



Proposals of the Board of Directors of TietoEVRY Corporation to the Annual General Meeting to be held on 26 March 20

TietoEVRY Corporation Stock Exchange Release 14 February 2020 10.00 EET

1. Payment of dividend

The Board of Directors proposes to the Annual General Meeting that, for the financial year that ended on 31 December 2019, a dividend of EUR 1.27 per share be paid from the distributable funds of the company. The Board of Directors proposes that the dividend shall be paid in two instalments as follows:

- The first dividend instalment of EUR 0.635 per share shall be paid to shareholders who on the record date for the dividend payment on 30 March 2020 are recorded in the shareholders' register held by Euroclear Finland Oy or the registers of Euroclear Sweden AB or Verdipapirsentralen ASA (VPS). The dividend shall be paid beginning from 6 April 2020 in accordance with the procedures applicable in Euroclear Finland, Euroclear Sweden and the VPS.
- The second dividend instalment of EUR 0.635 per share shall be paid to shareholders who on the record date for the dividend payment on 30 September 2020 are recorded in the shareholders' register held by Euroclear Finland Oy or the registers of Euroclear Sweden AB or Verdipapirsentralen ASA (VPS). The dividend shall be paid beginning from 7 October 2020 in accordance with the procedures applicable in Euroclear Finland, Euroclear Sweden and the 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.

The Board of Directors proposes that it shall be authorised to decide on a new record date and payment date for the second dividend instalment in case the rules and guidelines of the book-entry system are changed or otherwise so require.

2. 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 attached to the notice to the Annual General Meeting.

3. 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.

4. 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 2019. 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 Oy 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.

5. 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 11 800 000 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 2021.

6. 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.

Espoo, 13 February 2020

TietoEVRY Corporation
Board of Directors

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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 Børs. www.tietoevry.com