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Nokia Board of Directors approves Nokia Equity Program 2009 in line with the previous years' practice

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Issuance of shares under Performance Share Plan 2006

Nokia Corporation Stock Exchange Release January 22, 2009 at 13:30 (CET +1)

Espoo, Finland - Nokia announced today that Nokia Board of Directors has approved Nokia Equity Program 2009, which, following previous years' practice, has the below structure:

- Performance Shares - offered as the main equity-based incentive to approximately 6 500 employees; - Stock options - used on a limited basis for senior managers; - Restricted Shares - only a small number granted to high potential and critical employees.

The Equity Program 2009 will focus on rewarding achievement and retaining critical talent, like Nokia equity programs of previous years. Similarly it intends to align the potential value received by the participants directly with the long-term performance of the company, thus aligning the participants' interests also with the shareholders' interests.

Under Nokia Performance Share Plan 2009, Nokia shares will be delivered provided that the Company's performance reaches at least one of the required threshold levels measured by two independent performance criteria. The performance criteria are as follows:

+---+ | Performance Criteria | Threshold | Maximum | |--+-----------+----------| | Average annual net sales growth during the | -5% | 10% | | performance period | | | |--+-----------+----------| | Earnings per share (EPS) (diluted, | EUR 1.01 | EUR 1.53 | | non-IFRS) in 2011 | | | +---+

The Performance Share Plan 2009 has a three year performance period 2009-2011.

The grant of Performance Shares in 2009 may result in an aggregate maximum payout of 18 million Nokia shares, should the maximum level for both performance criteria be met.

As part of Nokia Equity Program 2009, stock options will be granted under Nokia Stock Option Plan 2007 approved by the Annual General Meeting 2007. The total size of Nokia Stock Option Plan 2007 is 20 million stock options, which can be granted during 2007 - 2010. The grant in 2009 is planned to be maximum 7 million stock options.

Restricted Shares under Nokia Equity Program 2009 will have a three-year restriction period and the shares will be delivered mainly in 2012. The grant of Restricted Shares in 2009 may result in an aggregate maximum payout of 5 million Nokia shares.

As of December 31, 2008, the total maximum dilution effect of Nokia's equity incentives currently outstanding, assuming that the performance shares are delivered at maximum level, is approximately 2.0 per cent. The potential maximum effect of the Nokia Equity Program 2009 will be approximately another 0.6 per cent.

Issuance of shares held by the Company

Nokia Board of Directors has resolved to issue 5 200 000 Nokia shares (NOK1V) held by the Company to be used as settlement of its obligations for grants made to over 11 000 plan participants, employees of Nokia, under the Performance Share Plan 2006.

It should be noted that certain statements herein which are not historical facts, including, without limitation, those regarding: A) the timing of product, services and solution deliveries; B) our ability to develop, implement and commercialize new products, services, solutions and technologies; C) expectations regarding market growth, developments and structural changes; D) expectations regarding our mobile device volume growth, market share, prices and margins; E) expectations and targets for our results of operations; F) the outcome of pending and threatened litigation; G) expectations regarding the successful completion of contemplated acquisitions on a timely basis and our ability to achieve the set targets upon the completion of such acquisitions; and H) statements preceded by "believe," "expect," "anticipate," "foresee," "target," "estimate," "designed," "plans," "will" or similar expressions are forward-looking statements. These statements are based on management's best assumptions and beliefs in light of the information currently available to it. Because they involve risks and uncertainties, actual results may differ materially from the results that we currently expect. Factors that could cause these differences include, but are not limited to: 1) the deteriorating global economic conditions and the related financial crisis and their impacts on us, our customers, suppliers, and collaborative partners; 2) competitiveness of our product, service and solutions portfolio; 3) the extent of the growth of the mobile communications industry; 4) the growth and profitability of the new market segments that we target and our ability to successfully develop or acquire and market products, services and solutions in those segments; 5) our ability to successfully manage costs; 6) the intensity of competition in the mobile communications industry and our ability to maintain or improve our market position or respond successfully to changes in the competitive landscape; 7) the impact of changes in technology and our ability to develop or otherwise acquire complex technologies as required by the market, with full rights needed to use; 8) timely and successful commercialization of complex technologies as new advanced products, services and solutions; 9) our ability to protect the complex technologies, which we or others develop or that we license, from claims that we have infringed third parties' intellectual property rights, as well as our unrestricted use on commercially acceptable terms of certain technologies in our products, services and solution offerings; 10) our ability to protect numerous Nokia and Nokia Siemens Networks patented, standardized or proprietary technologies from third-party infringement or actions to invalidate the intellectual property rights of these technologies; 11) Nokia Siemens Networks' ability to achieve the expected benefits and synergies from its formation to the extent and within the time period anticipated and to successfully integrate its operations, personnel and supporting activities; 12) whether, as a result of investigations into alleged violations of law by some current or former employees of Siemens AG ("Siemens"), government authorities or others take further actions against Siemens and/or its employees that may involve and affect the carrier-related assets and employees transferred by Siemens to Nokia Siemens Networks, or there may be undetected additional violations that may have occurred prior to the transfer, or ongoing violations that may have occurred after the transfer, of such assets and employees that could result in additional actions by government authorities; 13) any impairment of Nokia Siemens Networks customer relationships resulting from the ongoing government investigations involving the Siemens carrier-related operations transferred to Nokia Siemens Networks; 14) occurrence of any actual or even alleged defects or other quality issues in our products, services and solutions; 15) our ability to manage efficiently our manufacturing and logistics, as well as to ensure the quality, safety, security and timely delivery of our products, services and solutions; 16) inventory management risks resulting from shifts in market demand; 17) our ability to source sufficient amounts of fully functional components and sub-assemblies without interruption and at acceptable prices; 18) any disruption to information technology systems and networks that our operations rely on; 19) developments under large, multi-year contracts or in relation to major customers; 20) economic or political turmoil in emerging market countries where we do business; 21) our success in collaboration arrangements relating to development of technologies or new products, services and solutions; 22) the success, financial condition and performance of our collaboration partners, suppliers and customers; 23) exchange rate fluctuations, including, in particular, fluctuations between the euro, which is our reporting currency, and the US dollar, the Chinese yuan, the UK pound sterling and the Japanese yen, as well as certain other currencies; 24) the management of our customer financing exposure; 25) allegations of possible health risks from electromagnetic fields generated by base stations and mobile devices and lawsuits related to them, regardless of merit; 26) unfavorable outcome of litigations; 27) our ability to recruit, retain and develop appropriately skilled employees; 28) the impact of changes in government policies, laws or regulations; and 29) our ability to effectively and smoothly implement our new organizational structure; as well as the risk factors specified on pages 10-25 of Nokia's annual report on Form 20-F for the year ended December 31, 2007 under "Item 3.D Risk Factors." Other unknown or unpredictable factors or underlying assumptions subsequently proving to be incorrect could cause actual results to differ materially from those in the forward-looking statements. Nokia does not undertake any obligation to update publicly or revise forward-looking statements, whether as a result of new information, future events or otherwise, except to the extent legally required.

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