NOTICE OF AN EXTRAORDINARY GENERAL MEETING

Notice is given to the shareholders of Nokia Corporation (the “Company”) of an Extraordinary General Meeting to be held on Tuesday, November 19, 2013 at 2:00 p.m. at Helsinki Ice Hall, Nordenskiöldinkatu 11–13, 00250 Helsinki, Finland. The reception of persons who have registered for the Extraordinary General Meeting will commence at 12:00 noon.

A. Matters on the agenda of the Extraordinary General Meeting

At the Extraordinary General Meeting (also referred to as the “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. Proposal of the Board of Directors to confirm and approve the Sale of the Devices & Services Business

The Company has entered into a Stock and Asset Purchase Agreement, dated as of September 2, 2013 (the “Purchase Agreement”), by and between the Company and Microsoft International Holdings B.V. (“Microsoft International”), a wholly owned subsidiary of Microsoft Corporation (“Microsoft”). Under the Purchase Agreement, the Company will sell substantially all of its Devices & Services Business, including assets and liabilities to the extent primarily related thereto, to Microsoft International for an aggregate purchase price of EUR 3.79 billion in cash, subject to certain adjustments, to be paid upon the consummation of the transactions contemplated by the Purchase Agreement, which is expected to take place in the first quarter of 2014 (the transactions contemplated by the Purchase Agreement collectively the “Sale of the Devices & Services Business”). The confirmation and approval of the Company’s Extraordinary General Meeting is a condition to the consummation of the Sale of the Devices & Services Business.

The Board of Directors proposes and recommends that the Extraordinary General Meeting of Shareholders confirm and approve the Sale of the Devices & Services Business.


In addition, pursuant to a mutual patent license agreement (the “Patent License Agreement”) between the Company and Microsoft, the Company will grant Microsoft a 10-year license to certain of the Company’s patents upon consummation of the Sale of the Devices & Services Business, and Microsoft will grant the Company reciprocal rights to certain of Microsoft’s patents for use in Nokia’s HERE business and make a payment of EUR 1.55 billion in cash to the Company and, as consideration for the unilateral right to extend the term of the Patent License Agreement to perpetuity, an additional EUR 100 million payment to the Company. Additionally, Microsoft will become a strategic licensee of the HERE location platform, and will pay the Company separately for the services provided under this license. These licensing arrangements become effective upon consummation of the Sale of the Devices & Services Business. The Company is not seeking the Extraordinary General Meeting’s approval of the Patent License Agreement or the HERE licensing arrangement.

7. Closing of the Meeting

B. Documents of the Extraordinary General Meeting

The proposal of the Board of Directors, this notice and the proxy materials with more detailed information on the proposal to be voted on, including Nokia Group unaudited pro forma financial information, are available on the Company’s website at www.nokia.com/gm. The “Nokia in 2012” publication, which includes the Company’s Annual Accounts for the financial year 2012, as well as interim reports published in 2013 are also available on the above-mentioned website. The interim report for the third quarter 2013 and January –September 2013 is expected to be available on said website on October 29, 2013. The proposal of the Board of Directors, the proxy materials and the stock exchange releases dated September 3, 2013 will also be available at the Meeting. Copies of the proxy materials and of this notice will be sent to shareholders upon request.
C. Instructions for the participants in the Extraordinary General Meeting

1. The right to participate and registration
Each shareholder, who on the record date of November 7, 2013 is registered in the Register of Shareholders of the Company, has the right to participate in the Extraordinary General Meeting. A shareholder, whose shares are registered on his, her or its Finnish book-entry account, is automatically registered in the Register of Shareholders of the Company. A shareholder, who wishes to participate in the Extraordinary General Meeting, may register for the Meeting by giving a prior notice of participation no later than on November 12, 2013 at 4:00 p.m. (Finnish time) by which time the registration needs to be received by the Company. Such notice can be given:
a) through Nokia’s website at www.nokia.com/gm;
b) by telephone to +358 20 770 6870 from Monday to Friday at 09:00 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 is required to notify his or her name, personal identification number, address, telephone number, the name of any assistant to such shareholder and the name and the personal identification number of such shareholder’s possible proxy representative, if any.

2. Advance voting service
A shareholder who has a Finnish book-entry account, may vote in advance on item 6 on the agenda of the Extraordinary General Meeting through the Company’s website from September 19, 2013 to 4:00 p.m on November 12, 2013. (Finnish time). A shareholder voting in advance may not be able to exercise his, her or its right under the Finnish Companies Act to request information or a vote at the Meeting and if the proposal regarding item 6 on the agenda has changed after the beginning of the advance voting period, the shareholder’s ability to vote on the agenda item may be restricted, unless the shareholder will be present in person or represented by proxy at the Extraordinary General Meeting. The conditions and other instructions relating to the electronic advance voting may be found on the Company’s website www.nokia.com/gm. The Finnish book-entry account number of the shareholder is required for identification purposes when voting in advance.

3. Proxy representative and powers of attorney
A shareholder may participate in the Extraordinary General Meeting and exercise his, her or its rights at the Meeting by proxy. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his or her right to represent the shareholder at the Extraordinary 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 Extraordinary 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 or its custodian bank the necessary instructions regarding registration in the Register of Shareholders of the Company, issuing of proxy documents and registration for the Extraordinary General Meeting. The account management organization of the custodian bank will register a holder of nominee registered shares, who wants to participate in the Extraordinary General Meeting, in the temporary Register of Shareholders of the Company at the latest on November 14, 2013 at 4:00 p.m. (Finnish time). Further information on these matters can also be found on the Company’s website www.nokia.com/gm.

5. Other instructions and information
On the date of this Notice of the Extraordinary General Meeting, October 13, 2013, the total number of shares in Nokia Corporation and votes represented by such shares is 3 744 994 342.
Doors of the meeting venue will open at 12:00 noon. The participants are kindly invited to the coffee reception before the meeting. The Meeting will be conducted primarily in Finnish, and simultaneous translation will be available into Swedish and English, and as necessary, into Finnish.
Pursuant to Chapter 5, Section 25 of the Finnish Companies Act, a shareholder who is present at the Extraordinary General Meeting has the right to request information with respect to the matters to be considered at the Meeting.
In case it would become necessary, the Company has prepared to arrange an additional space for the Meeting, where some of the meeting participants can be directed if needed and where shareholders can, by means of video connection, exercise their shareholder rights in an equal manner with the shareholders in the main Meeting area.
This Notice replaces and cancels the Notice dated September 18, 2013 and is, with the exception of the new Meeting venue, identical in terms of Meeting content. Already made registrations for the Meeting and votes given in advance will stay valid.

October 13, 2013

BOARD OF DIRECTORS