

Nokia Board of Directors convenes Annual General Meeting March 21, 2002

Nokia Board of Directors submits proposals to the Annual General Meeting on March 21, 2002

- Proposal to pay a dividend of EUR 0.27 per share
- Renewal of the authorizations of the Board to resolve to repurchase Nokia shares and to dispose Nokia shares as well as to resolve to increase the share capital

Nokia Board Nomination Committee proposal to the Annual General Meeting

- Re-election of the present members of the Board and the election of Per Karlsson as a new Board member

Proposal by the Board to distribute a dividend

Nokia Board of Directors will propose to the Annual General Meeting on March 21, 2002 that a dividend of EUR 0.27 per share be paid.

Authorizations of the Board to repurchase and dispose Nokia shares

The Board will propose that the Annual General Meeting authorize the Board to resolve to repurchase a maximum of 220 million Nokia shares using funds available for distribution of profits. The shares may be repurchased in order to develop the capital structure of the Company, to finance or carry out acquisitions or other arrangements, to be disposed in other ways, or to be cancelled. The shares may be repurchased either through a tender offer made to all shareholders on equal terms or through public trading from the market.

Furthermore, the Board will propose that it be authorized to resolve to dispose a maximum of 220 million Nokia shares at a price determined by the Board, also for consideration in kind. The authorization will also allow the Board to resolve to dispose the shares in proportion other than that of the shareholders' pre-emptive rights to the Company's shares, provided that from the Company's perspective important financial grounds exist. The shares may also be disposed through public trading.

Authorization of the Board to increase share capital

The Board will propose that the Annual General Meeting authorize the Board to resolve to increase the share capital of the Company by issuing new shares, stock options or convertible bonds in one or more issues. The increase of the share capital through share issuance, subscription of shares pursuant to stock options or conversion of convertible bonds into shares, may amount to an aggregate maximum of EUR 55.8 million or 930 million shares. Of this amount EUR 2.9 million may result from incentives granted to key personnel.

The share capital may be increased disapplying the shareholders' pre-emptive rights to the Company's shares, provided that from the Company's perspective important financial grounds exist such as financing or carrying out of an acquisition or another arrangement or granting incentives to key personnel. It is further proposed that the Board be authorized to decide that a share subscription may be made in kind or otherwise on certain terms.

It is proposed that all the authorizations be effective for a period of one year until March 21, 2003.

The Board Composition in 2002

Nomination Committee will propose to the Annual General Meeting on March 21, 2002 that the number of Board members be increased from eight to nine and that the following Board members be re-elected for a term of one year: Paul J. Collins, Georg Ehrnrooth, Bengt Holmström, Jorma Ollila, Robert F.W. van Oordt, Marjorie Scardino, Vesa Vainio and Arne Wessberg. Moreover, the Committee will propose that Per Karlsson be elected as a new member of the Board for the same term. Mr Karlsson is an independent corporate advisor based in Stockholm with previous positions in London with Enskilda Securities and The Boston Consulting Group.

The proposals by the Board of Directors will be available on Nokia's Internet pages at www.nokia.com/agm after February 11, 2002.

Further information:

Nokia Corporate Communications

Tel. +358 7180 34459

Fax +358 7180 38226

E-mail: communications.corporate@nokia.com

www.nokia.com

Nokia press subscription

First name*
Last name*
Title*
Country
E-mail*

Subscribe

*required information

Enquiries on this topic

Media enquiries

press.services@nokia.com

Tel. +358 10448 4900

Helsinki · Afternoon GMT +1 / CET