

## PROPOSAL BY THE BOARD OF DIRECTORS OF NOKIA CORPORATION 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 Nokia shares by using funds available for distribution of profits. The shares may be repurchased under the proposed authorization in order to carry out the announced projection for a stock repurchase plan as a means to develop the capital structure of the Company. In addition, the shares may be repurchased under the proposed authorization in order to finance or carry out acquisitions or other arrangements, to grant incentives to selected members of the personnel or in connection with these, to be transferred in other ways, or to be cancelled.

In 2003, the Company has repurchased Nokia shares on the basis of the authorization given by the Annual General Meeting 2003. Nokia has repurchased a total of 94 478 500 shares equivalent to approximately EUR 1 351 000 000 through a share repurchase program.

The authorization is proposed to amount to a maximum of 230 000 000 Nokia shares with a par value of 6 cents. Purchases under the authorization may never result in the group holding more than 5 per cent of the company's registered share capital or the total voting rights. The proposed amount of shares corresponds to less than 5 per cent of the current share capital of the Company and the total voting rights. The authorization is proposed to cover repurchases as resolved by the Board either

- a) through a tender offer made to all the shareholders on equal terms determined by the Board, in relation to the holdings of the shareholders, and for an equal price determined by the Board; or
- b) through public trading and in such exchanges the rules of which entitle companies to trade with their own shares. In this case the shares would be repurchased in another proportion than that of holdings of the current shareholders. The Company may enter into derivative, share lending or other arrangements customary in capital markets practice within the limits set by law and other regulations. The repurchase price must be based on the market price of the Nokia share in public trading. The repurchase shall be carried out and settled in compliance with the rules and guidelines of the relevant exchange where the repurchase is carried out.

Repurchases will reduce the Company's distributable retained earnings.

As the maximum number of shares to be repurchased pursuant to the proposed authorization is less than 5 per cent of the share capital of the Company and the total voting rights, the repurchase will have no significant effect on the relative holdings of the other shareholders of the Company or on the voting powers among them.

The aggregate amount of shares held by the persons belonging to the category referred to in the Finnish Companies Act, Chapter 1, Section 4, Paragraph 1, together with the shares they are entitled to subscribe for on the basis of existing stock options,

corresponds to approximately 0,47 per cent of the share capital of the Company and approximately 0,48 per cent of the total voting rights. Assuming the holdings of these persons to remain unchanged until the authorization expires, and the Company to repurchase the maximum number of shares pursuant to the authorization as well as the full completion of the proposed cancellation of shares, the corresponding number will be approximately 0,48 per cent of the share capital and 0,51 per cent of the total voting rights.

It is proposed that the authorization is effective as of March 28, 2004 until March 25, 2005.

Espoo, January 22, 2004

Board of Directors