



## 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 7, 2013 at 2:00 p.m. at Helsinki Exhibition & Convention Centre, Amfi Hall, Messuaukio 1, Helsinki, Finland. The reception of persons who have registered for the Meeting will commence at 12:30 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 review by the Board of Directors and the Auditor's report for the year 2012**

- 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 that no dividend be paid for the fiscal year 2012.
- 9. Resolution on the discharge of the members of the Board of Directors and the President and CEO 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 annual fee payable to the Board members elected at the same meeting for a term ending at the Annual General Meeting in 2014 remain at the same level as it has been for the past five years: 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 re-elected to the Board. In addition, the Committee proposes that the Chairman of the Audit Committee and the 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 director's 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 ten.

- 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 for a term ending at the Annual General Meeting in 2014: Bruce Brown, Stephen Elop, Henning Kagermann, Jouko Karvinen, Helge Lund, Mårten Mickos, Elizabeth Nelson, Risto Siilasmaa and Kari Stadigh. In addition, the Committee proposes that Elizabeth Doherty, the Chief Financial Officer of Reckitt Benckiser Group plc until March 15, 2013, be elected as a new member of the Board for the same term.

- 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 based on 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 2013.

- 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 370 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) in marketplaces by repurchasing the shares in another proportion than that of the current shareholders.

It is proposed that the authorization be effective until June 30, 2014 and terminate the corresponding authorization granted by the Annual General Meeting on May 3, 2012.

## **16. Authorization to the Board of Directors to resolve on the issuance of shares and special rights entitling to shares**

The Board proposes that the Annual General Meeting authorize the Board to resolve to issue in total a maximum of 740 million shares through issuance of shares or special rights entitling to shares (including stock options) under Chapter 10, Section 1 of the Finnish Companies Act in one or more issues during the effective period of the authorization. The Board may issue either new shares or shares held by the Company.

The Board proposes that the authorization may be used to develop the Company's capital structure, diversify the shareholder base, finance or carry out acquisitions or other arrangements, settle the Company's equity-based incentive plans, or for other purposes resolved by the Board.

It is proposed that the authorization includes the right for the Board to resolve on all the terms and conditions of the issuance of shares and such special rights, including to whom shares or special rights may be issued as well as the consideration to be paid. The authorization thereby includes the right to deviate from the shareholders' pre-emptive rights within the limits set by law.

It is proposed that the authorization be effective until June 30, 2016 and terminate the corresponding authorization granted by the Annual General Meeting on May 6, 2010.

## **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 2012" publication, which includes the Company's Annual Accounts, the review by the Board of Directors and the auditor's report, is available on the above-mentioned website in 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 on April 24, 2013 is registered 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 automatically 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 29, 2013 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 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/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 service**

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 January 30, 2013 to 4:00 p.m. on April 29, 2013. (Finnish time). 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 the necessary instructions regarding 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 May 2, 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/agm](http://www.nokia.com/agm).

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

On the date of this notice of the Annual General Meeting, January 24, 2013, 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 12:30 p.m. 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 Annual General Meeting has the right to request information with respect to the matters to be considered at the Meeting.

Espoo, January 24, 2013

BOARD OF DIRECTORS