

(Translation of the original and signed document in the Finnish language. In case of discrepancy, the Finnish language prevails.)

ANNUAL GENERAL MEETING OF NOKIA CORPORATION

Time: 4 April 2023 at 1.00 p.m.

Place: Messukeskus Siipi, Rautatieläisenkatu 3, Helsinki

Present: Shareholders were present at the meeting, in person or represented by proxy, in accordance with the list of votes adopted at the meeting ([Appendix 3](#)).

In addition, all members of the Board of Directors, the President and CEO Pekka Lundmark, the Chief Financial Officer Marco Wirén, other members of the Company's senior management, the responsible auditor of the Company's auditor Marika Nevalainen, as well as technical personnel and media representatives were present at the meeting.

1 §**OPENING OF THE MEETING**

The Chair of the Board of Directors Sari Baldauf opened the meeting.

2 §**MATTERS OF ORDER FOR THE MEETING**

Attorney-at-law Mårten Knuts was elected as the Chair of the Annual General Meeting and he called Esa Niinimäki, Chief Legal Officer and Secretary of the Board of Directors to act as the secretary.

The Chair explained the procedures for handling matters on the agenda of the meeting.

It was noted that the meeting is conducted mainly in Finnish and partly in English as well as translated simultaneously into Finnish, Swedish and English.

It was noted that the Meeting is recorded on video by the Company and streamed to shareholders via a webcast. Shareholders following the webcast had the possibility to submit written questions during the meeting through the webcast platform. Following the webcast or asking questions through the webcast platform was not considered participation or exercise of shareholders' rights in the Annual General Meeting. Questions submitted through the webcast were not deemed to be presented pursuant to Chapter 5, Section 25 of the Finnish Companies Act. The written questions were considered in the Annual General Meeting in connection with each agenda item to the extent deemed appropriate by the Chair of the Meeting.

It was noted that the proposals of the Board of Directors to the Meeting had been published by a stock exchange release on 26 January 2023 and as part of the notice of the Meeting on 2 March 2023 and published in their entirety on the Company's website. It was

noted that the Company's financial statements and the Remuneration Report had been published by a stock exchange release and on the Company's website on 2 March 2023.

The Chair stated that shareholders registered in the shareholder register on the record date of the general meeting, 23 March 2023, had had the opportunity to vote in advance on agenda items 7–17 of the general meeting. Asset managers representing certain nominee-registered shareholders had also provided voting instructions on behalf of the shareholders they represent. The Chair noted that custodian banks had prior to the meeting either voted in advance or provided the Company with certain nominee registered shareholders' voting instructions. The Chair described the votes cast in the advance voting and also noted that in accordance with the Finnish Companies Act, the proposals for decisions that had been subject to advance voting are deemed to have been presented without amendments at the AGM. It was noted that if voting were necessary during the meeting, the voting instructions and advance votes of nominee-registered shareholders would be taken into account in the voting results.

It was noted that the summary lists of the voting instructions of the nominee registered shareholders and the votes cast in advance were enclosed to the Minutes ([Appendix 1](#)).

It was also noted that to the extent that opposing votes have been presented in the summary list without a counterproposal in agenda items where the proposal cannot be opposed without a counterproposal, such votes would not be taken into account as votes opposing the proposed resolution, nor would they be recorded in the relevant agenda items of the minutes as opposing votes, but as abstaining votes.

3 §

ELECTION OF A PERSON TO CONFIRM THE MINUTES AND A PERSON TO VERIFY THE COUNTING OF VOTES

Kirsi Virkki was elected to confirm the Minutes.

Kai Ollikainen was elected to verify the counting of votes.

4 §

RECORDING THE LEGAL CONVENING OF THE MEETING AND QUORUM

It was noted that the notice of the meeting had been published on the Company's website and through a stock exchange release on 2 March 2023 and the annual accounts and the proposals by the Board of Directors and its Committees had been on display on the Company's website in accordance with the Finnish Companies Act and the Securities Market Act.

It was noted that the Annual General Meeting had been convened in accordance with the Articles of Association and the Finnish Companies Act, and thus the meeting was legal.

The notice of the meeting was enclosed to the Minutes ([Appendix 2](#)).

5 §

RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES

A list of attendees as of the beginning of the meeting and a list of votes represented at the meeting were presented, according to which 108 603 shareholders were present either in person, by legal representative or by proxy. It was noted that at the beginning of the meeting, 3 189 696 421 shares and votes were represented, corresponding to 56.63% of the Company's total shares and votes (57.26% of the outstanding shares and votes).

The summary list of attendees as of the beginning of the meeting and a list of attendees were enclosed to the Minutes ([Appendix 3](#)). It was noted that the list of attendees would be adjusted to correspond to the attendance at the beginning of a possible vote.

6 §

PRESENTATION OF THE ANNUAL ACCOUNTS, THE REVIEW BY THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE FINANCIAL YEAR 2022

The President and CEO Pekka Lundmark presented a review in which he addressed the business, strategy as well as the annual accounts of the Company for the year 2022. It was recorded that the Annual General Meeting discussed the review by the President and CEO and related matters.

It was noted that the financial statements for the financial year 1 January 2022–31 December 2022, which include the income statement, balance sheet, statement of cash flow with notes, as well as the consolidated financial statements and the operating and financial review, had been presented to the Annual General Meeting. It was recorded that the annual accounts of the parent company were prepared in accordance with Finnish accounting standards and that the consolidated annual accounts were prepared in accordance with international financial reporting standards (IFRS). It was stated that the financial statement documents had been available for review on the Company's website, and they were also on display at the meeting venue and on the webcast platform.

The annual accounts documents were enclosed to the Minutes ([Appendix 4](#)).

The auditor's report was presented and enclosed to the Minutes ([Appendix 5](#)).

7 §

ADOPTION OF THE ANNUAL ACCOUNTS

The Annual General Meeting resolved to adopt the annual accounts for the financial year 2022. It was noted that, in this agenda item, the advance votes and voting instructions from nominee-registered shareholders in favor of the Board's proposal amounted to 3 116 398 515 votes (corresponding to approximately 99.68% of votes cast), opposing votes amounted to 10 030 215 votes and abstaining votes amounted to 23 394 354 votes.

(Translation of the original and signed document in the Finnish language. In case of discrepancy, the Finnish language prevails.)

8 §**RESOLUTION ON THE USE OF PROFIT SHOWN ON THE BALANCE SHEET AND AUTHORIZATION OF THE BOARD OF DIRECTORS TO DECIDE ON THE DISTRIBUTION OF DIVIDEND AND ASSETS FROM THE RESERVE FOR INVESTED UNRESTRICTED EQUITY**

It was noted that the distributable funds of the parent company according to its financial position as of 31 December 2022 amounted to approximately EUR 17 096 million, of which the profit for the financial year 2022 was EUR 378 million.

It was noted that the Board of Directors proposed to the Annual General Meeting that based on the balance sheet adopted for the financial year 2022, no dividend is distributed by a resolution of the Annual General Meeting. Instead, the Board of Directors proposed to be authorized to resolve on the distribution of an aggregate maximum of EUR 0.12 per share as dividend from the retained earnings and/or as assets from the reserve for invested unrestricted equity.

The authorization would be used to distribute dividend and/or assets from the reserve for invested unrestricted equity in four installments during the period of validity of the authorization unless the Board of Directors decides otherwise for a justified reason. The authorization would be valid until the opening of the next Annual General Meeting. The Board would make separate resolutions on the amount and timing of each distribution of the dividend and/or assets from the reserve for invested unrestricted equity so that the preliminary record and payment dates will be as set out below.

Preliminary record date	Preliminary payment date
25 April 2023	4 May 2023
25 July 2023	3 August 2023
24 October 2023	2 November 2023
30 January 2024	8 February 2024

Each installment based on the resolution of the Board of Directors will be paid to a shareholder registered in the Company's shareholders' register maintained by Euroclear Finland Ltd. on the record date of the payment.

The proposal of the Board of Directors was enclosed to the Minutes ([Appendix 6](#)).

The Annual General Meeting resolved in accordance with the proposal by the Board of Directors that no dividend is distributed based on the approved balance sheet and that the Board of Directors is authorized to resolve on the distribution of an aggregate maximum of EUR 0.12 per share as dividend from the retained earnings and/or as assets from the reserve for invested unrestricted equity during the validity of the authorization.

It was noted that, in this agenda item, the advance votes and voting instructions from nominee-registered shareholders in favor of the Board's proposal amounted to 3 126 239 965 votes (corresponding to approximately 99.25% of votes cast and abstaining votes) and the number of abstaining votes was 23 623 282.

(Translation of the original and signed document in the Finnish language. In case of discrepancy, the Finnish language prevails.)

9 §

RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE PRESIDENT AND CEO FROM LIABILITY FOR THE FINANCIAL YEAR 2022

It was noted that the discharge from liability for financial year 2022 concerned all the persons who served as members of the Board of Directors and as the President and CEO during the financial year, as follows:

Sari Baldauf, Chair of the Board of Directors;
Søren Skou, Vice Chair of the Board of Directors;
Bruce Brown, member of the Board of Directors;
Thomas Dannenfeldt, member of the Board of Directors;
Lisa Hook, member of the Board of Directors;
Jeanette Horan, member of the Board of Directors;
Edward Kozel, member of the Board of Directors;
Thomas Saueressig, member of the Board of Directors;
Carla Smits-Nusteling, member of the Board of Directors;
Kari Stadigh, member of the Board of Directors;
Kai Öistämö, member of the Board of Directors; and
Pekka Lundmark, the President and CEO.

The Annual General Meeting resolved to discharge the abovementioned members of the Board of Directors and the President and CEO from liability.

It was noted that, in this agenda item, the advance votes and voting instructions from nominee-registered shareholders in favor of the discharge from liability amounted to 3 068 689 773 votes (corresponding to approximately 98.56% of votes cast), opposing votes amounted to 44 686 969 votes and the abstaining votes amounted to 34 970 069 votes.

It was noted that during the financial year 2022, persons who served as board members and as the President and CEO were not entitled to participate in the vote on this matter.

10 §

PRESENTATION AND ADOPTION OF THE REMUNERATION REPORT

Bruce Brown, the Chair of the Personnel Committee, presented the Company's Remuneration report for the financial year 2022 to the Annual General Meeting.

It was noted that the Remuneration Report had been published by a stock exchange release on 2 March 2023, and had also been available on the Company's website and was on display at the Meeting venue and on the webcast platform.

The Remuneration Report was enclosed to the minutes as [Appendix 7](#).

It was noted that, in this agenda item, the advance votes and voting instructions from nominee-registered shareholders in favor of supporting the Remuneration Report

(Translation of the original and signed document in the Finnish language. In case of discrepancy, the Finnish language prevails.)

amounted to 2 906 783 129 votes (corresponding to approximately 93.27% of votes cast), opposing votes amounted to 209 602 208 votes and abstaining votes amounted to 33 435 126 votes.

The Annual General Meeting resolved to support the remuneration report presented to it. The resolution is advisory.

11 §

RESOLUTION ON THE REMUNERATION TO THE MEMBERS OF THE BOARD OF DIRECTORS

Kai Öistämö, the Chair of the Corporate Governance and Nomination Committee, presented the Board proposals regarding the remuneration of the Board, number of Board members and the election of Board members.

It was noted that the Board of Directors had proposed to the Annual General Meeting based on the recommendation of the Corporate Governance and Nomination Committee and in line with the Company's Remuneration Policy that the annual fee payable for a term ending at the close of the next Annual General Meeting be as follows:

- EUR 440 000 for the Chair of the Board;
- EUR 210 000 for the Vice Chair of the Board;
- EUR 185 000 for each member of the Board;
- EUR 30 000 each for the Chairs of the Audit Committee and the Personnel Committee and EUR 20 000 for the Chair of the Technology Committee as an additional annual fee; and
- EUR 15 000 for each member of the Audit Committee and Personnel Committee and EUR 10 000 for each member of the Technology Committee as an additional annual fee.

It was noted that the Board of Directors had proposed that the meeting fees for Board and Board Committee meetings remain at the current level and are paid to all Board members, including the Board Chair. The meeting fees are based on potential travel required between the Board member's home location and the location of a meeting and paid for a maximum of seven meetings per term as follows:

- EUR 5 000 per meeting requiring intercontinental travel; and
- EUR 2 000 per meeting requiring continental travel.

Only one meeting fee is paid if the travel entitling to the fee includes several meetings of the Board and the Board Committees. Moreover, it was noted that the Board of Directors had proposed that members of the Board of Directors shall be compensated for travel and accommodation expenses as well as other costs directly related to Board and Board Committee work. The meeting fees, travel expenses and other expenses would be paid in cash.

The Board of Directors had further proposed that approximately 40% of the annual fee be paid in Nokia shares either purchased from the market on behalf of the Board members or

(Translation of the original and signed document in the Finnish language. In case of discrepancy, the Finnish language prevails.)

alternatively delivered as treasury shares held by the Company. The rest of the annual fee would be paid in cash to cover taxes arising from the remuneration. The directors shall retain until the end of their directorship such number of shares that corresponds to the number of shares they have received as Board remuneration during their first three years of service in the Board.

The proposal of the Board of Directors was enclosed to the Minutes ([Appendix 8](#)).

It was noted that, in this agenda item, the advance votes and voting instructions from nominee-registered shareholders in favor of the Board's proposal amounted to 3 039 228 900 votes (corresponding to approximately 96.49% of votes cast and abstaining votes) and the number of abstaining votes was 110 599 233.

The Annual General Meeting resolved that the annual fees and meeting fees as well as compensation for travel and accommodation expenses as well as other costs directly related to Board and Committee work shall be paid in accordance with the proposal by the Board of Directors to the members of the Board of Directors who will be elected for a term starting from this Annual General Meeting and ending at the close of the next Annual General Meeting.

12 §

RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that according to the Articles of Association the Board of Directors comprises a minimum of seven and a maximum of twelve members. The current number of members of the Board of Directors is ten.

It was noted that the Board of Directors had proposed to the Annual General Meeting based on the recommendation of the Corporate Governance and Nomination Committee that the number of the members of the Board of Directors be ten (10).

The proposal of the Board of Directors was enclosed to the Minutes ([Appendix 9](#)).

The Annual General Meeting resolved in accordance with the proposal by the Board of Directors to confirm that the number of members of the Board of Directors be ten.

It was noted that, in this agenda item, the advance votes and voting instructions from nominee-registered shareholders in favor of the Board's proposal amounted to 3 124 488 520 votes (corresponding to approximately 99.20% of votes cast and abstaining votes) and the number of abstaining votes was 25 348 512.

13 §

ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Board of Directors had proposed to the Annual General Meeting based on the recommendation of the Corporate Governance and Nomination Committee that the following persons shall be re-elected as members of the Board of Directors for a

(Translation of the original and signed document in the Finnish language. In case of discrepancy, the Finnish language prevails.)

term that will begin from this Annual General Meeting and end at the close of the next Annual General Meeting:

Sari Baldauf,
Thomas Dannenfeldt,
Lisa Hook,
Jeanette Horan,
Thomas Saueressig,
Søren Skou,
Carla Smits-Nusteling, and
Kai Öistämö.

Furthermore, the Board of Directors had proposed based on the recommendation of the Corporate Governance and Nomination Committee that the following persons be elected as new members of the Board of Directors for the same term:

Timo Ahopelto, and
Elizabeth Crain.

The proposal of the Board of Directors was enclosed to the Minutes ([Appendix 9](#)).

The Annual General Meeting resolved in accordance with the proposal of the Board of Directors that the following persons be elected as members of the Board of Directors for a term beginning from this Annual General Meeting and ending at the close of the next Annual General Meeting: Sari Baldauf, Thomas Dannenfeldt, Lisa Hook, Jeanette Horan, Thomas Saueressig, Søren Skou, Carla Smits-Nusteling, Kai Öistämö, Timo Ahopelto and Elizabeth Crain.

It was noted that, in this agenda item, the advance votes and voting instructions from nominee-registered shareholders in favor of the Board's proposal and the number of shares that abstained from voting were the following:

Sari Baldauf: 3 066 336 629 votes for (corresponding to approximately 97.34% of votes cast and abstaining votes) and 83 668 139 abstaining votes,

Thomas Dannenfeldt: 3 105 690 075 votes for (corresponding to approximately 98.60% of votes cast and abstaining votes) and 44 018 268 abstaining votes,

Lisa Hook: 3 075 362 392 votes for (corresponding to approximately 97.64% of votes cast and abstaining votes) and 74 346 959 abstaining votes,

Jeanette Horan: 3 108 375 606 votes for (corresponding to approximately 98.69% of votes cast and abstaining votes) and 41 333 544 abstaining votes,

Thomas Saueressig: 3 108 723 691 votes for (corresponding to approximately 98.70% of votes cast and abstaining votes) and 40 983 693 abstaining votes,

(Translation of the original and signed document in the Finnish language. In case of discrepancy, the Finnish language prevails.)

Søren Skou: 3 062 863 202 votes for (corresponding to approximately 97.24% of votes cast and abstaining votes) and 86 845 948 abstaining votes,

Carla Smits-Nusteling: 3 108 331 073 votes for (corresponding to approximately 98.69% of votes cast and abstaining votes) and 41 379 237 abstaining votes,

Kai Öistämö: 3 107 386 180 votes for (corresponding to approximately 98.65% of votes cast and abstaining votes) and 42 425 355 abstaining votes,

Timo Ahopelto: 3 121 967 237 votes for (corresponding to approximately 99.12% of votes cast and abstaining votes) and 27 755 907 abstaining votes, and

Elizabeth Crain: 3 080 244 160 votes for (corresponding to approximately 97.79% of votes cast and abstaining votes) and 69 464 384 abstaining votes.

14 §

RESOLUTION ON THE REMUNERATION OF THE AUDITOR

It was noted that the Board of Directors had proposed to the Annual General Meeting based on the recommendation of the Audit Committee that the remuneration of the auditor to be elected for the financial year 2024 will be paid based on the invoice of the auditor, in accordance with the purchase policy approved by the Audit Committee.

The proposal of the Board of Directors was enclosed to the Minutes ([Appendix 10](#)).

The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors that the remuneration of the auditor elected for the financial year 2024 will be paid based on the invoice of the auditor, in accordance with the purchase policy approved by the Audit Committee.

It was noted that, in this agenda item, the advance votes and voting instructions from nominee-registered shareholders in favor of the Board's proposal amounted to 3 125 995 405 votes (corresponding to approximately 99.24% of votes cast and abstaining votes) and the number of abstaining votes was 23 833 789.

15 §

ELECTION OF AUDITOR FOR THE FINANCIAL YEAR 2024

It was noted that according to the Articles of Association the Company has one primary auditor that shall be an authorized public accountant. The term of the auditor is one financial year i.e. the calendar year.

It was noted that the Board of Directors had proposed to the Annual General Meeting based on the recommendation of the Audit Committee that Deloitte Oy be re-elected as the auditor of the Company for the financial year 2024.

The proposal of the Board of Directors was enclosed to the Minutes ([Appendix 11](#)).

(Translation of the original and signed document in the Finnish language. In case of discrepancy, the Finnish language prevails.)

The Annual General Meeting resolved in accordance with the proposal of the Board of Directors that Deloitte Oy shall be re-elected as the auditor of the Company for the financial year 2024. It was recorded that Deloitte Oy had informed that Authorized Public Accountant Marika Nevalainen will be the responsible auditor.

It was noted that in this agenda item, the advance votes and voting instructions from nominee-registered shareholders in favor of the Board's proposal amounted to 3 126 423 708 votes (corresponding to approximately 99.26% of votes cast and abstaining votes) and the number of abstaining votes was 23 392 923.

16 §

AUTHORIZATION TO THE BOARD OF DIRECTORS TO RESOLVE TO REPURCHASE THE COMPANY'S OWN SHARES

It was noted that the Board of Directors had proposed to the Annual General Meeting that the Annual General Meeting authorize the Board of Directors to resolve to repurchase a maximum of 550 million Nokia shares, which corresponds to less than 10% of all shares of the Company. The repurchases under the authorization were proposed to be carried out by using funds in the unrestricted equity, as resolved by the Board of Directors, which means that the repurchases will reduce the distributable funds of the Company.

The price paid for the shares under the authorization shall be based on the market price of Nokia share on the securities markets on the date of the repurchase or a price otherwise formed in a competitive process. Shares may be repurchased to be cancelled, held to be reissued, transferred further or for other purposes resolved by the Board of Directors. The Company may enter into derivative, share lending or other arrangements customary in capital market practice.

The shares may be repurchased otherwise than in proportion to the shares held by the shareholders (directed repurchase). The Board shall resolve on all other matters related to the repurchase of Nokia shares.

It was proposed that the authorization be effective until 3 October 2024 and terminate the authorization for repurchasing the Company's shares granted by the Annual General Meeting on 5 April 2022 to the extent that the Board has not previously resolved to repurchase shares based on such authorization.

The proposal of the Board of Directors was enclosed to the Minutes ([Appendix 12](#)).

The Annual General Meeting resolved, after discussion, in accordance with the proposal of the Board of Directors to authorize the Board of Directors to resolve to repurchase the Company's own shares.

It was recorded that shareholder Pekka Jaakkola (voting ticket 543) and Hannu Virtanen (voting ticket 388) opposed the proposal of the Board of Directors. No vote was requested and recording the opposition in the Minutes was deemed sufficient.

(Translation of the original and signed document in the Finnish language. In case of discrepancy, the Finnish language prevails.)

It was further noted that in this agenda item, the advance votes and voting instructions from nominee-registered shareholders in favor of the Board's proposal amounted to 3 104 578 027 votes (corresponding to approximately 98.56% of votes cast and abstaining votes and 97.33% of votes represented at the beginning of the Meeting), the number of opposing votes amounted to 43 201 991 votes and the number of abstaining votes was 2 165 629.

17 §

AUTHORIZATION TO THE BOARD OF DIRECTORS TO RESOLVE TO ISSUE SHARES AND SPECIAL RIGHTS ENTITLING TO SHARES

It was noted that the Board of Directors had proposed to the Annual General Meeting that the Annual General Meeting authorize the Board of Directors to resolve to issue in total a maximum of 550 million shares through issuance of shares or special rights entitling to shares under Chapter 10, Section 1 of the Finnish Companies Act in one or more issues during the effective period of the authorization. The Board of Directors may issue either new shares or treasury shares held by the Company. The proposed maximum amount corresponds to less than 10% of the Company's total number of shares at the time of authorization.

Shares and special rights entitling to shares may be issued in deviation from the shareholders' pre-emptive rights within the limits set by law. 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 of Directors.

It was proposed that the authorization be effective until 3 October 2024 and that the authorization terminate the authorization to the Board of Directors to issue shares and special rights entitling to shares resolved at the Annual General Meeting on 5 April 2022.

The proposal of the Board of Directors was enclosed to the Minutes ([Appendix 13](#)).

The Annual General Meeting resolved in accordance with the proposal of the Board of Directors to authorize the Board of Directors to resolve to issue shares and special rights entitling to shares.

It was noted that, in this agenda item, the advance votes and voting instructions from nominee-registered shareholders in favor of the Board's proposal amounted to 3 115 692 838 votes (corresponding to approximately 98.91% of votes cast and abstaining votes and 97.68% of votes represented at the beginning of the Meeting), the number of opposing votes amounted to 32 052 010 votes and the number of abstaining votes was 2 223 035.

18 §

CLOSING OF THE MEETING

It was noted that all decisions of the Annual General Meeting were made unanimously unless otherwise indicated in the Minutes.

The Chair noted that the items on the agenda had been attended to and that the Minutes of the meeting would be available on the Company's website as of 18 April 2023 at the latest.

The Chair announced the meeting closed at 3.34 p.m.

[Signatures on the following page]

Chair of the
Annual General Meeting:

Mårten Knuts

In fidem:

Esa Niinimäki

Minutes confirmed by:

Kirsi Virkki