

Nokia Board of Directors convenes Annual General Meeting 2004 and projects a new stock repurchase plan

Nokia Board of Directors submits proposals to the Annual General Meeting on March 25, 2004, and projects a stock repurchase plan

- Proposal to pay a dividend of EUR 0.30 per share
- Proposal to reduce the share capital through cancellation of a minimum of 94.5 million and a maximum of 146 million shares held by the Company
- Projection for a stock repurchase plan for 2004
- Proposal to renew authorizations of the Board to resolve to increase the share capital, repurchase Nokia shares and dispose them
- Proposal to increase the capital of The Foundation of Nokia Corporation by EUR 5 million

Proposal to pay a dividend

Nokia Board of Directors will propose to the Annual General Meeting on March 25, 2004, that a dividend of EUR 0.30 per share be paid.

Projection for a stock repurchase plan for 2004

As in 2003, Nokia Board of Directors projects to repurchase Nokia shares during 2004. Therefore, the Board proposes to the Annual General Meeting a renewal of the authorization of the Board to repurchase Nokia shares, as discussed below. The requested authorization would replace the current authorization valid until March 27, 2004.

Proposal to reduce the share capital through cancellation of Nokia shares

Nokia Board of Directors will propose that the share capital be reduced through cancellation of Nokia shares held by the Company and the shares possibly repurchased until the Annual General Meeting. The Board will propose that the reduction will be effected through cancellation of the above mentioned shares, i.e. a minimum of EUR 5 668 710 and a maximum of EUR 8 760 000, corresponding to a minimum of 94 478 500 and a maximum of 146 000 000 shares, and that the amount to be cancelled be transferred from the share capital to the share issue premium. The reduction of the share capital will have no effect on the relative holdings of the other shareholders of the Company or on the voting powers among them. As of December 31, 2003, the Company held a total of 94 478 500 Nokia shares as a result of the repurchases made in 2003.

Proposal to renew authorizations of the Board

Nokia Board of Directors will propose that the Annual General Meeting authorize the Board to resolve to repurchase a maximum of 230 million Nokia shares. The shares may be repurchased in order to carry out the stock repurchase plan as a means to develop the capital structure of the Company, 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. The shares may be repurchased either through a tender offer made to all shareholders on equal terms or through public trading, including the use of certain derivative, share lending or other arrangements.

The Board will also propose that it be authorized to resolve to dispose a maximum of 230 million Nokia shares at a price determined by the Board. The authorization is proposed to allow disposal of shares in proportion other than that of the shareholders' pre-emptive rights to the Company's shares. The shares may also be disposed through public trading.

Furthermore, the Board will propose that it be authorized 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 may amount to an aggregate maximum of EUR 55.5 million or 925 million shares. Of the increase, a maximum of EUR 3 million may result from incentive plans. The total proposed amount corresponds to approximately 19.9 per cent of the currently registered share capital and the total voting rights assuming the cancellation of the maximum number of shares according to the other proposal by the Board. The Board proposes to be authorized to disapply the shareholders' pre-emptive rights to the Company's shares.

It is proposed that all authorizations be effective as of March 28, 2004 until March 25, 2005.

Nokia Board of Directors will propose to increase the share capital of The Foundation of Nokia Corporation by EUR 5 million to be used for the purpose of the Foundation to support the scientific development of the information and telecommunications technologies and to promote education in the sector. The Nokia Corporation Foundation was founded in 1995 by a resolution of the Annual General Meeting of the Company. The capital of the Foundation is currently EUR 8 million. During its existence the Foundation has awarded scholarships and other means, pursuant to its charter and closely related to Nokia's scope of business, for various research and development projects as well as for the promotion of education and post-graduate studies within information and telecommunications technology sector. Since 1995, the total amount of awards amounts to approximately EUR 2,4 million. The increase will ensure that the Foundation can continue to operate with its current long-term scope and will enable the Foundation to respond to an increasing demand for encouraging actions within research and development in the sector.

The proposals by the Board of Directors to the Annual General Meeting will be available on Nokia's Internet pages at www.nokia.com/agm as of February 10, 2004, at the latest.

For more information - Media and Investor Contacts:

Communications, tel. +358 7180 34495 or +358 7180 34900

Investor Relations, Europe, tel. +358 7180 34289

Investor Relations, US, tel. +1 972 894 4880

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