

# Notice to the Annual General Meeting of Tieto Corporation

Notice is given to the shareholders of Tieto Corporation to the Annual General Meeting to be held on Thursday 22 March 2018 at 4.00 p.m. (EET) at Tieto's headquarters, address Keilalahdentie 2-4, 02150 Espoo, Finland. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 3.00 p.m. (EET).

## A. Matters on the agenda of the Annual General Meeting

At the Annual General Meeting, the following matters will be considered:

- 1 Opening of the meeting**
- 2 Calling the meeting to order**
- 3 Election of persons to scrutinize the minutes and to supervise the counting of votes**
- 4 Recording the legality of the meeting**
- 5 Recording the attendance at the meeting and adoption of the list of votes**
- 6 Presentation of the annual accounts, the report of the Board of Directors and the auditor's report for the year 2017**
  - Review by the CEO
- 7 Adoption of the annual accounts**
- 8 Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 1.20 per share and an additional dividend of EUR 0.20 be paid from the distributable assets for the financial year that ended on 31 December 2017. The dividend shall be paid to shareholders who on the record date for the dividend payment on 26 March 2018 are recorded in the shareholders' register held by Euroclear Finland Oy or the register of Euroclear Sweden AB. The dividend shall be paid as from 9 April 2018.
- 9 Resolution on the discharge of the members of the Board of Directors and the CEO from liability**

**10 Resolution on the remuneration of the members of the Board of Directors**

The Shareholders' Nomination Board proposes that the remuneration of the Board of Directors will be annual fees and remain unchanged as follows: EUR 91 000 to the Chairman, EUR 55 000 to the Deputy Chairman and EUR 36 000 to the ordinary members of the Board of Directors. The same fee as to the Board Deputy Chairman will be paid to the Chairman of a Board committee unless the same individual is also the Chairman or Deputy Chairman of the Board. In addition to these fees it is proposed that the member of the Board of the Directors be paid the same remuneration of EUR 800 for each Board meeting as currently and for each permanent or temporary committee meeting. It is the company's practice not to pay fees to Board members who are also employees of the Tieto Group.

The Shareholders' Nomination Board proposes that 40% of the fixed annual remuneration be paid in Tieto Corporation's shares purchased from the market. The shares will be purchased within two weeks from the release of the interim report 1 January-31 March 2018. According to the proposal, the Annual General Meeting will resolve to acquire the shares directly on behalf of the members of the Board which is an approved manner to acquire the company's shares in accordance with the applicable insider rules. The Shareholders' Nomination Board is of the opinion that increasing long-term shareholding of the Board members will benefit all the shareholders.

**11 Resolution on the number of members of the Board of Directors**

The Shareholders' Nomination Board proposes to the Annual General Meeting that the number of Board members be seven.

**12 Election of members of the Board of Directors and the Chairman**

The Shareholders' Nomination Board proposes to the Annual General Meeting that the current Board members Kurt Jofs, Harri-Pekka Kaukonen, Timo Ahopelto, Johanna Lamminen, Endre Rangnes and Jonas Synnergren be re-elected and in addition, Liselotte Hägertz Engstam is proposed to be elected as a new Board member. Sari Pajari and Jonas Wiström have informed that they are not available for re-election. The Shareholders' Nomination Board proposes that Kurt Jofs shall be re-elected as the Chairman of the Board of Directors.

The term of office of the Board members ends at the close of the next Annual General Meeting. All the proposed candidates have given their consent to being elected.

Liselotte Hägertz Engstam (born 1960), a Swedish citizen, is a non-executive Board professional and currently acts as the Chairman of the Board at Aino Health AB and as a Board Member of Zalaris A/S (publ), Transtema Group AB and Itello AB, among others. She has earlier held Nordic and international executive positions at global IT companies HCL Technologies and IBM as well as at a construction group Skanska. Liselotte Hägertz Engstam holds a

Master of Science (Civ.Eng.) from the Chalmers University of Technology and executive education from institutions such as Harvard, IMD and INSEAD.

The biographical details of the candidates and information on their holdings are available on Tieto's website at [www.tieto.com/cv](http://www.tieto.com/cv).

In addition to the above candidates, the company's personnel shall appoint two members, each with a personal deputy, to the Board of Directors. The term of office for the personnel representatives is two years and Esa Koskinen (deputy Ilpo Waljus) and Robert Spinelli (deputy Anders Palklint) are appointed to the Board until the Annual General Meeting 2020.

### **13 Resolution on the remuneration of the auditor**

The Board of Directors proposes to the Annual General Meeting, in accordance with the recommendation of the Audit and Risk Committee of the Board of Directors, that the auditor to be elected at the Annual General Meeting be reimbursed according to the auditor's invoice and in compliance with the purchase principles approved by the Committee.

### **14 Election of the auditor**

The Board of Directors proposes to the Annual General Meeting, in accordance with the recommendation of the Audit and Risk Committee of the Board of Directors, that the firm of authorized public accountants PricewaterhouseCoopers Oy be re-elected as the company's auditor for the financial year 2018. The firm of authorized public accountants PricewaterhouseCoopers Oy has notified that KHT Tomi Hyryläinen will act as the auditor with principal responsibility.

The Audit and Risk Committee has prepared its recommendation in accordance with the EU Audit Regulation (537/2014). The Audit and Risk Committee confirms that its recommendation is free from influence by a third party and that no clause of the kind referred to in paragraph 6 of Article 16 of the EU Audit Regulation, which would restrict the choice by the Annual General Meeting as regards the appointment of the auditor, has been imposed upon it.

### **15 Authorizing the Board of Directors to decide on the repurchase of the company's own shares**

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide on the repurchase of the company's own shares as follows:

- The amount of own shares to be repurchased shall not exceed 7 400 000 shares, which currently corresponds to approximately 10% of all the shares in the company. Only the unrestricted equity of the company can be used to repurchase own shares.
- Own shares can be repurchased at a price formed in public trading on the date of the repurchase or at a price otherwise formed on the market.

- The Board of Directors decides how the share repurchase will be carried out. Own shares can be repurchased inter alia by using derivatives. The company's own shares can be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase).

The authorization cancels previous unused authorizations to decide on the repurchase of the company's own shares. The authorization is effective until the next Annual General Meeting, however, no longer than until 30 April 2019.

#### **16 Authorizing the Board of Directors to decide on the issuance of shares as well as on the issuance of option rights and other special rights entitling to shares**

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide on the issuance of shares as well as on the issuance of option rights and other special rights entitling to shares referred to in chapter 10 section 1 of the Companies Act in one or more tranches as follows:

- The amount of shares to be issued based on the authorization (including shares to be issued based on the special rights) shall not exceed 7 400 000 shares, which currently corresponds to approximately 10% of all the shares in the company. However, out of the above maximum amount of shares to be issued no more than 700 000 shares, currently corresponding to less than 1% of all of the shares in the company, may be issued as part of the company's share-based incentive programs.
- The Board of Directors decides on the terms and conditions of the issuance of shares as well as of option rights and other special rights entitling to shares. The authorization concerns both the issuance of new shares as well as the transfer of treasury shares. The issuance of shares as well as of option rights and other special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive right (directed issue).

The authorization cancels previous unused authorizations to decide on the issuance of shares as well as on the issuance of option rights and other special rights entitling to shares. The authorization is effective until the next Annual General Meeting, however, no longer than until 30 April 2019.

#### **17 Closing of the meeting**

## B. Documents of the Annual General Meeting

The agenda of the Annual General Meeting, the proposals of the Board of Directors and the Shareholders' Nomination Board and this notice are available on the company's website [www.tieto.com/agm](http://www.tieto.com/agm). The annual report, the report of the Board of Directors and the auditor's report of Tieto Corporation are available on the website at the latest on 28 February 2018. These documents are also available at the meeting. Copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the meeting will be available on the company's website at the latest on 5 April 2018.

## C. Instructions for the participants in the Annual General Meeting

### 1 Shareholders registered in the shareholders' register

Each shareholder, who is registered on 12 March 2018 in the shareholders' register of the company held by Euroclear Finland Oy, has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her Finnish book-entry account, is registered in the shareholders' register of the company.

A shareholder, who is registered in the shareholders' register of the company and wants to participate in the Annual General Meeting, shall register for the meeting no later than on 16 March 2018 at 3.00 p.m. (EET) by giving a prior notice of participation, which must be received by the company no later than by the above mentioned time. Such notice can be given:

- through Tieto's website at [www.tieto.com/agm](http://www.tieto.com/agm)
- by e-mail [agm@tieto.com](mailto:agm@tieto.com)
- by phone +358 20 727 1740 (Mon-Fri 9.00 a.m.-3.00 p.m. EET) or
- by mail to Tieto, Legal/AGM, P.O. Box 2, FI-02101 Espoo, Finland.

In connection with the registration, a shareholder shall notify his/her name, personal identification number or business ID, address, telephone number and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. The personal data given to Tieto Corporation is used only in connection with the Annual General Meeting and with the processing of related registrations.

The shareholder, his/her authorized representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation at the meeting.

### 2 Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the general meeting by virtue of such shares, based on which he/she on the record date of the general meeting, i.e. on 12 March 2018, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Oy. The right to participate in the general meeting requires, in addition, that the shareholder on

the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Oy at the latest by 19 March 2018 by 10 a.m. (EET). As regards nominee registered shares this constitutes due registration for the general meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholders' register of the company, the issuing of proxy documents and registration for the general meeting from his/her custodian bank. The account management organization of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the general meeting, into the temporary shareholders' register of the company at the latest by 19 March 2018 by 10 a.m.

For further information on the Annual General Meeting please visit [www.tieto.com/agm](http://www.tieto.com/agm).

### 3 Shares registered in Euroclear Sweden AB

A shareholder with shares registered in Euroclear Sweden AB's Securities System who wishes to attend and vote at the Annual General Meeting must:

- 1 be registered in the shareholders' register maintained by Euroclear Sweden AB not later than on 12 March 2018.

Shareholders whose shares are registered in the name of a nominee must, in order to be eligible to request a temporary registration in the shareholders' register of Tieto Corporation maintained by Euroclear Finland Oy, request that their shares are reregistered in their own names in the register of shareholders maintained by Euroclear Sweden AB, and procure that the nominee sends the request for temporary registration to Euroclear Sweden AB on their behalf. Such reregistration must be made as of 12 March 2018 and the nominee should therefore be notified well in advance.

- 2 request temporary registration in the shareholders' register of Tieto Corporation maintained by Euroclear Finland Oy. Such request shall be submitted in writing to Euroclear Sweden AB no later than on 13 March 2018 at 15.00 Swedish time.

This temporary registration made through written request to Euroclear Sweden AB is considered a notice of attendance at the general meeting.

Further information on attending the Annual General Meeting is available on [www.tieto.com/agm](http://www.tieto.com/agm).

#### 4 Proxy representative and powers of attorney

A shareholder may participate in the Annual General Meeting and exercise his/her rights at the meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the Annual General Meeting. When a shareholder participates in the Annual General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the Annual General Meeting.

Possible proxy documents should be delivered in originals to Tieto, Legal/AGM, P.O. Box 2, FI-02101 Espoo, Finland before 16 March 2018.

#### 5 Further instructions and information

Pursuant to chapter 5, section 25 of the Finnish Companies Act, a shareholder who is present at the Annual General Meeting has the right to request information with respect to the matters to be considered at the meeting.

On the date of this notice to the Annual General Meeting the total number of shares and votes in Tieto Corporation is 74 109 252.

The meeting will be conducted primarily in Finnish, and simultaneous translation will be available into English and as necessary into Finnish. Coffee will be served after the meeting.

Espoo, 16 February 2018

**Tieto Corporation**  
Board of Directors