to repurchase the Company's own shares**

The Board proposes that the Annual General Meeting authorize the Board to resolve to repurchase a maximum of 360 million Nokia shares by using funds in the unrestricted shareholders' equity. Repurchases will reduce funds available for distribution of profits. The shares may be repurchased in order to develop the capital structure of the Company, finance or carry out acquisitions or other arrangements, settle the Company's equity-based incentive plans, be transferred for other purposes, or be cancelled. The shares may be repurchased either

- a) through a tender offer made to all the shareholders on equal terms; or
- b) through public trading by repurchasing the shares in another proportion than that of the current shareholders.

It is proposed that the authorization be effective until June 30, 2012 and terminate the corresponding authorization granted by the Annual General Meeting on May 6, 2010.

### 16. **Grant of stock options to selected personnel of Nokia**

The Board proposes that as a part of Nokia's Equity Program 2011 selected personnel of Nokia Group be granted a maximum of 35 000 000 stock options, which entitle to subscribe for a maximum of 35 000 000 Nokia shares.

The exercise prices (i.e. share subscription prices) of the stock options will be determined at time of their grant on a quarterly basis and the stock options will be divided into sub-categories based on their exercise price. The exercise price for each sub-category of stock options will equal to the trade volume weighted average price of the Nokia share on NASDAQ OMX Helsinki during the predefined period of time within the relevant quarter. The exercise price paid will be recorded in the fund for invested non-restricted equity.

Stock options in the plan may be granted until the end of 2013. The Stock options have a term of approximately six years and they will vest three or four years after the grant. The exercise period (i.e. share subscription period) will commence no earlier than July 1, 2014, and terminate no later than December 27, 2019.

### 17. **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 the Company's website at [www.nokia.com/agm](http://www.nokia.com/agm). The "Nokia in 2010" document, which includes the Company's annual accounts, the review of the Board of Directors and the auditor's report, is available on the above-mentioned website on week 13. The proposals of the Board of Directors and the annual accounts will also be available at the Meeting. Copies of these documents and of this notice will be sent to shareholders upon request.

#### C. **Instructions for the participants in the Annual General Meeting**

##### 1. **The right to participate and registration**

Each shareholder, who is registered on April 19, 2011 in the Register of Shareholders of the Company, has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her Finnish book-entry account, is registered in the Register of Shareholders of the Company. A shareholder, who wishes to participate in the Annual General Meeting, may register for the Meeting by giving a prior notice of participation no later than on April 27, 2011 at 4:00 p.m. (Finnish time) by which time the registration needs to arrive in the Company. Such notice can be given:

- a) through Nokia's website at [www.nokia.com/agm](http://www.nokia.com/agm);
- b) by telephone to +358 7180 34700 from Monday to Friday at 10:00 a.m. to 4:00 p.m. (Finnish time);
- c) by telefax to +358 7180 38984; or
- d) by letter to the Registry of Shareholders, Nokia Corporation, P.O. Box 226, FI-00045 NOKIA GROUP.

In connection with the registration, a shareholder shall notify his/her name, personal identification number, address, telephone number, the name of a possible assistant and the name and the personal identification number of a possible proxy representative.

##### 2. **Advance Voting**

A shareholder, who has a Finnish book-entry account, may vote in advance on certain items of the agenda of the Annual General Meeting through the Company's website from February 2, 2011 at 9:00 a.m. to April 27, 2011 at 4:00 p.m. Unless a shareholder voting in advance will be present in person or by proxy in the Meeting, he/she may not be able to use his/her right under the Finnish Companies Act to request information or a vote in the meeting and if decision proposals regarding certain agenda item have changed after the beginning of the advance voting period, his/her possibility to vote on such item may be restricted. The conditions and other instructions relating to the electronic advance voting may be found on the Company's website [www.nokia.com/agm](http://www.nokia.com/agm). The Finnish book-entry account number of the shareholder is needed for voting in advance.

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

A shareholder may participate in the Annual General Meeting and exercise his/her rights at the Meeting by proxy. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the Annual General Meeting. Should a shareholder participate in the 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 Annual General Meeting. Possible proxy documents should be delivered in originals to Nokia's Registry of Shareholders before the last date for registration.

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

A holder of nominee registered shares is advised without delay to request from his/her custodian bank necessary instructions regarding the registration in the Register of Shareholders of the Company, issuing of proxy documents and registration for the Annual General Meeting. The account management organization of the custodian bank will register a holder of nominee registered shares, who wants to participate in the Annual General Meeting, to be entered in the temporary Register of Shareholder of the Company at the latest on April 28, 2011 at 4:00 p.m. Further information on these matters can also be found on the Company's website [www.nokia.com/agm](http://www.nokia.com/agm).

##### 5. **Other instructions and information**

On the date of this notice to the Annual General Meeting, January 27, 2011, the total number of shares in Nokia Corporation and votes represented by such shares is 3 744 956 052.

Doors of the meeting venue will open at 1:30 p.m. The participants are kindly invited to the coffee reception before the meeting. The Meeting will be conducted in Finnish, and simultaneous translation will be available into Swedish and English.

Pursuant to chapter 5, section 25 of the Company's Act, a shareholder who is present at the Annual General Meeting has the right to request information with respect to the matters to be considered at the Meeting.

Espoo, January 27, 2011

BOARD OF DIRECTORS