



PROPOSAL BY THE BOARD OF DIRECTORS TO AUTHORIZE 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 560 million Nokia shares, which corresponds to less than 10 per cent of the Company's total number of shares. The repurchases under the authorization are proposed to be carried out by using funds in the unrestricted equity which means that the repurchases will reduce funds available for distribution of profits.

The price paid for the shares repurchased under the authorization shall be based on the current market price of Nokia shares on the securities markets. The minimum price to be paid would be the lowest market price of the share quoted during the authorization period and the maximum price the highest market price quoted during the authorization period.

Under the proposed authorization the shares may be repurchased in order to optimize the capital structure of the Company and are expected to be cancelled. In addition, shares may be repurchased in order to meet obligations arising from debt financial instruments that are exchangeable into equity instruments, to settle equity-based incentive plans for employees of Nokia Group or of its associated companies, or to be transferred for other purposes such as financing or carrying out acquisitions. The Company may enter into derivative, share lending or other arrangements customary in capital market practice.

The Board would decide how the shares are repurchased within the limits set by law and applicable regulations. Accordingly, the shares can be repurchased on equal terms or in another proportion than that of the shares held by current shareholders (directed repurchase) if, from the Company's perspective, weighty financial grounds exist.

It is proposed that the authorization be effective until November 23, 2018 and terminate the authorization for repurchasing the Company's shares granted by the Annual General Meeting on June 16, 2016.

The company together with its subsidiaries cannot hold more than 10 per cent of the Company's total number of shares at a given time.

March 29, 2017

Board of Directors