

G

COMPANIES FORM No. 12

Statutory Declaration of compliance with requirements on application for registration of a company

12

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

* insert full
name of Company

To the Registrar of Companies

For official use

For official use

[] [] [] []

2212202

Name of company

* NOKIA TELECOMMUNICATIONS LIMITED

I, DAVID JAMES ROBERT ELLIOTT
of Watson Farley & Williams, Navigation House, One Aldgate, London, EC3N 1AA

† delete as
appropriate

do solemnly and sincerely declare that I am a ~~person named as director or secretary of the company in the statement delivered to the registrar under section 10(2)†~~ Solicitor engaged in the formation of the company† and that all the requirements of the above Act in respect of the registration of the above company and of matters precedent and incidental to it have been complied with, And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at IRONGATE HOUSE,
DUKE'S PLACE, LONDON
EC3A 7LP

Declarant to sign below

[Signature]

the 29th day of December
One thousand nine hundred and eighty-seven
before me Dominic Ogden.

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

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Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
SPRINGWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 3030
TELEX 261010



Presentor's name address and
reference (if any):

Watson Farley & Williams
Navigation House
One Aldgate
London EC3N 1AA
Ref: DJRE

For official Use
New Companies Section

Post room

COMPANIES REGISTRATION

31 DEC 1987
OFFICE

**Statement of first directors
and secretary and intended
situation of registered office**

Pursuant to section 10 of the Companies Act 1985

Please do not
write in
this margin

To the Registrar of Companies

For official use

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

* NOKIA TELECOMMUNICATIONS LIMITED

* insert full name
of company

The intended situation of the registered office of the company on incorporation is as stated below

Christchurch House, Upper George Street, Luton, Bedfordshire LU1 2RS

Postcode

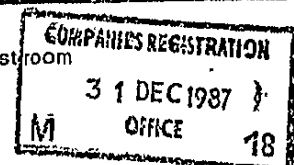
If the memorandum is delivered by an agent for the subscribers of the
memorandum please mark 'X' in the box opposite and insert
the agent's name and address below

Postcode

Number of continuation sheets attached (see note 1)

Presentor's name address and
reference (if any):Watson Farley & Williams
Navigation House
One Aldgate, London, EC3
Ref:DJREFor official Use
General Section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) JUHANI SORMANEN		Business occupation Marketing Manager	
Previous name(s) (note 3) -		Nationality FINNISH	
Address (note 4) VAAKATIE 7 E Y6		Date of birth (where applicable) (note 6) 20.04.1957	
OOYYO HELSINKI, FINLAND			
Postcode			
Other directorships † None			
I consent to act as director of the company named on page 1			
Signature <i>Juhani Sormanen</i>		X Date <i>29th December 1987</i>	

† enter particulars of other directorships held or previously held (see note 2) if this space is insufficient use continuation sheet


Name (note 3) DAVID LOUIS HOPKINS		Business occupation Marketing Manager	
Previous name(s) (note 3) -		Nationality BRITISH	
Address (note 4) THE COTTAGE, STOW BARDOLPH,		Date of birth (where applicable) (note 6) 17.10.1938	
KINGS LYNN, NORFOLK.			
Postcode PE34 3HZ			
Other directorships † None			
I consent to act as director of the company named on page 1			
Signature <i>D. Hopkins</i>		Date <i>29th December 1987</i>	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Postcode			
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

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this margin

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legibly, preferably
in black type, or
bold block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)	
ROY JOHN DESMOND THOMPSON	
Previous name(s) (note 3)	
-	
Address (notes 4 & 7)	
"Heathlea", Sandy Lane	
Leighton Buzzard,	
Bedfordshire	Postcode
I consent to act as secretary of the company named on page 1	
Signature 	Date 29 th December 1987

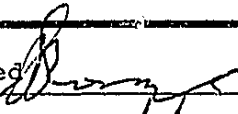
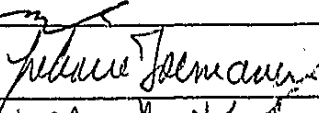
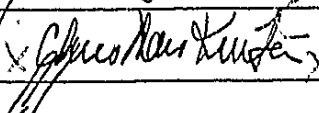
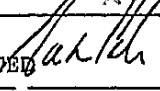
Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers	Date
---	------

delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

For and on behalf of Signed NOKIA (UK) Limited 	Date 29 th December 1987
For and on behalf of Signed OY NOKIA AB 	Date 29 th December 1987
For and on behalf of Signed OY NOKIA AB 	Date 29 th December 1987
For and on behalf of Signed NOKIA (UK) LIMITED 	Date 29 th December 1987
Signed	Date
Signed	Date

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

NOKIA TELECOMMUNICATIONS LIMITED



2212202



1. The name of the Company is "NOKIA TELECOMMUNICATIONS LIMITED".
2. The registered office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are:-
 - (A) (i) To carry on the trades or businesses of a dedicated telephone, cable and wireless communications network company and to establish, work, manage, sell, hire out and maintain telephone exchanges and telephone systems, private mobile telephone and radio units and systems, cable communications, radio receiving and transmitting stations and any other systems for communications whether consisting of sounds, visual images, electrical impulses or otherwise either alone or in any combination;
 - (ii) To carry on the trades or businesses of marketing, importing, manufacturing, selling, exporting, hiring out, buying, installing, maintaining, repairing and operating telephones and telephone networks, radios, recording instruments and electronics, electrical and mechanical apparatus, equipment and fittings of all kinds whatsoever and all components, spare and replacement parts for the same.
- (B) To purchase, take on lease or in exchange, hire or otherwise acquire and hold, for any estate or interest, and manage any lands, buildings, servitudes, easements, rights, privileges, concessions, machinery, plant, stock-in-trade and any heritable or moveable real or personal property of any kind.
- (C) To purchase or otherwise acquire any patents, brevets d'invention, licences, concessions, copyrights, trade marks, designs and the like, conferring any exclusive or non-exclusive or limited right



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569051
£50

to use, or any secret or other information as to any invention, process or development which may seem to the Company capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, to use, exercise, develop, grant licences in respect of or otherwise turn to account any of the same and with a view to the working and development of the same to carry on any business whatsoever, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to achieve these objects.

- (D) To form, promote, subsidise and assist companies, syndicates or other bodies of all kinds and to issue on commission or otherwise underwrite, subscribe for and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital or securities or obligations of any such companies, syndicates or other bodies, and to pay or provide for brokerage commission and underwriting in respect of any such issue.
- (E) To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise with any person or company for the purpose of carrying on business within any of the objects of the Company.
- (F) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (G) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for any of the purposes of the Company.
- (H) To develop, work, improve, manage, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, to surrender or accept surrender of any lease or tenancy or rights, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for cash or shares, debentures or securities of any other company.
- (I) To construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant, machinery, tools, or equipment as may seem desirable for any of the businesses or in the interests of the Company and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the Company's objects.
- (J) To manage and conduct the affairs of any companies, firms and persons carrying on business of any kind whatsoever, and in any part of the world.

- (K) To enter into, carry on and participate in financial transactions and operations of all kinds and to take any steps which may be considered expedient for carrying into effect such transactions and operations including, without prejudice to the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.
- (L) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, perpetual or otherwise, and, if the Company thinks fit, charged upon all or any of the Company's property (both present and future) and undertaking including its uncalled capital and further, if so thought fit, convertible into any stock or shares of the Company or any other company, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance.
- (M) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is controlled by the same person or persons as control the Company or is otherwise associated with the Company in its business.
- (N) To grant indemnities of every description and to undertake obligations of every description.
- (O) To make, draw, accept, indorse and negotiate bills of exchange or other negotiable instruments and to receive money on deposit or loan.
- (P) To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company and to pay commission to and remunerate any person or company for services rendered in underwriting or placing, or assisting to underwrite or place, any of the shares in the Company's capital or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (Q) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares with or without preferred or deferred rights in respect of dividend or repayment

of capital or otherwise, or by an securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.

- (R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly paid in one mode and partly in another, and generally on such terms as the Company may determine.
- (S) While the Company remains a private company, and subject to the provisions of the Companies Act, to:-
 - (i) remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him it or them of shares or securities of the Company credited as paid in full or in part or otherwise;
 - (ii) give financial assistance (within the meaning of Companies Act 1985, Section 152) where the acquisition of shares in question is or was an acquisition of shares in the Company or (if the Company is a subsidiary of another private company) in that other company.
- (T) To make loans or donations to such persons and in such cases (and in the case of loans either of cash or of other assets) as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (U) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (V) To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, bonds, debentures or debenture stock, or other securities or obligations of any company and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, and whether at home or abroad, as the Company may think fit.
- (W) To amalgamate with any other company whose objects are or include objects similar to those of the Company and on terms whatsoever.
- (X) To procure the Company to be registered or recognised in any country or place abroad.
- (Y) To obtain any provisional or other order or Act of Parliament of this country or of the legislature of any other State for enabling

the Company to carry any of its objects into effect, or for effecting any modifications of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceeding or application which may seem calculated, directly or indirectly, to prejudice the Company's interests.

- (Z) To appoint any person or persons, firm or firms, company or companies to be the attorney or agent of the Company and to act as agents, managers, secretaries, contractors or in similar capacity.
- (AA) To insure the life of any person who may, in the opinion of the Company, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance.
- (BB) To establish and maintain or procure the establishment and maintenance of contributory or non-contributory pension or superannuation funds for the benefit of the persons referred to below, to grant emoluments, pensions, allowances, donations, gratuities and bonuses to such persons and to make payments for or towards insurance on the life or lives of such persons; to establish, subsidise, subscribe to or otherwise support any institution, association, society, club, other establishment, or fund, the support of which may, in the opinion of the Company, be calculated directly or indirectly to benefit the Company or any such persons, or may be connected with any place where the Company carries on business; to institute and maintain any institution, association, society, club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or such persons; to join, participate in and subsidise or assist any association of employers or employees or any trade association; and to prescribe or guarantee money for charitable or benevolent objects or for any public, general or useful object or for any exhibition; the said persons are any persons who are or were at any time in the employment or service of the Company or of any company which is for the time being the holding company or a subsidiary (both as defined by section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is otherwise associated with the Company in its business or who are or were at any time directors or officers of the Company or of such other company as aforesaid, and holding or who held any salaried employment or office in the Company or such other company, and the wives, widows, families or dependants of any such persons.
- (CC) To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company.
- (DD) To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.

(EE) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that:-

- (i) the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed, and
- (ii) the objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation should be given thereto and they shall not, except where the context expressed so requires, be in any way limited or restricted by application of the eisdem generis rule or by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company; none of such sub-clauses or the object therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate Company.

4. The liability of the members is limited.

5. The share capital of the Company is £1,000,000 divided into 1,000,000 Ordinary Shares of £1 each.

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber (in words)
For and on behalf of Nokia (UK) Ltd Christchurch House Upper George Street Luton Bedfordshire LU1 2RS	One
For and on behalf of Oy Nokia AE Mikonkatu 15 A 00100 Helsinki Finland	One

DATED this 29th December..... 1987

WITNESS to the above signatures:-

Anne Tina Backlund
D. R. Elliott

No.

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

NOKIA TELECOMMUNICATIONS LIMITED

PRELIMINARY

1. In these Articles and in Table A:-
"the Act" means the Companies Act 1985.
"Table A" means Table A in The Companies (Tables A to F) Regulations 1985 made pursuant to the Act.
2. (A) Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.
(B) Regulations 3, 24, 39, 64 to 69 inclusive, 73 to 76 inclusive, 80, 81, 87, 110 and 118 of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARE CAPITAL

3. The share capital of the Company at the date of the adoption of these Articles is £1,000,000 divided into 1,000,000 Ordinary Shares of £1 each.
4. (A) Any shares remaining unissued at the date of adoption of these Articles and proposed to be issued shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said

period, accepted all the shares offered to them; such further offer shall be made in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members.

(B) Subject to the provisions of paragraph (A) of this Article the Directors are unconditionally authorised for the purposes of Section 80 of the Act, to allot shares up to the amount of the share capital of the Company at the date of adoption of these Articles at any time or times during the period expiring on the day preceding the fifth anniversary of the adoption of these Articles.

(C) Without prejudice to any special rights or privileges attached to any then existing shares in the capital of the Company, any new shares may be issued upon such terms and conditions, and with such rights privileges and restrictions attached thereto, as the Company may from time to time direct or in the absence of such direction as the Directors shall determine.

(D) Any share may, with the sanction of a Special Resolution, be issued on the terms that it is, or at the option of the Company or of the holder of such share is liable, to be redeemed.

(E) Subject to the provisions of the Act, the Company may purchase any of its own shares.

(F) Subject to the provisions of the Act, the Company may make a payment in respect of any redemption or purchase pursuant to paragraph (D) or (as the case may be) paragraph (E) of this Article of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

5. The provisions of section 89(1) of the Act shall not apply to the Company.

LIEN

6. The lien conferred by regulation 8 of Table A shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders. The said regulation 8 shall be modified accordingly.

TRANSFER AND TRANSMISSION OF SHARES

7. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS

8. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.
9. A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
10. In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of any such resolution in writing as is referred to in regulation 53 of Table A.

DIRECTORS

11. The number of Directors shall not be less than two.
12. A Director shall not be required to hold any qualification shares in the Company, but nevertheless shall be entitled to attend and speak at any General Meeting and at any separate General Meeting of the holders of any class of shares in the capital of the Company.
13. The words "unless the Company otherwise direct" at the end of regulation 85 of Table A shall be deleted.

BORROWING POWERS

14. The Directors may exercise all the powers of the Company to borrow or raise money or to guarantee and to mortgage or charge its undertaking, property, assets and rights and uncalled capital or any part thereof and, subject to the provisions of the Statutes, to create and issue debentures, debenture stock, mortgages, charges and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

15. Subject to the provisions of Part X of the Act, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantage accruing to him. Regulations 94 and 95 of Table A shall be modified accordingly.
16. The Directors may exercise all the powers of the Company contained in Clause 3 of the Memorandum of Association of the Company.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

17. (A) Without prejudice to the powers of the Company under section 303 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as additional Directors or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company.

(B) The office of a Director shall be vacated:-

- (i) if by notice in writing to the Company he resigns the office of Director;
- (ii) if he shall for more than 6 months have been absent without permission of the Directors from meetings of the Directors held during that period, unless he shall have appointed an alternate Director who has not been similarly absent during such period;
- (iii) if he becomes bankrupt or enters into any arrangement with his creditors;
- (iv) if he is prohibited from being a Director by an order made under any provision of the Act;
- (v) if he becomes of unsound mind;
- (vi) if he is removed from office under paragraph (A) of this Article.

(C) Unless and until otherwise determined by the Company by Ordinary Resolution, either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy, and any person proposed to be appointed a Director shall be capable of being appointed as a Director notwithstanding that he has attained the age of seventy, and no special notice need be given of any resolution for the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any director or person proposed to be appointed as such.

ROTATION OF DIRECTORS

18. The Directors shall not be liable to retire by rotation, and regulations 78 and 79 of Table A shall be amended accordingly.

ALTERNATE DIRECTORS

19. (A) Each Director shall have the power to nominate any other Director or any person approved for that purpose by Resolution of the Directors to act as alternate Director at meetings of the Director in his place during his absence and, at his discretion, to revoke such nomination.

(B) Any appointment or removal of an alternate Director shall be effected by an instrument in writing delivered at the registered office of the Company and signed by the appointor.

(C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notice of meetings of the Directors and to attend and vote at any such meeting and to perform thereat all the functions of his appointor. An alternate Director shall have one vote for each Director he represents, in addition to his own vote if he is a Director, but he shall not be counted more than once in the quorum. If his appointor is for the time being absent from the United Kingdom or otherwise not available the appointee's signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall be deemed to be a Director for the purpose of signing instruments to which the seal is affixed and regulation 101 of Table A shall be modified accordingly. Save as aforesaid, an alternate Director shall not have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(D) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

(E) An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires but is re-elected at the same Meeting, any appointment made by him pursuant to this Article which was in force immediately before his retirement shall remain in force.

PROCEEDINGS OF DIRECTORS

20. Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

21. The following sentence shall be added to regulation 72 of Table A: "Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company."

CAPITALISATION OF PROFITS AND RESERVES

22. The Company in General Meeting may on the recommendation of the Directors and subject to the proviso hereinafter contained resolve to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or profit and loss account or share

premium account or any other amount which is available for distribution and is not required for payment of dividend on any shares carrying a preferential right to dividend and to resolve that such sum be applied either in or towards paying up any amounts for the time being unpaid on any shares held by the members of the Company who would have been entitled to such sum if distributed by way of dividend (assuming for this purpose only, and whether such is the case or not, that such sum could be distributed by way of dividend pursuant to the Act) or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution;

Provided that a share premium account or a capital redemption reserve and any reserve or profit and loss account which is not available for distribution may, for the purpose of this Article, only be applied in paying up in full unissued shares to be allotted to members of the Company as fully paid bonus shares.

NOTICES

23. Every Director of the Company and every alternate Director (other than an alternate Director for the time being absent from the United Kingdom) shall be entitled to receive notices of general meetings in addition to the persons specified in regulation 38 of Table A.

INDEMNITY

24. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 144(3) or (4) or section 727 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by section 310 of the Act.

OFFICIAL SEAL FOR USE ABROAD

25. The Company may have an official seal for use abroad under the provisions of the Act, where and as the Directors shall determine, and the Company may by writing under the Common Seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the Common Seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

MISCELLANEOUS PROVISIONS WHERE MATERIAL
OVERSEAS INTERESTS EXIST

26. Table A shall be further modified as follows:

- (A) in regulation 37 the words "within the United Kingdom" shall be deleted;
- (B) regulation 88 shall be amended so that it shall be necessary to give notice of a meeting to a director who is absent from the United Kingdom;
- (C) regulation 112 shall be modified by the substitution of the words "and address whether within or outside the United Kingdom" for the words "an address within the United Kingdom."
- (C) regulation 116 shall be modified by the substitution of the words "to the address, if any, whether within or outside the United Kingdom" for the words "the address, if any, within the United Kingdom".

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

For and on behalf of
Nokia (UK) Limited
Christchurch House
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LU1 2RS

Carl Pih
Chen

For and on behalf of
Oy Nokia AB
Mikonkatu 15 A
00100 Helsinki
Finland

Juha Ponninen
Cherhan Kuiten

DATED this 29th December 1987.

WITNESS to the above signatures:-

Anna-Sara Backlund

J. R. Elliott

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2212202

I hereby certify that

NOKIA TELECOMMUNICATIONS LIMITED

is this day incorporated under the Companies Act 1985
as a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 20 JANUARY 1988

A handwritten signature in black ink, appearing to be 'SL Cumber', written over a horizontal line.

Registrar of Companies