

PROPOSAL BY THE BOARD OF DIRECTORS TO RECORD THE SUBSCRIPTION PRICES FOR SHARES ISSUED BASED ON STOCK OPTIONS IN THE FUND FOR INVESTED NON-RESTRICTED EQUITY

The Board proposes that the Annual General Meeting resolve that the total amount of the subscription prices paid for new shares issued after the date of the Annual General Meeting, based on stock options under the Nokia Stock Option Plans 2001, 2003 and 2005, be recorded in the fund for invested non-restricted equity.

Nokia Annual General Meeting has on March 21, 2001 (§ 17), March 27, 2003 (§ 15) and April 7, 2005 (§ 15) resolved to issue stock options. The resolutions do not include any provisions as to recording of the subscription prices for shares issued based on stock options. Such provisions were not necessary since based on the law applicable at the time, the recording was possible in one way only: the nominal value of the newly issued shares was recorded as an increase of the share capital, and the remaining part of the subscription price was recorded in the share issue premium. Under the Companies Act effective as from September 1, 2006, the issuance resolution may include a provision to record the subscription price partly or in total in the fund for invested non-restricted equity. With this proposal the Board proposes to complement the before mentioned resolutions of the Annual General Meetings and to provide that the subscription prices paid for new shares issued after the date of the Annual General Meeting based on stock options under the Nokia Stock Option Plans 2001, 2003 and 2005 be recorded in the fund for invested non-restricted equity.

In the end of 2006, the total amount of share subscription prices of unexercised stock options under the Nokia Stock Option Plans 2001, 2003 and 2005 was a maximum of EUR 1 496 966 881. Out of this amount, EUR 5 499 384 would have been recorded in the share capital, and EUR 1 491 467 497 in the share issue premium, pursuant to the previous recording practice if all the stock options had been exercised.

The Board proposes that the Annual General Meeting resolve to amend the Articles of Association to the effect that the nominal value of the Company's shares be removed. In addition, the Board proposes a reduction of the share issue premium by transferring all of the funds in the share issue premium on the date of the Annual General Meeting to the fund for invested non-restricted equity. This current proposal is in line with the before mentioned other proposals by the Board to the Annual General Meeting. The proposed recording practice would lead to a more flexible capital structure and enable a more efficient use of funds of the company.

Espoo, January 25, 2007

Board of Directors