

NOKIA CORP

FORM 6-K

(Report Of Foreign Issuer)

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16 under
the Securities Exchange Act of 1934

Report on Form 6-K dated April 03, 2024
(Commission File No. 1-13202)

Nokia Corporation
Karakaari 7
FI-02610 Espoo
Finland

(Translation of the registrant's name into English and address of registrant's principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F: x **Form 40-F:** "

Enclosures:

- Stock Exchange Release: Resolutions of Nokia Corporation's Annual General Meeting and Board of Directors' Assembly Meeting



STOCK EXCHANGE RELEASE 1 (4)

3 April 2024

Nokia Corporation
Stock Exchange Release
3 April 2024 at 16:40 EEST

Resolutions of Nokia Corporation's Annual General Meeting and Board of Directors' Assembly Meeting

Espoo, Finland - The Annual General Meeting (AGM) of Nokia Corporation took place today 3 April 2024 in Helsinki, Finland. Approximately 78 000 shareholders representing approximately 3 305 million shares and votes were represented at the meeting. The AGM approved all the proposals of the Board of Directors to the AGM.

The AGM adopted the Company's financial statements, discharged the members of the Board and the President and Chief Executive Officer from liability for the financial year 2023 and adopted the Company's Remuneration Report and supported the Remuneration Policy through advisory votes. In addition, the AGM adopted the following resolutions.

Authorization to the Board to decide on the asset distribution

The AGM decided that no dividend is distributed by a resolution of the Annual General Meeting and authorized the Board to resolve on the distribution of an aggregate maximum of EUR 0.13 per share as dividend from the retained earnings and/or as assets from the reserve for invested unrestricted equity.

The authorization is valid until the opening of the next Annual General Meeting. The Board will resolve separately 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. The Company shall make a separate announcement of each such Board resolution confirming the relevant record and payment dates.

Preliminary record date Preliminary payment date

23 April 2024	3 May 2024
23 July 2024	1 August 2024
22 October 2024	31 October 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.

Composition of the Board of Directors, Board committees

The AGM resolved to elect ten members to the Board. The following nine members of the Board were re-elected for the term ending at the close of the next Annual General Meeting: Timo Ahopelto, Sari Baldauf, Elizabeth Crain, Thomas Dannenfeldt, Lisa Hook, Thomas Saueressig, Søren Skou, Carla Smits-Nusteling and Kai Öistämö. In addition, the AGM resolved to elect Michael (Mike) McNamara as a new member of the Board of Directors for the same term of office. The qualifications and career experience of the elected Board members are available on the Company's website at <https://www.nokia.com/about-us/company/leadership-and-governance/board-of-directors/meet-the-board/>.

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STOCK EXCHANGE RELEASE 2 (4)

3 April 2024

In an assembly meeting that took place after the AGM, the Board elected Sari Baldauf as Chair and Søren Skou as Vice Chair of the Board. The Board also elected the members of the five Board committees. Carla Smits-Nusteling was elected as Chair and Thomas Dannenfeldt, Lisa Hook and Mike McNamara as members of the Audit Committee. Thomas Dannenfeldt was elected as Chair and Timo Ahopelto, Sari Baldauf and Elizabeth Crain as members of the Personnel Committee. Søren Skou was elected as Chair and Sari Baldauf, Lisa Hook, Carla Smits-Nusteling and Kai Öistämö as members of the Corporate Governance and Nomination Committee. Kai Öistämö was elected as Chair and Timo Ahopelto, Mike McNamara and Thomas Saueressig as members of the Technology Committee. Elizabeth Crain was elected as Chair and Sari Baldauf, Thomas Dannenfeldt, Lisa Hook, and Søren Skou as members of the Strategy Committee.

Board members' remuneration

The AGM resolved that the annual fees to be paid to the members of the Board for the term ending at the close of the next Annual General Meeting are 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 each for the Chairs of the Technology Committee and the Strategy 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 and Strategy Committee as an additional annual fee.

The AGM resolved that approximately 40% of the annual fee will be paid in Nokia shares purchased from the market, or alternatively by using treasury shares held by the Company. The members of the Board 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 AGM also resolved to pay a meeting fee of EUR 5 000 per meeting requiring intercontinental travel and EUR 2 000 per meeting requiring continental travel for Board and Committee meetings to all Board members. The meeting fee is paid for a maximum of seven meetings per term. The AGM resolved that the members of the Board of Directors shall be compensated for travel and accommodation expenses as well as other costs directly related to Board and Committee work. The meeting fees, travel expenses and other expenses directly related to Board and Board Committee work will be paid in cash.

Auditor

The AGM re-elected Deloitte Oy as the auditor for Nokia for the financial year 2025. Deloitte Oy has informed the Company that the auditor in charge will be Authorized Public Accountant (KHT) Jukka Vattulainen. In addition, the AGM resolved that the auditor elected for 2025 be reimbursed based on the invoice of the auditor and in compliance with the purchase policy approved by the Audit Committee.

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3 April 2024

Sustainability Reporting Assurer

The AGM elected Deloitte Oy as the sustainability reporting assurer for Nokia for the financial years 2024 and 2025. Deloitte Oy has informed the Company that the key sustainability partner for the financial year 2024 will be Authorized Public Accountant (KHT) and Authorized Sustainability Auditor (KRT) Marika Nevalainen; and for the financial year 2025 Authorized Public Accountant (KHT) and Authorized Sustainability Auditor (KRT) Jukka Vattulainen. In addition, the AGM resolved that the sustainability reporting assurer elected for the financial years 2024 and 2025 be reimbursed based on the invoice and in compliance with the purchase policy approved by the Audit Committee.

Authorizations to resolve on the repurchase of the Company's own shares and on the issuance of shares and special rights entitling to shares

The AGM authorized the Board to resolve to repurchase a maximum of 530 million Nokia shares. Shares may be repurchased to be cancelled, held to be reissued, transferred further or for other purposes resolved by the Board. The shares may be repurchased otherwise than in proportion to the shares held by the shareholders (directed repurchase). The authorization is effective until 2 October 2025 and it terminated the corresponding repurchase authorization granted by the Annual General Meeting on 4 April 2023 to the extent that the Board has not previously resolved to repurchase shares based on the respective authorization.

The AGM resolved to authorize the Board to issue a maximum of 530 million shares through issuance of shares or special rights entitling to shares in one or more issues. 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. Under the authorization, the Board may issue new shares or shares held by the Company. The authorization includes the right for the Board to resolve on all the terms and conditions of the issuance of shares and special rights entitling to shares, including issuance of shares or special rights in deviation from the shareholders' pre-emptive rights within the limits set by law. The authorization is effective until 2 October 2025 and it terminated the corresponding authorization granted by the Annual General Meeting on 4 April 2023.

Amendments to the Company's Articles of Association

The AGM resolved to amend the Articles of Association of the Company by updating the object of the Company (Article 2); updating the government authority that approves auditors and adding the obligation to elect a sustainability reporting assurer (Article 7); updating the general meeting formats to include also the virtual general meeting (Article 9) and updating the matters that the Annual General Meeting decides on (Article 12).

Speeches and minutes of the Annual General Meeting

The speeches by the Chair of the Board, Sari Baldauf, and the President and CEO, Pekka Lundmark, will later be available on the Company's website www.nokia.com/agm. The minutes of the AGM will be available on the same website latest on 17 April 2024.

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3 April 2024

About Nokia

At Nokia, we create technology that helps the world act together.

As a B2B technology innovation leader, we are pioneering networks that sense, think and act by leveraging our work across mobile, fixed and cloud networks. In addition, we create value with intellectual property and long-term research, led by the award-winning Nokia Bell Labs.

Service providers, enterprises and partners worldwide trust Nokia to deliver secure, reliable and sustainable networks today – and work with us to create the digital services and applications of the future.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant, Nokia Corporation, has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: April 03, 2024

Nokia Corporation

By: /s/ Johanna Mandelin

Name: Johanna Mandelin

Title: Global Head of Corporate Legal
