

# NOKIA

Notice is given to the shareholders of Nokia Corporation (the "Company") of the Annual General Meeting to be held on Thursday, May 8, 2008 at 3:00 p.m. at Helsinki Fair Centre, Amfi Hall, Messuaukio 1, Helsinki, Finland. Registration of the persons who have given a prior notice to attend will commence at 2:00 p.m.

The matters specified in Article 12 of the Company's Articles of Association as well as some other matters will be on the agenda of the Meeting as follows:

**1. Presentation of the Annual Accounts and the Auditors' Report**

**2. Approval of the Annual Accounts**

**3. Distribution of the profit for the year, payment of dividend**

The Board proposes to the Annual General Meeting a dividend of EUR 0.53 per share for the fiscal year 2007. The dividend will be paid to shareholders registered in the Register of Shareholders held by Finnish Central Securities Depository Ltd on the record date, May 13, 2008. The Board proposes that the dividend be paid on or about May 27, 2008.

**4. Discharging of the Chairman, the members of the Board of Directors, and the President, from liability**

**5. Remuneration to 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 of Directors to be elected at the Annual General Meeting for the term until the close of the Annual General Meeting in 2009 be 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.

**6. Number of the 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 ten.

**7. Election of the members of the Board of Directors**

The Board's Corporate Governance and Nomination Committee proposes to the Annual General Meeting that the following current Board members: Georg Ehrnrooth, Lalita D. Gupte, Bengt Holmström, Henning Kagermann, Olli-Pekka Kallasvuo, Per Karlsson, Jorma Ollila, Marjorie Scardino and Keijo Suila, be re-elected for the term until the close of the Annual General Meeting in 2009. The Committee also proposes that Risto Siilasmaa be elected as new member of the Board for the same term.

Mr. Siilasmaa is a founder of F-Secure Corporation, which provides security services protecting consumers and businesses against computer viruses and other threats from the Internet and mobile networks. He was the President and CEO of F-Secure Corporation during 1999-2006. Currently, Mr. Siilasmaa is the Chairman of the Board of Directors of F-Secure Corporation, a Board member in Elisa Corporation, and a Board Chair or Board member in some private companies. He is also Vice Chairman of the Board of the Federation of Finnish Technology Industries.

**8. Auditor remuneration**

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 auditor's invoice, and in compliance with the purchase policy approved by the Audit Committee.

**9. Election of the Auditor**

The Board's Audit Committee proposes to the Annual General Meeting that PricewaterhouseCoopers Oy be re-elected as the Company's auditor for the fiscal year 2008.

**10. Authorization to the Board of Directors to resolve to repurchase Nokia shares**

The Board proposes that the Annual General Meeting authorize the Board to resolve to repurchase a maximum of 370 000 000 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, which includes carrying out the announced stock repurchase plan. In addition, the shares may be repurchased in order to finance or carry out acquisitions or other arrangements, to settle the Company's equity-based incentive plans, to be transferred for other purposes, or to be cancelled.

The shares can be repurchased either

a) through a tender offer made to all the shareholders on equal terms determined by the Board, in proportion to the shares held by the shareholders, and for an equal price determined by the Board; or

b) through public trading and on such stock exchanges the rules of which allow companies to trade with their own shares. In this case the shares would be repurchased in another proportion than that of the current shareholders.

It is proposed that the authorization be effective until June 30, 2009.

**Annual Accounts 2007 and the proposals by the Board and its Committees**

The proposals by the Board and its Committees presented under items 3 and 5-10 and this Notice of Meeting are available on Nokia's website at [www.nokia.com/agm](http://www.nokia.com/agm). The document Nokia in 2007 which includes the Annual Accounts of the Company, the Review by the Board of Directors and the Auditors' report is available on the same website no later than as of March 31, 2008. The proposals by the Board and the Annual Accounts are also available at the Meeting, and copies of them as well as of this Notice will be sent to shareholders upon request.

**Right to Attend and to Vote at the Meeting**

In order to attend the Meeting, a shareholder must be registered in the Register of Shareholders of Nokia, held by Finnish Central Securities Depository Ltd., on Monday, April 28, 2008. In order to attend the Meeting, shareholders who hold their shares under a name of a nominee must contact their bank, broker or other custodian to be temporarily recorded in the Register of Shareholders. The recording must be made effective no later than April 28, 2008.

**Prior Notice to Attend**

In order to attend the Meeting the shareholder must give a prior notice no later than Friday, May 2, 2008, at 4:00 p.m. (Finnish time) either

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

The notice through website, letter or telefax should arrive at the Company by 4:00 p.m. (Finnish time) on Friday, May 2, 2008.

**Advance Delivery of Proxies**

Possible proxies for representing a shareholder at the Meeting shall arrive to Nokia's Registry of Shareholders no later than Friday, May 2, 2008, at 4:00 p.m. (Finnish time).

**Conduct of the Meeting**

The Meeting will be conducted in Finnish, and simultaneous translation will be available into Swedish and English.

Espoo, January 24, 2008

BOARD OF DIRECTORS