



Notice to the Annual General Meeting of TietoEVRY Corporation

TietoEVRY Corporation

STOCK EXCHANGE RELEASE

8 April 2020 8.00 am EEST

Notice is hereby given to the shareholders of TietoEVRY Corporation to the Annual General Meeting to be held on 29 April 2020 at 4.00 p.m. EET at TietoEVRY's premises, address Keilalahdentie 2-4, 02150 Espoo, Finland.

TietoEVRY takes the coronavirus pandemic very seriously and will impose several precautionary measures to be able to hold the Annual General Meeting and to ensure the safety of the persons who have to be present at the meeting. The Annual General Meeting can be held only if the number of shareholders attending the meeting can be kept limited and the Finnish authorities' instructions be fulfilled.

Due to the coronavirus pandemic and risk of spreading the virus, TietoEVRY strongly encourages all shareholders to follow the Annual General Meeting this year through a live webcast and exercise their voting rights by using the proxy service provided by the company instead of attending the meeting in person.

Further information on these measures is available in section C of this notice below and at www.tietoevry.com/agm.

The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 3.30 pm EEST.

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 2019**
 - 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 that the Board of Directors be authorized to decide in its discretion on the distribution of dividend in one or several instalments up to the aggregate maximum amount of EUR 1.27 per share from the distributable funds of the company for the financial year that ended on 31 December 2019 at a later stage, because it is currently not possible to estimate the potential impact of the coronavirus pandemic on the company's financial position. Therefore, the Board of Directors proposes to the Annual General Meeting that no dividend be distributed by a decision of the Annual General Meeting.

The authorization shall be valid until the next Annual General Meeting. Any decision by the Board of Directors to distribute a dividend based on this authorization and the applicable record date and payment schedule of such dividend payment will be published separately.

Any dividends paid on the basis of this authorization shall be paid to shareholders who on the applicable record date for such dividend payment are recorded in the shareholders' register held by Euroclear Finland Oy or the registers of Euroclear Sweden AB or Verdipapirsentralen ASA (VPS). Dividends payable to Euroclear Sweden registered shares will be forwarded by Euroclear Sweden AB and paid in Swedish crowns. Dividends payable to VPS registered shares will be forwarded by Nordea Bank Plc's branch in Norway and paid in Norwegian crowns.

9. **Resolution on the discharge of the members of the Board of Directors and the CEO from liability**
10. **Presentation of the Remuneration Policy**

The Board of Directors presents the Remuneration Policy and proposes the Annual General Meeting's advisory approval of the policy. The Remuneration Policy is available at www.tietoevry.com/agm.
11. **Resolution on the remuneration of the members of the Board of Directors**

Shareholders' Nomination Board proposes that the remuneration of the Board of Directors elected by the Annual General Meeting will be annual fees as follows, taking into consideration the recent merger between Tieto and EVRY: EUR 125 000 (current EUR 98 000) to the Chairperson, EUR 70 000 (current EUR 58 000) to the Deputy Chairperson and EUR 53 000 (current EUR 38 000) to the ordinary members of the Board of Directors. In addition to these fees it is proposed that the Chairperson of a permanent Board Committee receives an annual fee of EUR 20 000 and a member of a permanent Board Committee receives an annual fee of EUR 10 000. It is also proposed that the Board members elected by the Annual General Meeting will be paid EUR 800 for each Board meeting and for each permanent or temporary committee meeting. Further, it is proposed that the remuneration for employee representatives elected as ordinary members of the Board of Directors will be an annual fee of EUR 15 000.

The Shareholders' Nomination Board is of the opinion that increasing long-term shareholding of the Board members will benefit all the shareholders. Every Board member elected by the Annual General Meeting is expected to over a five year period accumulate a shareholding in TietoEVRY that exceeds his/hers one-time annual remuneration.

The Shareholders' Nomination Board therefore proposes that part of the annual remuneration may be paid in TietoEVRY Corporation's shares purchased from the market. An elected member of the Board of Directors may, at his/her discretion, choose from the following five alternatives:

- 1 no cash 100% shares
- 2 25% in cash 75% in shares
- 3 50% in cash 50% in shares
- 4 75% in cash 25% in shares
- 5 100% in cash no shares

The shares will be acquired directly on behalf of the members of the Board within two weeks from the release of the interim report 1 January–31 March 2020 of TietoEVRY Corporation. If the remuneration cannot be delivered at that time due to insider regulation or other justified reason, the company shall deliver the shares later or pay the remuneration fully in cash. Remuneration of the employee representatives elected as the ordinary members in the Board of Directors will be paid in cash only.

12. Resolution on the number of members of the Board of Directors

The Shareholders' Nomination Board proposes to the Annual General Meeting that the Board of Directors shall have ten members elected by the Annual General Meeting.

13. 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 Tomas Franzén, Salim Nathoo, Hari-Pekka Kaukonen, Timo Ahopelto, Rohan Haldea, Liselotte Högertz Engstam, Niko Pakalén, Endre Rangnes and Leif Teksum be re-elected and in addition, Katharina Mosheim proposed to be elected as a new Board member. The Shareholders' Nomination Board proposes that Tomas Franzén shall be re-elected as the Chairperson 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.

Katharina Mosheim (born 1976), an Austrian citizen, is co-owner and CEO of Alpha Pianos AS which develops and produces evolutionary digital music instruments. She has earlier acted in various executive and managerial positions in Telia, Accenture and Capgemini in Norway and the Nordics, as well as Nokia Siemens Networks and Siemens Mobile Phones. Katharina Mosheim holds a Ph.D. (Business Administration) from Karl-Franzens University in Graz, Austria.

The biographical details of the candidates and information on their holdings is available on TietoEVRY's website at www.tietoevry.com/cv.

In addition to the above candidates, the company's personnel has elected four members, each with a personal deputy, to the Board of Directors. Tommy Sander Aldrin (deputy Sigmund Ørjåvik), Ola Hugo Jordhøy (deputy Sigve Sandvik Lærdal), Anders Palkint (deputy Robert Spinelli) ja Ilpo Waljus (deputy Jenni Tyynelä) are appointed to the Board of Directors until the Annual General Meeting 2022.

14. 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.

15. 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 Deloitte Oy be elected as the company's auditor for the financial year 2020. The firm of authorized public accountants Deloitte Oy has notified that APA Jukka Vattulainen 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) and arranged a selection procedure. The management of the company has comprehensively assessed the received offers against the predefined selection criteria and prepared a report for the validation of the Committee. In addition to the experience in audit of an IT group of companies similar to TietoEVRY's business environment and pricing, the Committee has considered the quality of the services and qualifications of the audit team as well as risk related to the change of the auditor. In its recommendation to the Board of Directors, the Audit and Risk Committee placed second the firm of authorized public accountants Ernst & Young Oy.

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.

16. Authorizing the Board of Directors to decide on the repurchase of the company's own shares

17. 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 11 800 000 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 950 000 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 2021.

18. Amendment to the Articles of Association

The Board of Directors proposes to the Annual General Meeting that sections 9 and 10 of the Articles of Association be amended to read as follows:

"9 § Annual General Meeting

Annual General Meeting is held no later than the date determined by the Companies Act.

At the Meeting, the following shall be

decided

1. Adoption of the annual accounts,
2. Measures called for by the profit and other non-restricted capital pursuant to the adopted balance sheet,
3. Discharge from liability of the members of the Board of Directors and the Managing Director,
4. Fees for the members of the Board of Directors and auditor,
5. Number of members of the Board of Directors;

elected

6. Chairperson and members of the Board of Directors, and
7. Auditor."

"10 § Place of the General Meeting

A General Meeting may, according to a decision of the Board of Directors, be held in either Helsinki or Espoo. The Board of Directors may also decide on shareholders' participation in the General Meeting by post or telecommunications or other technical means."

19. 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, this notice and the Remuneration Policy of TietoEVERY Corporation, the annual report, the report of the Board of Directors and the auditor's report are available on the company's website www.tietoenvy.com/agm. 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 13 May 2020.

C. Instructions for the participants in the Annual General Meeting

1 Special instructions and precautionary measures due to the coronavirus pandemic

Due to the coronavirus pandemic and risk of spreading the virus, TietoEVERY strongly encourages all shareholders to follow the Annual General Meeting this year through a live webcast and exercise their voting rights by using the proxy service provided by the company instead of attending the meeting in person.

Shareholders who have registered for the Annual General Meeting according to the stated date can order a personal link to the webcast by 29 April 2020 at 3.00 pm (EEST). The link to the order form can be found from www.tietoenvy.com/agm. Ordering requires identification with a Finnish bank ID or a mobile certificate.

The Annual General Meeting can be held only if the number of shareholders attending the meeting can be kept limited and the Finnish authorities' instructions be fulfilled.

It is not possible to ask questions or vote through the webcast and following the webcast without issuing a proxy is not considered participation in the General Meeting. There are presentations both in Finnish and in English at the meeting and the webcast will include interpretation.

At the meeting venue, there will be increased hygiene measures and the participation of the members of the Board of Directors, Group Leadership members and external guests is limited to the minimum. The proposed new Board member, Katharina Mosheim, will not be present at the meeting but she will be presented via the meeting materials. No coffee or refreshments are served nor giveaways whatsoever shared.

Persons who belong to any coronavirus risk group based on their age or medical condition or who have travelled outside of Finland 14 days

prior to the Annual General Meeting or have any flu symptoms, are kindly requested not to attend the meeting in person.

2 Proxy representative and powers of attorney

TietoEVERY strongly encourages shareholders to exercise their voting rights by using the proxy service provided by the company. A shareholder can choose to authorize the Deputy General Counsel of TietoEVERY Corporation, Esa Hyttinen, with the power of substitution, to act as his/her proxy representative. The proxy template and more information on this option are available at www.tietoenvy.com/agm.

A shareholder may participate in the Annual General Meeting and exercise his/her rights at the meeting also by way of third-party 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.

Proxy documents should be delivered by e-mail to agm@tietoenvy.com or by post to TietoEVERY, Legal/AGM, P.O. Box 2, FI-02101 Espoo, Finland before 20 April 2020. The original proxy document should be presented at the Annual General Meeting at the latest, if required.

3 Shareholders registered in the shareholders' register

Each shareholder, who is registered on 17 April 2020 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 20 April 2020 at 3.00 pm (EEST) by giving a prior notice of participation, which must be received by the company no later than by the above mentioned time. Registrations for the cancelled General Meeting that had been convened for 26 March 2020 are not applicable in this newly convened Annual General Meeting, so also shareholders who had registered earlier are required to register again.

Such notice can be given either:

- through TietoEVERY's website at www.tietoenvy.com/agm
- by e-mail agm@tietoenvy.com
- by phone +358 20 727 1740 (Mon-Fri 9.00 -12.00 am EEST) or
- by mail to TietoEVERY Corporation, Legal/AGM, P.O. Box 2, FI-02101 Espoo, Finland.

In connection with the registration, a shareholder shall notify his/her name, personal/business identification number, address, telephone number and the name of any assistant or proxy representative (unless the proxy service provided by the company is used) as well as the personal identification number of a proxy representative. The personal data given to TietoEVERY Corporation is used only in connection with the Annual General Meeting and processing of related registrations.

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

4 Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the Annual General Meeting by virtue of such shares, based on which he/she on the record date of the Annual General Meeting, i.e. on 17 April 2020, would be entitled to be registered in the shareholders' register of the TietoEVERY Corporation held by Euroclear Finland Oy. The right to participate in the Annual 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 24 April 2020 by 10 am (EEST). As regards nominee registered shares this constitutes due registration for the Annual 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 TietoEVERY Corporation, the issuing of proxy documents and registration for the Annual 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 Annual General Meeting, into the temporary shareholders' register of the company at the latest by 24 April 2020 by 10 am (EEST).

Further information on attending the Annual General Meeting is available on www.tietoenvy.com/agm.

5 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 no later than on 17 April 2020.

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 TietoEVERY 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 17 April 2020 and the nominee should therefore be notified well in advance.

2. request temporary registration in the shareholders' register of TietoEVERY Corporation maintained by Euroclear Finland Oy. Such request shall be submitted in writing to Euroclear Sweden AB no later than on 20 April 2020 at 15.00 Swedish time.

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

General Meeting.

Further information on attending the Annual General Meeting is available on www.tietoenvy.com/agm.

6 Shares registered in Verdipapirsentralen ASA (VPS)

A shareholder with shares registered in Verdipapirsentralen ASA (VPS) Securities System who wishes to attend and vote at the Annual General Meeting must:

1. be registered in the shareholders' register maintained by Verdipapirsentralen ASA (VPS) not later than on 17 April 2020.

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 TietoEVRY Corporation maintained by Euroclear Finland Oy, request that their shares are reregistered in their own names in the register of shareholders maintained by Verdipapirsentralen ASA (VPS), and procure that the nominee sends the request for temporary registration to Verdipapirsentralen ASA (VPS) on their behalf. Such reregistration must be made as of 17 April 2020 and the nominee should therefore be notified well in advance.

2. inform Nordea Bank Plc's branch in Norway (Nordea Bank Abp, filial i Norge, Issuer Service) of his/her participation in the Annual General Meeting and request temporary registration in the shareholders' register of TietoEVRY Corporation maintained by Euroclear Finland Oy. The request for temporary registration shall be submitted in writing to Nordea Bank Plc's branch in Norway no later than on 17 April 2020 at 18.00 Norwegian time.

This temporary registration made through written request to Nordea Bank Plc's branch in Norway is considered a notice of attendance at the Annual General Meeting.

Further information on attending the Annual General Meeting is available on www.tietoenvy.com/agm.

7 Further instructions and information

The information concerning the Annual General Meeting required under the Companies Act and the Securities Market Act is available at www.tietoenvy.com/agm.

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 TietoEVRY Corporation is 118 425 771.

Changes in shareholding after the record date of the Annual General Meeting will not affect the right to participate in the General Meeting or the number of votes of such shareholder at the Annual General Meeting.

There are presentations both in Finnish and in English at the meeting and the webcast will include interpretation. More information on following the Annual General Meeting via webcast and on other meeting arrangements is available on www.tietoenvy.com/agm.

TietoEVRY monitors the development of the coronavirus and updates the measures based on recommendations and decisions by the authorities. Shareholders, assistants and representatives are also encouraged to follow the Finnish health authorities' latest instructions at www.thl.fi/en/web/thlfi-en.

8 April 2020

TietoEVRY Corporation

Board of Directors

For further information, please contact:

Esa Hyttinen, Deputy General Counsel, tel. +358 40 766 6196, [esa.hyttinen \(at\) tietoenvy.com](mailto:esa.hyttinen@tietoenvy.com)

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TietoEVRY creates digital advantage for businesses and society. We are a leading digital services and software company with local presence and global capabilities. Our Nordic values and heritage steer our success.

Headquartered in Finland, TietoEVRY employs around 24 000 experts globally. The company serves thousands of enterprise and public sector customers in more than 90 countries. TietoEVRY's annual turnover is approximately EUR 3 billion and its shares are listed on the NASDAQ in Helsinki and Stockholm as well as on the Oslo Börs, www.tietoenvy.com.