

PROPOSAL BY THE CORPORATE GOVERNANCE AND NOMINATION COMMITTEE FOR REMUNERATION TO 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 until the close of the Annual General Meeting in 2016 remain at the same level as it has been for the past seven years:

- EUR 440 000 for the Chairman;
- EUR 150 000 for the Vice Chairman;
- EUR 130 000 for each member;
- EUR 25 000 for the Chairman of the Audit Committee and the Chairman of the Personnel Committee as an additional annual fee; and
- EUR 10 000 for each member of the Audit Committee as an additional annual fee.

The guiding principle of the Committee's proposal is to align the interests of the directors with those of the shareholders by remunerating directors primarily with Nokia shares that must be retained for the duration of the Board membership. Therefore, the Committee proposes that, in line with the Company's Corporate Governance Guidelines, approximately 40 per cent of the remuneration be paid in Nokia shares purchased from the market, or alternatively by using treasury shares held by the Company. The shares shall be retained until the end of a director's Board membership in line with the current Nokia policy (except for those shares needed to offset any costs relating to the acquisition of the shares, including taxes). The shares shall be purchased from the market on behalf of the directors, or if the Company's treasury shares are used, transferred to the directors, as soon as practicable after the Annual General Meeting. The rest of the remuneration would be payable in cash, most of which is typically used to cover taxes arising from the remuneration.

The Committee's aim is to ensure that the Company has an efficient Board of international professionals representing a diverse mix of skills and experience. Competitive Board remuneration contributes to the achievement of this target.

In determining the proposed remuneration, it is the Committee's policy to review and compare the total remuneration levels and their criteria paid in other global companies with net sales and complexity of business comparable to that of Nokia's. It is the Company's policy that the remuneration consists of an annual fee only, and that no fees for meeting attendance are paid. It is also the Company's policy that approximately 40 per cent of director compensation will be paid in the form of Company shares purchased from the market or by using treasury shares, and that each Board member shall retain all Nokia shares received as director compensation until the end of his or her Board membership (except for those shares needed to offset any costs relating to the acquisition of the shares, including taxes). In addition, it is the Company's policy that non-executive members of the Board do not participate in any of the Company's equity programs and do not receive performance shares, restricted shares or any other equity based or otherwise variable compensation for their duties as Board members.

Espoo, January 28, 2015

Board of Directors, Corporate Governance and Nomination Committee