



Tieto Corporation
Listing of
EUR 100,000,000 Notes due 2024
The Notes are represented by units in denominations of EUR 1,000

On 12 September 2018, Tieto Corporation ("**Tieto**", the "**Issuer**" or the "**Company**") issued senior unsecured notes with an aggregate nominal amount of EUR 100,000,000 (the "**Notes**"). The Notes are represented by units in denominations of EUR 1,000. The rate of interest of the Notes is 1.375 per cent per annum. The Notes will be redeemed at their principal amount on 12 September 2024 (the "**Final Maturity Date**"), unless previously prepaid, redeemed or purchased and cancelled. (See "*Terms and Conditions of the Notes*".) This document (this document and the documents incorporated herein by reference jointly referred to as the "**Listing Prospectus**") has been prepared solely for the purpose of admission to listing of the Notes to trading on Nasdaq Helsinki Ltd (the "**Helsinki Stock Exchange**") and does not constitute any offering of the Notes.

This Listing Prospectus has been drawn up in accordance with the Finnish Securities Markets Act (14 December 2012/746, as amended) (the "**Finnish Securities Markets Act**"), the Decree of the Finnish Ministry of Finance on the Prospectus referred to in Chapters 3 to 5 of the Finnish Securities Market Act (20 December 2012/1019, as amended), the Commission Regulation (EC) No 809/2004, as amended, in application of the Annexes IV, V and XXII thereof, and the regulations and guidelines of the Finnish Financial Supervisory Authority (the "**FIN-FSA**"). The FIN-FSA, which is the competent authority for the purposes of Directive 2003/71/EC (as amended by Directive 2010/73/EU, the "**Prospectus Directive**") and relevant implementing measures in Finland, has approved this Listing Prospectus (journal number FIVA 44/02.05.04/2018) but assumes no responsibility for the correctness of the information contained herein.

Application has been made for the Notes to be admitted to trading on a regulated market on the Helsinki Stock Exchange (the "**Listing**"), and the Listing is expected to take place on or about 14 September 2018.

Besides filing this Listing Prospectus with the FIN-FSA and the application to the Helsinki Stock Exchange, neither the Issuer nor the Lead Managers (defined hereafter) have taken any action, nor will they take any action to render the public offer of the Notes or their possession, or the distribution of this Listing Prospectus or any other documents relating to the Notes admissible in any other jurisdiction than Finland requiring special measures to be taken for the purpose of public offer.

The Notes have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or with any securities regulatory authority of any state of the United States. The Notes may not be offered, sold, pledged or otherwise transferred directly or indirectly within the United States or to, or for the account or benefit of, U.S. Persons (as defined in Regulation S under the Securities Act ("Regulation S")), except to a person who is not a U.S. Person (as defined in Regulation S) in an offshore transaction pursuant to Regulation S.

The Issuer or the Notes have not been assigned any credit ratings at the request or with the co-operation of the Issuer in the rating process.

Investment in the Notes involves certain risks. The principal risk factors that may affect the ability of the Issuer to fulfil its obligations under the Notes are discussed under "*Risk Factors*" below.

Lead Managers



Swedbank



IMPORTANT INFORMATION

In this Listing Prospectus, "Tieto", the "Company", the "Issuer", the "Group" and "Tieto Group" refer to Tieto Corporation and its consolidated subsidiaries, except where the context may otherwise require.

This Listing Prospectus should be read in conjunction with all documents which are incorporated herein by reference and such documents form part of this Listing Prospectus. See "*Documents Incorporated by Reference*".

OP Corporate Bank plc ("**OP**") and Swedbank AB (publ) ("**Swedbank**" and together with OP, the "**Lead Managers**") are acting for Tieto as the arrangers and lead managers of the Listing. The Lead Managers are not acting for anyone else in connection with the Listing and will not be responsible to anyone other than Tieto for providing the protections afforded to their respective clients nor for providing any advice in relation to the Listing or the contents of this Listing Prospectus. Investors should rely only on the information contained in this Listing Prospectus, including information incorporated by reference in this Listing Prospectus. Without prejudice to any obligation of Tieto to publish a supplementary prospectus pursuant to applicable rules and regulations, neither the delivery of this Listing Prospectus nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of Tieto since the date of this Listing Prospectus or that the information herein is correct as of any time subsequent to the date of this Listing Prospectus.

In making an investment decision, each investor must rely on their examination, analysis and enquiry of Tieto and the Terms and Conditions of the Notes, including the risks and merits involved. Neither Tieto, either of the Lead Managers nor any of their respective affiliated parties or representatives, is making any representation to any offeree or subscriber of the Notes regarding the legality of the investment by such person. Investors should make their independent assessment of the legal, tax, business, financial and other consequences of an investment in the Notes.

No person has been authorised to give any information or to make any representation not contained in or not consistent with this Listing Prospectus or any information supplied by Tieto or such other information as is in the public domain and, if given or made, such information or representation should not be relied upon as having been authorised by Tieto or the Lead Managers. The Lead Managers have not independently verified the information contained herein. Accordingly, to the fullest extent permitted by the Finnish Securities Market Act and other applicable laws, no representation, warranty or undertaking, express or implied, is made and no responsibility or liability is accepted by the Lead Managers as to the accuracy or completeness of the information contained or incorporated in this Listing Prospectus or any other information provided by the Issuer in connection with the Listing, and nothing contained in this Listing Prospectus is, or shall be relied upon as, a promise or representation by either Lead Manager in this respect, whether as to the past or the future. The Lead Managers accordingly disclaim any and all liability whether arising in tort, contract, or otherwise in relation to the information contained or incorporated in this Listing Prospectus or any other information provided by the Issuer in connection with the Listing of the Notes or their distribution.

The information contained herein is current as at the date of this Listing Prospectus. Neither the delivery of this Listing Prospectus, nor the offer, sale or delivery of the Notes mean that no adverse changes have occurred or events have happened that may or could result in adverse effect in Tieto's business, financial condition, results of operations or future prospects and/or the market price of the Notes. Nothing contained in this Listing Prospectus constitutes, or shall be relied upon as, a promise or representation by the Issuer or any Manager as to the future. Investors are advised to inform themselves of any press releases published by Tieto since the date of this Listing Prospectus.

The distribution of this Listing Prospectus may, in certain jurisdictions, be restricted by law, and this Listing Prospectus may not be used for the purpose of, or in connection with, any offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. No actions have been taken to register or qualify the Notes, or otherwise to permit a public offering of the Notes, in any jurisdiction outside of Finland. Tieto and the Lead Managers advise persons into whose possession this Listing Prospectus comes to inform themselves of and observe all such restrictions. Neither Tieto nor the Lead Managers accept any legal responsibility for any violation by any person, whether or not a prospective purchaser of Notes is aware of such restrictions. In particular:

- the Notes may not be offered, sold, resold, transferred or delivered, directly or indirectly, in or into the United States, Australia, Canada, Hong Kong, Japan, Singapore or any other jurisdiction in which it would not be permissible to offer the Notes; and
- this Listing Prospectus may not be sent to any person in the aforementioned jurisdictions.

This Listing Prospectus has been prepared in English only. However, the summary of this Listing Prospectus has been translated into Finnish. The Issuer is solely responsible for the correctness of the Finnish language summary.

The Notes are governed by Finnish law and any dispute arising in relation the Notes shall be settled exclusively by Finnish courts in accordance with Finnish law.

Other than as set forth in the Responsibility Statement, no representation or warranty, express or implied, is made by Tieto or either Lead Manager as to the accuracy or completeness of information contained in this Listing Prospectus.

MiFID II product governance / Professional investors, ECPs and retail investors target market

Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that (i) the target market for the Notes is eligible counterparties and professional clients and retail clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**") and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients and retail clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

Important – EEA retail investors

The Notes have a fixed rate of interest and the redemption amount is fixed as described in this Listing Prospectus. Accordingly, the Notes fall out of scope of Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") and consequently no key information document has been prepared by the Issuer.

CONTENTS

SUMMARY	1
TIIVISTELMÄ	16
RISK FACTORS	31
RISKS RELATING TO MACROECONOMIC CONDITIONS	31
RISKS RELATING TO TIETO'S BUSINESS OPERATIONS	32
FINANCIAL RISKS.....	35
RISKS RELATING TO THE NOTES.....	37
GENERAL INFORMATION	41
RESPONSIBILITY STATEMENT	42
AUDITORS	42
SPECIAL CAUTIONARY NOTICE REGARDING FORWARD LOOKING STATEMENTS	42
ALTERNATIVE PERFORMANCE MEASURES	42
MARKET AND INDUSTRY INFORMATION	43
ADDITIONAL INFORMATION	43
NO INCORPORATION OF WEBSITE INFORMATION	43
NOTICE TO INVESTORS IN THE EUROPEAN ECONOMIC AREA (OTHER THAN FINLAND)	43
NOTICE TO PROSPECTIVE INVESTORS IN THE UNITED KINGDOM	44
INFORMATION ABOUT THE ISSUER	45
GENERAL	45
HISTORY AND DEVELOPMENT OF TIETO	45
INVESTMENTS	46
BUSINESS OVERVIEW AND PRINCIPAL ACTIVITIES.....	46
BUSINESS STRATEGY	48
SUSTAINABILITY	51
FINANCING.....	52
ORGANISATION	52
AGREEMENTS OUTSIDE THE ORDINARY COURSE OF BUSINESS	52
SELECTED CONSOLIDATED FINANCIAL INFORMATION	53
FINANCIAL AND TREND INFORMATION, FUTURE OUTLOOK	60
HISTORICAL FINANCIAL INFORMATION	60
LEGAL AND ARBITRATION PROCEEDINGS	60
NO SIGNIFICANT CHANGE IN THE ISSUER'S FINANCIAL OR TRADING POSITION	60
TREND INFORMATION	60
LONG-TERM FINANCIAL OBJECTIVES.....	61
FUTURE OUTLOOK	61
INFLUENCE OF MANAGEMENT ON FACTORS AFFECTING THE ESTIMATES	61
DIRECTORS, MANAGEMENT AND SIGNIFICANT SHAREHOLDERS OF THE ISSUER	63
GENERAL	63
BOARD OF DIRECTORS	63
THE PRESIDENT AND CEO AND OPERATIVE MANAGEMENT	65
BUSINESS ADDRESS	67
CONFLICTS OF INTEREST.....	67
CORPORATE GOVERNANCE.....	67
BOARD COMMITTEES	68
SHAREHOLDERS' NOMINATION BOARD	68
SHARE CAPITAL AND MAJOR SHAREHOLDERS.....	69
TAXATION	70
DOCUMENTS INCORPORATED BY REFERENCE	71
DOCUMENTS ON DISPLAY AND AVAILABLE INFORMATION	72

ANNEX A-TERMS AND CONDITIONS OF THE NOTES	73
1. PRINCIPAL AMOUNT AND ISSUANCE OF THE NOTES	73
2. SUBSCRIPTION OF THE NOTES	73
3. ISSUE PRICE.....	73
4. INTEREST	73
5. REDEMPTION	74
6. STATUS AND SECURITY	74
7. PAYMENTS	74
8. CHANGE OF CONTROL.....	74
9. NEGATIVE PLEDGE.....	75
10. EVENTS OF DEFAULT.....	75
11. TAXATION	76
12. NOTEHOLDERS' MEETING AND PROCEDURE IN WRITING	76
13. NOTICES AND RIGHT TO INFORMATION	78
14. FORCE MAJEURE.....	79
15. PRESCRIPTION.....	79
16. LISTING	79
17. PURCHASES.....	79
18. FURTHER ISSUES OF NOTES	79
19. INFORMATION.....	79
20. APPLICABLE LAW AND JURISDICTION.....	79
ANNEX B - ADDITIONAL INFORMATION ON THE ISSUE OF THE NOTES	80

SUMMARY

Summaries are made up of disclosure requirements known as "Elements". These elements are numbered in Sections A - E (A.1 - E.7).

This summary contains all the Elements required to be included in the summary for this type of securities and the Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and the Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of "not applicable".

A – Introduction and warnings

A.1 Warning

The following summary is not intended to be exhaustive and should be read as an introduction to this Listing Prospectus, including the financial statements of the Company and other financial information contained in this Listing Prospectus. Any decision to invest in the Notes should be based on consideration of this Listing Prospectus as a whole. Certain terms used in this summary are defined elsewhere in this Listing Prospectus. Where a claim relating to the information contained in this Listing Prospectus is brought before a court in the European Economic Area, the plaintiff may, under the national legislation of the Member State where the claim is brought, be required to bear the costs of translating this Listing Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled this summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of this Listing Prospectus or it does not provide, when read together with the other parts of this Listing Prospectus, key information in order to aid investors when considering whether to invest in the Notes.

A.2 Consent by the Issuer to the use of the Listing Prospectus and final placement of the Notes, the offer period and the terms and conditions attached to the consent Not applicable.

B – Issuer

B.1 Legal and commercial name of the Issuer Tieto Corporation.

B.2 Domicile and legal form of the issuer, legislation under which the Issuer operates and country of incorporation of the Issuer The domicile of the Issuer is Espoo, Finland. The Issuer is a Finnish public limited liability company incorporated and operating under the laws of Finland.

B.4b Known trends affecting the Issuer and the Issuer's industries

The Issuer's primary market is in the Nordic countries and it has global presence through its product development services and delivery centres. The total market is expected to remain dynamic and to see further growth. In 2018, the Nordic market is anticipated to grow by 2%. Digitalization of customers' business is accelerating in support of a twofold agenda of growing revenue through innovation and reducing costs by improving efficiency. Customers focus on enhancing digital capabilities, such as analytics, to expand their existing product and service portfolios and improve user experience. At the same time, existing legacy systems are being modernized.

Digital strategies, ecosystem-based solutions and data hub-type industry platforms are generating plenty of interest. Emerging services based on new technologies such as the cloud, software robotics, artificial intelligence, blockchain and IoT are expected to experience double-digit growth and the decline in traditional services (traditional application and infrastructure services) will continue. Artificial intelligence and machine learning, for example, help detect patterns in vast volumes of data, and hence provide improved insights. Consequently, enterprises will be able to provide customers with personalized, predictive experiences and increase the automation and accuracy of processes.

There is considerable interest in the market for establishing new business networks utilizing distributed ledger technology and pursuing opportunities in various domains. These include, for example, supply chain, digital ownership and digital identity. With the recently established Blockchain Solutions business unit, Tieto aims to help organizations in various industries renew their business by providing technology consulting and a variety of services through an extensive ecosystem of partners.

Outsourcing activity has remained good while the duration and committed values of contracts are decreasing. Currently around 20–25% of global infrastructure services are represented by cloud, predominantly private cloud. Future cloud market growth will extensively be driven by multi-cloud solutions integrating public cloud, private cloud and traditional technologies for customers to enable cost-efficient business innovation and agility. The total infrastructure cloud (Infrastructure as a Service and Platform as a Service) market is expected to grow by 15–20% annually. This comprises

- public cloud adoption – expected market growth 25–30%
- private/enterprise cloud – expected growth 10–15%

Tieto's cloud portfolio, mainly comprising the company's private cloud offerings, has contributed to over 20% growth of cloud services. Tieto provides with public cloud services through its OneCloud solution. OneCloud is a multi-cloud solution seamlessly orchestrating workloads across private and public clouds.

There is an accelerated need for customers to quickly roll out new digital services. The trend involves moving to automated application development and maintenance, as well as adoption of multicloud strategies, requiring strong service orchestration capabilities. In line with these trends, traditional development

programmes are cut into smaller projects and there is good demand to support customers in their services integration and managing various ecosystems and technology stacks. The IT industry is also continuing to shift from traditional large outsourcing agreements towards agile methods and consumption-based business models.

Customers' competitive landscape is changing fast with new technology-based companies entering the market, in some cases from outside clients' own industry. This trend, visible across all industries, is calling for an active innovation agenda for current actors to remain competitive. Currently, this has the greatest impact on the financial services and retail sectors.

Sweden continues to be the fastest-growing of Tieto's core markets, which is also reflected in active recruitment of IT talent in all industries. In Finland, the economic outlook has improved, and this will gradually also support the IT services market.

B.5 Description of the Group and the Issuer's position within the Group

Tieto is the parent company of the Tieto Group. The following table sets forth Tieto's subsidiaries as at 30 June 2018:

Tieto's subsidiaries	Share and vote%
Tieto Austria GmbH, Austria	100%
Tieto (Beijing) Technology Co., Ltd.,	100%
Tieto Canada Inc., Canada	100%
Tieto China Co., Ltd., China	100%
Tieto Czech s.r.o., Czech Republic	100%
Tieto Czech Support Services s.r.o., Czech Republic	100%
Tieto Denmark A/S, Denmark	100%
Tieto DK A/S, Denmark	100%
Tieto Estonia AS, Estonia	100%
Tieto Finland Oy, Finland	100%
Tieto Finland Support Services Oy,	100%
Tieto Germany GmbH, Germany	100%
Tieto Global Oy, Finland	100%
Tieto Great Britain Ltd, Great-Britain	100%
Tieto Latvia SIA, Latvia	100%
Tieto Lietuva UAB, Lithuania	100%
Tieto Netherlands Holding B.V., Netherlands	100%
Tieto Norway AS, Norway	100%
Tieto Poland sp. z o.o, Poland	100%
Tieto Sdn Bhd, Malaysia	100%
Tieto Singapore Pte. Ltd., Singapore	100%
Tieto Support Services Sp. z o.o., Poland	100%
Tieto Sweden AB, Sweden	100%
TietoEnator Inc., USA	100%
Dormant subsidiaries (2 in total)	100%

B.9 Profit forecast or estimate

In its Q2/2018 Interim Report published on 20 July 2018, the

Issuer provided the following information on the full-year outlook of 2018, which repeated the outlook for 2018 provided in the Q1/2018 Interim Report published on 26 April 2018 and in the financial statement bulletin published on 6 February 2018:

“Tieto expects its adjusted⁽¹⁾ full-year operating profit (EBIT) to increase from the previous year’s level (EUR 161.4⁽²⁾ million in 2017).”

⁽¹⁾ adjusted for restructuring costs, capital gains/losses, goodwill impairment charges and other items.

⁽²⁾ Restated due to the adoption of IFRS 15.

B.10 Qualifications in audit report on historical financial information Not applicable. The audit reports on historical financial information do not contain any qualifications.

B.12 Selected historical key financial information The following selected consolidated financial information has been derived from the unaudited restated consolidated financial statement information of Tieto as at and for the financial years ended on 31 December 2017 included as comparative information in the unaudited interim report as at and for the six months ended 30 June 2018 and audited consolidated financial statements as at and for the financial year ended 31 December 2016 as well as the unaudited consolidated interim report as at and for the six months ended on 30 June 2018 and 2017, prepared in accordance with IFRS, as adopted by the European Union.

Tieto has adopted the new IFRS 9, ‘Financial Instruments’ and IFRS 15 ‘Revenue from Contracts with Customers’ standards and an amendment to IFRS 2 ‘Share-based payment’ standard as of 1 January 2018. Therefore, the Issuer has on 28 March 2018 published its restated financial statements for the financial year ended on 31 December 2017. The impact of IFRS 15 on 2017 Group-level net sales is EUR 0.2 million and on operating profit (EBIT) EUR -0.1 million. The change mainly affects the Technology Services and Modernization service line. The impact of IFRS 9 on the company’s equity in the opening balance sheet for 2018 is EUR 0.4 million (negative). The total impact of reporting changes on equity, including IFRS 9 and IFRS 15, is EUR 0.2 million (positive). The amendment to IFRS 2 has no impact on comparison figures for 2017.

The financial statements as at and for the financial year ended on 31 December 2017 have not been audited insofar as they relate to the restatement thereof as a result of the adoption of IFRS 15. The Issuer’s consolidated interim report as at and for the six months ended on 30 June 2018 has been prepared in accordance with the new and amended standards in addition to which the Issuer’s below financial data derived from the Issuer’s consolidated interim report as at and for the six months ended on 30 June 2017 has been restated below to take into account the adoption of the IFRS 15. No restatement has been made to the financial statements or interim reports for the financial year 2017 based on the adoption of IFRS 9, based on the exception provided in IFRS 9.

As at and for six months ended 30 June		As at and for the year ended 31 December	
2018	2017	2017	2016
(unaudited)	(restated, unaudited ⁽²⁾)	(restated, unaudited ⁽²⁾)	(unaudited, unless otherwise stated)

(EUR million, unless otherwise stated)

**CONSOLIDATED
FINANCIAL STATEMENTS
(IFRS)**

KEY FIGURES

Net sales	810.5	778.8 ⁽²⁾	1,543.4 ⁽²⁾	1,492.6 ⁽⁴⁾
Operating profit (EBIT) ⁽³⁾	68.6	50.2 ⁽²⁾	139.1 ⁽²⁾	140.8 ⁽⁴⁾
Operating margin (EBIT), % ⁽³⁾	8.5	6.4	9.0	9.4
Adjusted ⁽¹⁾ operating profit (EBIT) ⁽³⁾	71.4	71.1	161.4	152.2
Adjusted ⁽¹⁾ operating margin (EBIT), % ⁽³⁾	8.8	9.1	10.5	10.2
Profit before taxes	67.3	48.5 ⁽²⁾	135.7 ⁽²⁾	136.8 ⁽⁴⁾
Earnings per share	0.74	0.5 ⁽²⁾	1.46 ⁽²⁾	1.46 ⁽⁴⁾
Adjusted ⁽¹⁾ earnings per share	0.77	0.72	1.69	1.58
Equity per share	5.55	5.61 ⁽²⁾	6.46 ⁽²⁾	6.62
Dividend per share	-	-	1.40	1.37
Capital Expenditure	19.5	30.3	50.8	61.6
Acquisitions	12.2	-	49.3	37.6
Return on equity, 12-month rolling %	30.5	23.6	22.3 ⁽²⁾	22.1
Return on capital employed, 12-month rolling %	24.1	21.0	20.5	21.6
Gearing, %	51.1	39.8	32.7	22.5
Interest-bearing net debt, EUR million	209.2	164.6	155.7	
Net debt / EBITDA	1.0	0.9	0.8	0.6
Equity ratio, %	38.2	40.6	42.5 ⁽²⁾	47.3
Personnel on average	14,692	13,821	13,889	13,472
Personnel at the end of the period	14,956	13,754	14,329	13,876

⁽¹⁾ Adjusted for restructuring costs, capital gains/losses, goodwill impairment charges and other items.

⁽²⁾ As restated due to the adoption of IFRS 15. The financial statements as at and for the financial year ended on 31 December 2017 have not been audited insofar as they relate to the restatement thereof as a result of the adoption of IFRS 15. The Issuer's financial data derived from the Issuer's consolidated interim report as at and for the six months ended on 30 June 2017 has been restated to take into account the adoption of the IFRS 15.

⁽³⁾ The first half includes EUR 2.7 million in 2018 and EUR 2.1 million in 2017 in amortizations of acquisition-related intangible assets.

⁽⁴⁾ Audited.

As at and for six months ended 30 June		As at and for the year ended 31 December	
2018	2017	2017	2016
(unaudited)	(restated, unaudited ⁽¹⁾)	(restated, unaudited ⁽¹⁾)	(audited)

(EUR million, unless otherwise stated)

**CONSOLIDATED INCOME
STATEMENT**

Net sales	810.5	778.8 ⁽¹⁾	1,543.4 ⁽¹⁾	1,492.6
Other operating income	10.7	7.4	17.4	19.8

Employee benefit expenses	-465.6	-463.7 ⁽¹⁾	-873.3 ⁽¹⁾	-827.1
Depreciation, amortization and impairment losses	-29.0	-27.3	-54.7	-53.9
Other operating expenses	-260.3	-246.4 ⁽¹⁾	-496.9 ⁽¹⁾	-493.8
Share of results in joint ventures	2.3	1.4	3.2	3.2
Operating profit (EBIT) ⁽²⁾	68.6	50.2 ⁽¹⁾	139.1 ⁽¹⁾	140.8
Interest and other financial income	1.1	0.8	1.5	2.1
Interest and other financial expenses	-2.5	-2.4	-4.7	-5.0
Net foreign exchange gains/losses	0.1	-0.0	-0.2	-1.1
Profit before taxes	67.3	48.5 ⁽¹⁾	135.7 ⁽¹⁾	136.8
Income taxes	-12.7	-11.8 ⁽¹⁾	-28.0 ⁽¹⁾	-29.6
Net profit for the period	54.6	36.7⁽¹⁾	107.7⁽¹⁾	107.2
Net profit for the period attributable to				
Shareholders of the Parent company	54.6	36.7 ⁽¹⁾	107.7 ⁽¹⁾	107.2
Non-controlling interest	0.0	-	0.0	0.0
	54.6	36.7⁽¹⁾	107.7⁽¹⁾	107.2
Earnings per share attributable to the shareholders of the Parent company, EUR				
Basic	0.74	0.50 ⁽¹⁾	1.46 ⁽¹⁾	1.46
Diluted	0.74	0.50 ⁽¹⁾	1.46 ⁽¹⁾	1.46

⁽¹⁾ As restated due to the adoption of IFRS 15. The financial statements as at and for the financial year ended on 31 December 2017 have not been audited insofar as they relate to the restatement thereof as a result of the adoption of IFRS 15. The Issuer's financial data derived from the Issuer's consolidated interim report as at and for the six months ended on 30 June 2017 has been restated below to take into account the adoption of the IFRS 15.

⁽²⁾ The first half includes EUR 2.7 million in 2018 and EUR 2.1 million in 2017 in amortizations of acquisition-related intangible assets.

As at and for six months ended 30 June		As at and for the year ended 31 December	
2018	2017	2017	2016
(unaudited)	(restated, unaudited ⁽¹⁾)	(restated, unaudited ⁽¹⁾)	(audited)
(EUR million, unless otherwise stated)			

**CONSOLIDATED
STATEMENT OF
COMPREHENSIVE INCOME**

Net profit for the period	54.6	36.7 ⁽¹⁾	107.7 ⁽¹⁾	107.2
Items that may be reclassified subsequently to profit or loss:				
Translation differences	-16.7	-10.0	-19.0	-2.1
Cash flow hedges (net of tax)	-	-	-	-0.2
Items that will not be reclassified subsequently to profit or loss:				
Remeasurements of the defined benefit pension obligations, net of tax	-0.6	-1.5	-2.4	-2.1

Total comprehensive income	37.3	25.2⁽¹⁾	86.3⁽¹⁾	102.8
Total comprehensive income attributable to				
Shareholders of the Parent company	37.3	25.2 ⁽¹⁾	86.3 ⁽¹⁾	102.8
Non-controlling interest	0.0	-	0.0	0.0
	37.3	25.2⁽¹⁾	86.3⁽¹⁾	102.8

⁽¹⁾ As restated due to the adoption of IFRS 15. The financial statements as at and for the financial year ended on 31 December 2017 have not been audited insofar as they relate to the restatement thereof as a result of the adoption of IFRS 15. The Issuer's financial data derived from the Issuer's consolidated interim report as at and for the six months ended on 30 June 2017 has been restated below to take into account the adoption of the IFRS 15.

As at 30 June		As at 31 December	
2018	2017	2017	2016
(unaudited)	(restated, unaudited⁽¹⁾)	(restated, unaudited⁽¹⁾)	(audited)

(EUR million, unless otherwise stated)

**CONSOLIDATED
STATEMENT OF
FINANCIAL POSITION**

ASSETS				
Non-current assets				
Goodwill	437.5	405.0	441.3	409.7
Other intangible assets	43.7	50.5	51.1	52.3
Property, plant and equipment	90.4	97.1	94.9	94.0
Interests in joint ventures	15.4	14.4	16.3	16.5
Deferred tax assets	26.2	28.8	25.7	29.9
Finance lease receivables	0.9	1.1	0.8	2.2
Other financial assets at amortized cost	0.5	0.5	0.4	0.0
Other financial assets at fair value through profit or loss	0.6	0.7	0.5	0.7
Total non-current assets	615.2	598.1	631.0	605.3
Current assets				
Trade and other receivables	418.2	398.9 ⁽¹⁾	422.5 ⁽¹⁾	390.3
Pension benefit assets	3.2	6.0	7.4	7.4
Finance lease receivables	1.4	3.1	2.0	3.5
Other interest-bearing receivables	0.0	0.0	0.0	0.3
Current tax assets	8.9	16.1	8.7	11.0
Cash and cash equivalents	67.4	51.3	78.2	56.7
Total current assets	499.1	475.4⁽¹⁾	518.8⁽¹⁾	469.2
Total assets	1,114.3	1,073.4⁽¹⁾	1,149.9	1,074.5
EQUITY AND LIABILITIES				
Equity				
Share capital	117.5 ⁽²⁾	119.8 ⁽²⁾	119.2 ⁽²⁾	76.6
Share issue premiums and other reserves	-	-	-	43.4
Retained earnings	292.0	294.1 ⁽¹⁾	356.6 ⁽¹⁾	368.1
Equity attributable to owners of the parent	409.5	413.9 ⁽¹⁾	475.8 ⁽¹⁾	488.1

Non-controlling interest	0.0	-	0.4	0.0
Total equity	409.5	413.9	476.1⁽¹⁾	488.1
Non-current liabilities				
Loans	1.7	103.7	102.5	103.8
Deferred tax liabilities	35.6	34.1 ⁽¹⁾	38.5 ⁽¹⁾	34.9
Provisions	2.0	5.1	2.6	5.4
Pension benefit obligations	10.0	13.8	11.9	13.9
Other non-current liabilities	7.1	1.7 ⁽¹⁾	4.5 ⁽¹⁾	0.2
Total non-current liabilities	56.5	158.4 ⁽¹⁾	160.0 ⁽¹⁾	158.2
Current liabilities				
Trade and other payables	359.1	360.9 ⁽¹⁾	362.9 ⁽¹⁾	344.6
Current tax liabilities	5.7	7.4	5.9	3.5
Provisions	5.9	16.0	10.3	11.5
Loans	277.6	116.7	134.6	68.6
Total current liabilities	648.3	501.1 ⁽¹⁾	513.7 ⁽¹⁾	428.2
Total equity and liabilities	1,114.3	1,073.4⁽¹⁾	1,149.9⁽¹⁾	1,074.5

⁽¹⁾ As restated due to the adoption of IFRS 15. The financial statements as at and for the financial year ended on 31 December 2017 have not been audited insofar as they relate to the restatement thereof as a result of the adoption of IFRS 15. The Issuer's financial data derived from the Issuer's consolidated interim report as at and for the six months ended on 30 June 2017 has been restated below to take into account the adoption of the IFRS 15.

⁽²⁾ Includes share issue premiums and other reserves.

As at and for the six months ended 30 June		As at and for the year ended 31 December	
2018	2017	2017	2016
(unaudited)	(restated, unaudited ⁽¹⁾)	(restated, unaudited ⁽¹⁾⁽²⁾)	(audited)
(EUR million, unless otherwise stated)			

CONSOLIDATED STATEMENT OF CASH FLOWS

Cash flow from operations				
Net profit	54.6	36.7 ⁽¹⁾	107.7 ⁽¹⁾	107.2
Adjustments				
Depreciation, amortization and impairment losses	29.0	27.3	54.7	53.9
Share-based payments ⁽²⁾	-	1.0	1.9	1.3
Profit/loss on sales of fixed assets, shares and business operations	-3.0	-0.1	0.0	0.1
Share of results in joint ventures	-2.3	-1.4	-3.2	-3.2
Other adjustments	1.9	-0.4	-5.4	-7.7
Net financial expenses	1.3	1.6	3.4	4.0
Income taxes	12.7	11.8	28.0	29.6
Change in net working capital	-4.4	11.1 ⁽¹⁾	-15.3 ⁽¹⁾	-51.6
Cash generated from operations	89.8	87.7	171.8	133.6
Net financial expenses paid	-5.3	5.0	-7.4	-2.6
Dividends received	3.2	3.5	3.5	3.8
Income taxes paid	-13.8	-12.5	-16.9	-37.6
Net cash flow from operations	73.8	73.7	151.0	97.2
Cash flow from investing activities				

Acquisition of Group companies and business operations, net of cash acquired	-10.2	-0.4	-43.7	-32.3
Capital expenditures	-18.7	-26.2	-47.0	-61.7
Disposal of group companies and business operations, net of cash disposed	7.1	-	-0.3	0.0
Sales of fixed assets	0.1	0.2	0.4	0.1
Change in loan receivables	0.6	1.4	2.7	2.5
Net cash flow from investing activities	-21.2	-25.1	-87.9	-91.4
Cash flow from financing activities				
Dividends paid	-103.4	-101.0	-101.0	-99.3
Exercise of stock options	-	-	-	0.8
Payments of finance lease liabilities	-0.4	-0.6	-1.0	-1.3
Changes in interest-bearing liabilities	41.3	43.9	61.8	-4.4
Other financing cash flow	-4.2	-	-	-
Net cash flow from financing activities	-66.7	-57.7	-40.2	-104.2
Change in cash and cash equivalents	-14.1	-9.1	22.9	-98.4
Cash and cash equivalents at the beginning of period	78.2	56.7	56.7	156.2
Foreign exchange differences	3.3	3.7	-1.4	-1.1
Change in cash and cash equivalents	-14.1	-9.1	22.9	-98.4
Cash and cash equivalents at the end of period	67.4	51.3	78.2	56.7

⁽¹⁾ As restated due to the adoption of IFRS 15. The financial statements as at and for the financial year ended on 31 December 2017 have not been audited insofar as they relate to the restatement thereof as a result of the adoption of IFRS 15. The Issuer's financial data derived from the Issuer's consolidated interim report as at and for the six months ended on 30 June 2017 has been restated below to take into account the adoption of the IFRS 15.

⁽²⁾ From 2018 onwards share-based payments are reported under other adjustments.

KEY FIGURES ON PERFORMANCE

$$\text{Earnings per share} = \frac{\text{Net profit for the period}}{\text{Average number of shares}}$$

Calculation of alternative performance measures:

$$\text{Adjusted earnings per share} = \frac{\text{Net profit for the period excluding adjustments, net of tax}}{\text{Average number of shares}}$$

$$\text{Adjustments} = \text{Restructuring costs} + \text{capital gains/losses} + \text{goodwill impairment charges} + \text{other items affecting comparability}$$

$$\text{Adjusted operating profit (EBIT)} = \text{Operating profit} + \text{adjustments}$$

Adjusted operating profit margin (EBIT), %	=	$\frac{\text{Adjusted operating profit (EBIT)}}{\text{Net sales}}$
Equity per share	=	$\frac{\text{Total equity}}{\text{Number of shares at the year end}}$
Capital expenditure	=	Acquisition of intangible assets and property, plant and equipment
Acquisitions	=	Acquisitions of subsidiaries and business operations, net of cash acquired
Return on equity, 12-month rolling %	=	$\frac{\text{Profit before taxes and minority interests} - \text{income taxes}}{\text{Total equity (12-month average)}} \times 100$
Return on capital employed, 12-month rolling %	=	$\frac{\text{Profit before taxes and minority interests} + \text{interest and other financial expenses}}{\text{Total assets} - \text{non-interest-bearing liabilities (12-month average)}} \times 100$
Gearing, %	=	$\frac{\text{Interest-bearing net debt}}{\text{Total equity}} \times 100$
Interest-bearing net debt	=	Interest-bearing liabilities – interest-bearing receivables – cash and cash equivalents – securities carried as current assets
Net debt/EBITDA	=	$\frac{\text{Interest-bearing net debt}}{\text{EBITDA}}$
Equity ratio, %	=	$\frac{\text{Total equity}}{\text{Total assets} - \text{advance payments}} \times 100$

Reconciliation of Alternative Performance Measures

Adjusted operating profit (EBIT)	As at and for the six months ended 30 June		As at and for the year ended 31 December	
	2018	2017	2017	2016
	(EUR million, unless otherwise stated)			
Operating profit (EBIT)	68,6	50,2	139,1	140,8
+ restructuring costs	2,6	18,7	22,7	14,8
- capital gains	-3,0	-	-	-
+ capital losses	-	-	0,3	0,2
+/- M&A related items	0,9	0,1	-0,2	-1,9
+/- other items	2,3 ⁽¹⁾	2,1 ⁽²⁾	-0,5 ⁽³⁾	-1,7 ⁽⁴⁾
Adjusted operating profit (EBIT)	71,4	71,1	161,4	152,2

⁽¹⁾ Include write-offs related to obsolete assets and a value added tax correction of EUR 1.2 million from previous years in Russia.

⁽²⁾ In Sweden, one defined benefit pension plan was closed and a new contribution pension plan was established. Consequently, net costs of EUR 1.1 million have been recognized. EUR 1.0 million in write-offs related to obsolete assets replaced by new technologies are also included.

⁽³⁾ In Sweden, one pension plan treated as a defined benefit plan was closed and a new contribution plan was established. Due to this, net costs of EUR 1.1 million have been recognized. In Finland, active employees having defined benefit pension plans have, as of 1 Jan 2017, had the option to transfer their defined benefit pensions to the defined contribution plan, and some active employees decided to make that change. Due to this, a settlement gain of EUR 2.4 million has been recognized in personnel costs in December 2017.

⁴ Value added tax correction from previous years EUR -1.1 million in Russia. In Finland, around 250 active employees have been included in the defined benefit pension plans. Based on negotiations with the insurance company, Tieto closed its defined benefit plan for future pension accrual. As a consequence, a settlement gain of EUR 4.6 million has been recognized in personnel expenses in December 2016. “Other items” also includes EUR 1.5 million in oneoff write-offs related to obsolete assets replaced by new technologies.

This Listing Prospectus includes certain financial measures, which, in accordance with the “*Alternative Performance Measures*” guidance issued by the European Securities and Markets Authority, are not accounting measures defined or specified in IFRS and are, therefore, considered alternative performance measures. Tieto uses “Adjusted operating profit (EBIT)” as an alternative performance measure to better reflect its operational business performance and to enhance comparability between financial periods. This alternative performance measure is reported in addition to, but not as a substitute for, the performance measures reported in accordance to IFRS. Adjusted items include restructuring costs, capital gains/losses, goodwill impairment charges and other items. Tieto believes that alternative performance measures provide meaningful supplemental information to the financial measures presented in the consolidated financial statements prepared in accordance with IFRS and increase the understanding of Tieto’s results of operations, ability to obtain financing and service its debts as well as the profitability of Tieto’s operations. Alternative performance measures are not accounting measures defined or specified in IFRS and, therefore, they are considered non-IFRS measures, which should not be viewed in isolation or as a substitute to the IFRS financial measures.

There has been no material adverse change in the future outlook of Tieto since the publication of the last audited financial statements.

There has been no significant change in Tieto’s financial or trading position since 30 June 2018.

B.13	Recent events materially relevant to evaluation of the Issuer’s solvency	Not applicable. There are no recent events materially relevant to evaluation of the Issuer’s solvency.
B.14	Dependency of the Issuer of other entities within the Group	Tieto Corporation is the parent company of the Tieto Group, which conducts the operations through its subsidiaries.
B.15	Description of the Issuer’s principal activities	Tieto is an IT services company providing full life-cycle services in the IT sector for both private and public sectors. The Issuer is committed to develop enterprises and society through IT by realising new opportunities in customers’ business transformation. The Issuer’s primary market is in the Nordic countries and it has global presence through its product development services and delivery centres. In 2017, the Issuer’s net sales amounted to approximately EUR 1.54 billion and it employed an average of 13,889 persons. The Issuer is headquartered in Espoo, Finland and it operates in close to 20 countries.

B.16 Description of whether the Issuer is directly or indirectly owned or controlled and by whom and nature of such control To the extent known to the Issuer, the Issuer is not directly or indirectly owned or controlled by any person for the purposes of Chapter 2, Section 4 of the Finnish Securities Markets Act, and the Issuer is not aware of any arrangement the operation of which may result in a change of control of the Issuer.

B.17 Issuer Ratings Not applicable. Tieto is not currently rated by any rating agency.

C – Securities

C.1 Type and class of securities being offered Senior unsecured notes with an aggregate nominal amount of EUR 100,000,000.

The ISIN code of the Notes is FI4000348982.

C.2 Currency Euro.

C.5 Description of restrictions on free transferability of the Securities Each Note will be freely transferrable after it has been registered into the respective book-entry account.

C.8 Rights attached to securities / ranking of Securities The Notes constitute direct, unguaranteed and unsecured obligations of the Issuer ranking *pari passu* among each other and with all other unsecured and unsubordinated indebtedness of the Issuer, save for such obligations as may be preferred by mandatory provisions of law.

C.9 Interest and yield; name of representative of debt security holders The Notes bear fixed interest at the rate of 1.375 per cent per annum. Interest shall be payable annually in arrears commencing on 12 September 2019 and thereafter on each 12 September (each an "Interest Payment Date") until 12 September 2024 ("the Redemption Date"). The Issuer may also redeem the Notes on a date earlier than the Redemption Date upon change of control or Event of Default, in which case interest shall be payable until such earlier date.

Interest shall accrue for each interest period from (and including) the first day of the interest period to (but excluding) the last day of such interest period on the principal amount of Notes outstanding from time to time. The first interest period commences on the Issue Date and ends on the first Interest Payment Date. Each consecutive interest period begins on the previous Interest Payment Date and ends on the following Interest Payment Date. The last interest period ends on the Redemption Date or on an earlier date upon change of control or Event of Default.

Interest in respect of the Notes will be calculated on the basis of the actual number of days elapsed in the relevant interest period divided by 365 (or, in the case of a leap year, 366).

The effective yield of the Notes is 1.476 per cent per annum.

C.10 Explanation on how the interest amount is affected by value of the underlying Not applicable. The Notes have no underlying component that would affect the interest amount.

C.11 Listing

Application has been made for the Notes to be admitted to trading on a regulated market on the Helsinki Stock Exchange, and the Listing is expected to take place on or about 14 September 2018.

D – Risks

D.2 Risks Relating to the Issuer

Risks Relating to Macroeconomic Conditions include, but are not limited to the following:

- Uncertain global economic and financial market conditions could adversely affect Tieto's business, financial condition, results of operations and future prospects
- Adverse economic developments and conditions in Finland and Europe may affect Tieto's operations and customers
- Negative developments in customer demand and the ability to apply sufficient pricing may affect Tieto's operations

Risks Relating to Tieto's Business Operations include, but are not limited to the following:

- Failure of executing Tieto's strategy or failure of the strategy itself may reduce Tieto's growth and profitability in the future
- Failure or delay in change management and transformation may have a material adverse effect on Tieto
- Sudden changes in the market environment may affect business volumes and price levels which in turn affect Tieto's business, financial condition, results of operations and future prospects
- Tieto's business is dependent on certain key market sectors and industries
- Tieto's business is dependent on certain key customers and on short-term contracts
- Tieto must accurately understand and manage customer specifications in customer bid processes and delivery management
- Delivery failure and the inability to offer and deliver customers the demanded products and services
- Tieto's products and services are highly dependent on service continuity
- Tieto's business may be adversely affected by the loss of employees in key positions or inability to recruit new talent
- Risks associated with operations in new and developing markets
- Tieto may not be able to protect its brand and intellectual property in all circumstances
- Tieto's operations may involve legal and regulatory risks
- Violation of data protection regulation could trigger claims for damages and adversely affect Tieto's reputation
- Labour disputes
- Lack of sufficient insurance cover

Financial Risks include, but are not limited to the following:

- Tieto may not receive financing at competitive terms or at all
- Fluctuations in interest rates may adversely affect Tieto's business
- Fluctuations in currency exchange rates may adversely affect Tieto's earnings and balance sheet
- Risks relating to investments

- Tieto is exposed to credit, counterparty and liquidity risks
- Future changes in accounting standards may affect Tieto's financial position
- Goodwill recorded on Tieto's balance sheet may be subject to impairment

D.3 Risks relating to the Securities

Risk relating to the Notes include, but are not limited to the following:

- The Notes may not be a suitable investment for all investors
- Possibility to forfeit interest and principle amount invested in the Notes
- No guarantee or security
- The Notes or the Issuer are not currently rated by any rating agency
- Active trading market for the Notes may not develop
- Fixed interest rate
- The completion of transactions relating to the Notes is dependent on Euroclear Finland Ltd.'s operations and systems
- No assurance on change of laws or practices
- The Notes do not, as a rule, contain covenants governing the Issuer's operations and do not limit its ability to merge, demerge, effect asset sales or otherwise effect significant transactions that may have a material adverse effect on the Notes and the Noteholders
- Obligation to redeem and purchase the Notes prior to maturity
- Amendments of the Terms and Conditions of the Notes, such as decreasing the principal amount of or interest of the Notes or extension of the maturity of the Notes, bind all Noteholders
- Prescription
- No voting rights
- No limitation on issuing additional debt

E – Offer

E.2b Reasons for offer and use of proceeds when different from making profit and/or hedging certain risks

Use of proceeds: Refinancing and general corporate purposes.

E.3 Terms and conditions of offer

Issue Date: 12 September 2018.

Redemption Date: 12 September 2024, or earlier upon change of control or Event of Default.

Aggregate nominal amount of the Issue: EUR 100,000,000.

Interest payment dates: Annually in arrears commencing on 12 September 2019 and thereafter annually on each 12 September until the Notes have been repaid in full.

Interest: 1.375 per cent per annum.

Effective yield of the Notes: 1.476 per cent per annum.

Redemption: At par, bullet, on the Redemption Date or earlier upon change of control or Event of Default.

Minimum subscription amount: EUR 100,000.

Denomination of a book-entry unit: EUR 1,000.

Covenants: Change of Control, Negative Pledge, Cross Default.

Clearing: The Notes are issued in dematerialised form in the Infinity book-entry securities system of Euroclear Finland Ltd.

Applicable law: Finnish law.

E.4 Interest material to issue including conflicting interests

Interest of the Lead Managers: Business interest normal in the financial markets.

E.7 Estimated expenses charged to investor

The Issuer will not charge any expenses to the investor in respect of the Notes issue.

TIIVISTELMÄ

Tiivistelmät koostuvat sääntelyn edellyttämistä tiedoista, joita kutsutaan nimellä "osatekijät". Nämä osatekijät on numeroitu jaksoittain A-E (A. 1 – E.7).

Tämä tiivistelmä sisältää kaikki ne osatekijät, jotka kyseessä olevasta arvopaperista ja sen liikkeeseenlaskijasta tulee esittää. Osatekijöiden numerointi ei välttämättä ole juokseva, koska kaikkia osatekijöitä ei arvopaperin tai liikkeeseenlaskijan luonteen vuoksi ole esitettävä tässä tiivistelmässä.

Vaikka arvopaperin tai liikkeeseenlaskijan luonne edellyttäisi jonkin osatekijän sisällyttämistä tiivistelmään, on mahdollista, ettei kyseistä osatekijää koskevaa merkityksellistä tietoa ole lainkaan. Tällöin osatekijä kuvataan lyhyesti ja sen yhteydessä mainitaan "ei sovellu".

Jakso A – Johdanto ja varoitukset

A.1 Varoitus

Seuraavaa tiivistelmää ei ole tarkoitettu kattavaksi esitykseksi, vaan se on johdanto tässä Listalleottoesitteessä esitettäviin yksityiskohtaisiin tietoihin, mukaan luettuna Tiedon tilinpäätöstiedot ja tähän Listalleottoesitteeseen sisältyvät taloudelliset tiedot. Sijoittajien tulee perustaa Velkakirjoja koskeva sijoituspäätöksensä Listalleottoesitteessä esitettyihin tietoihin kokonaisuutena. Tietyt tässä tiivistelmässä käytetyt termit on määritelty muualla tässä Listalleottoesitteessä. Mikäli Euroopan talousalueella nostetaan tähän Listalleottoesitteeseen sisältyviä tietoja koskeva kanne, kantajana toimiva sijoittaja voi joutua ennen oikeudenkäynnin vireillepanoa vastaamaan esitteen käännskustannuksista sen jäsenvaltion lainsäädännön mukaisesti, jossa kanne nostetaan. Siviilioikeudellista vastuuta sovelletaan henkilöihin, jotka ovat laatineet tiivistelmän, sen käännsö mukaan luettuna, mutta vain, jos tiivistelmä on harhaanjohtava, epätarkka tai epäjohdonmukainen suhteessa Listalleottoesitteen muihin osiin tai jos siinä ei anneta yhdessä Listalleottoesitteen muiden osien kanssa keskeisiä tietoja sijoittajien auttamiseksi, kun he harkitsevat sijoittamista Velkakirjoihin.

A.2 Suostumus arvopapereiden edelleenmyyntiin ja lopulliseen sijoittamiseen, tarjousaika ja suostumuksen ehdot

Ei sovellu.

Jakso B – Liikkeeseenlaskija

B.1 Liikkeeseenlaskijan virallinen nimi ja muu liiketoiminnassa käytetty toiminimi

Tieto Oyj.

B.2 Liikkeeseenlaskijan asuinpaikka ja oikeudellinen muoto, Liikkeeseenlaskijaan sovellettava laki ja Liikkeeseenlaskijan perustamista

Liikkeeseenlaskijan kotipaikka on Espoo, Suomi. Liikkeeseenlaskija on Suomen lain mukaisesti perustettu ja toimiva julkinen osakeyhtiö.

B.4b Kuvaus mahdollisista tiedossa olevista suuntauksista, jotka vaikuttavat liikkeeseenlaskijaan ja sen toimialaan.

Liikkeeseenlaskijan päämarkkinat ovat Pohjoismaissa ja se toimii globaalisti tuotekehityspalveluidensa ja toimituskeskustensa kautta. Kokonaismarkkinoiden odotetaan säilyvän dynaamisina ja kasvavan edelleen. Pohjoismaisten markkinoiden arvioidaan kasvavan 2 % vuonna 2018.

Asiakkaiden liiketoiminnan digitalisointi kiihtyy edelleen. Tavoitteena on toisaalta liikevaihdon kasvattaminen innovaatioiden kautta ja toisaalta kustannussäästöt toimintaa tehostamalla. Asiakkaat keskittyvät digitaalisuuden hyödyntämiseen esimerkiksi analytiikan avulla voidakseen laajentaa tuote- ja palveluvalikoimaansa sekä parantaa asiakaskokemusta. Samanaikaisesti nykyisiä järjestelmiä uudistetaan.

Digi-strategiat, ekosysteemipohjaiset ratkaisut ja data hub -tyyppiset alustat herättävät paljon mielenkiintoa. Uusiin teknologioihin, kuten pilviteknologiat, ohjelmistorobotiikka, tekoäly, lohkoketju ja IoT, pohjautuvien palvelujen odotetaan kasvavan kaksinumeroisin luvuin, ja perinteisten palveluiden (perinteiset sovellus- ja infrastruktuuripalvelut) kysyntä laskee edelleen. Esimerkiksi tekoäly ja koneoppiminen auttavat havaitsemaan suurissa datamäärissä samankaltaisuuksia ja tämän pohjalta parantamaan ennakoitua. Näin yritykset voivat tarjota asiakkailleen yksilöityjä ja ennakoivia kokemuksia sekä lisätä automaatiota ja prosessien tarkkuutta.

Markkinoilla on vahvaa kiinnostusta uusien liiketoimintaverkoston perustamista kohtaan lohkoketjuteknologiaa hyödyntäen. Sovellusalueita ovat mm. toimitusketju, digitaalinen omistus ja digitaalinen identiteetti. Tiedon uuden Blockchain Solutions -liiketoimintayksikön tavoitteena on auttaa eri toimialojen organisaatioita uudistamaan liiketoimintaansa tarjoamalla teknologiakonsultointia ja palveluja laajan kumppaniverkoston avulla.

Ulkoistusten määrä on pysynyt hyvänä, mutta sopimusten kesto ja niiden arvo ovat laskussa. Tällä hetkellä noin 20–25 % globaaleista infrastruktuuripalveluista on pilvipalveluita, ensisijaisesti yksityisessä pilvessä. Tulevaisuudessa pilvipalvelumarkkinoiden kasvun merkittävänä ajurina toimivat monipilviratkaisut, jotka integroivat yksityisiä ja julkisia pilviä sekä perinteistä teknologiaa mahdollistaen kustannustehokkaan innovoinnin sekä ketteryyden.

Infrastruktuuripalvelujen pilvipalvelumarkkinan (Infrastructure as a Service ja Platform as a Service) vuotuisen kasvun arvioidaan olevan 15–20 %. Kasvu koostuu seuraavista

- julkisen pilven käyttöönotto – markkinoiden kasvun odotetaan olevan 25–30 %
- yksityinen/yrityspilvi – kasvun odotetaan olevan 10–15 %

Tiedon pilvipalveluiden tarjooma koostuu pääasiassa palveluista yksityisessä pilvessä ja on myötävaikuttanut pilvipalveluiden yli 20 %:n kasvuun. Tiedon julkisen pilven palvelut ovat osa OneCloud-ratkaisua. OneCloud on ratkaisu, jonka ansiosta kapasiteettia voidaan saumattomasti siirtää yksityisen ja julkisen pilven välillä.

Asiakkailla on jatkuvasti lisääntyvä tarve ottaa nopeasti käyttöön uusia digitaalisia palveluita. Tämä edellyttää siirtymistä automatisoituun sovellusten kehittämiseen ja ylläpitoon sekä monipilviratkaisuihin, jotka edellyttävät vahvaa kykyä yhdistää useiden toimittajien palveluja. Näiden suuntausten myötä perinteiset kehitysohjelmat jaetaan useampaan pieneen hankkeeseen. Kysyntä asiakkaiden

tukemiseksi niiden palveluintegraatiossa sekä eri ekosysteemien ja teknologioiden hallinnassa on hyvällä tasolla. IT-toimiala jatkaa myös siirtymistään perinteisistä laajoista ulkoistus sopimuksista kohti ketterämpiä menetelmiä ja käyttöön perustuvia liiketoimintamalleja.

Asiakkaiden kilpailuympäristö muuttuu nopeasti, kun niiden markkinoille tulee uusia, toisinaan oman toimialan ulkopuolella toimivia teknologiapohjaisia yrityksiä. Tämä kaikilla toimialoilla näkyvä suuntaus vaatii nykyisiltä toimijoilta aktiivista innovointia. Suuntaus vaikuttaa tällä hetkellä eniten finanssipalveluihin ja kauppaan.

Ruotsin markkinat kasvavat edelleen nopeimmin Tiedon ydinmarkkinoista, mikä näkyy myös IT-osaajien aktiivisena rekrytointina kaikilla toimialoilla. Suomessa talouden näkymät ovat parantuneet, mikä vaikuttaa vähitellen myönteisesti myös IT-palvelumarkkinoihin.

B.5 Kuvaus konsernista, johon Liikkeeseenlaskija kuuluu, ja Liikkeeseenlaskijan asema siinä

Tieto on Tieto-konsernin emoyhtiö. Seuraavassa taulukossa on esitetty Tiedon tytäryhtiöt 30.6.2018:

Tiedon tytäryhtiöt	Omistus ja ääni-osuus %
Tieto Austria GmbH, Itävalta	100 %
Tieto (Beijing) Technology Co., Ltd., Kiina	100 %
Tieto Canada Inc., Kanada	100 %
Tieto China Co., Ltd., Kiina	100 %
Tieto Czech s.r.o., Tšekin tasavalta	100 %
Tieto Czech Support Services s.r.o., Tšekin tasavalta	100 %
Tieto Denmark A/S, Tanska	100 %
Tieto DK A/S, Tanska	100 %
Tieto Estonia AS, Viro	100 %
Tieto Finland Oy, Suomi	100 %
Tieto Finland Support Services Oy, Suomi	100 %
Tieto Germany GmbH, Saksa	100 %
Tieto Global Oy, Suomi	100 %
Tieto Great Britain Ltd, Iso-Britannia	100 %
Tieto Latvia SIA, Latvia	100 %
Tieto Lietuva UAB, Liettua	100 %
Tieto Netherlands Holding B.V., Alankomaat	100 %
Tieto Norway AS, Norja	100 %
Tieto Poland sp. z o.o, Puola	100 %
Tieto Sdn Bhd, Malesia	100 %
Tieto Singapore Pte. Ltd., Singapore	100 %
Tieto Support Services Sp. z o.o., Puola	100 %
Tieto Sweden AB, Ruotsi	100 %
TietoEnator Inc., Yhdysvallat	100 %
Tytäryhtiöt, joilla ei ole liiketoimintaa (2 yhteensä)	100 %

B.9 Tulosenuste tai -arvio

Liikkeeseenlaskija antoi 20.7.2018 julkaistussa Q2/2018 osavuositarkastuksessaan seuraavan arvion vuoden 2018

näkymistä. Arvio vastaa 24.4.2018 julkaistun Q1/2018 osavuositarkastuksen ja 6.2.2018 julkaistun tilinpäätöstiedotteen arviota vuoden 2018 näkymistä:

”Tieto arvioi, että sen koko vuoden oikaistu⁽¹⁾ liikevoitto (EBIT) paranee edellisvuoden tasosta (161,4 milj. euroa⁽²⁾) vuonna 2017.”

⁽¹⁾ oikaistu seuraavilla erillä: uudelleenjärjestelykulut, myyntivoitot/-tappiot, liikearvon alentumiset ja muut erät

⁽²⁾ oikaistu IFRS 15 -oikaisun johdosta.

- B.10 Historiallisia taloudellisia tietoja koskevassa tilintarkastuskertomuksessa esitetyt muistutukset** Ei sovellu. Historiallisia taloudellisia tietoja koskevissa tilintarkastuskertomuksissa ei ole esitetty muistutuksia.
- B.12 Valikoidut historialliset keskeiset taloudelliset tiedot** Seuraava yhteenveto konsernitilinpäätöstiedoista on johdettu Tiedon 31.12.2017 päättyneeltä tilikaudelta laadituista tilintarkastamattomista oikaistuista konsernitilinpäätöstiedoista, jotka sisältyvät vertailevana tietona 30.6.2018 päivättyyn tilintarkastamattomaan puolivuotiskatsaukseen ja 31.12.2016 päivättyyn tilintarkastettuun konsernitilinpäätökseen sekä 30.6.2018 ja 30.6.2017 päättyneiltä kuuden kuukauden jaksoilta laadituista tilintarkastamattomista konserniosavuositarkastuksista, jotka on laadittu Euroopan Unionin käyttöön ottamien IFRS-standardien ("IFRS") mukaisesti.
- Tieto on 1.1.2018 ottanut käyttöön uudet kansainväliset tilinpäätösstandardit, IFRS 9 'Rahoitusinstrumentit' ja IFRS 15 'Myyntituotot asiakassopimuksista' sekä muutoksen standardiin IFRS 2 'Osakeperusteiset maksut', minkä vuoksi Liikkeeseenlaskija on 23.3.2018 julkistanut oikaistut tilinpäätöstiedot 31.12.2017 päättyneeltä tilikaudelta. IFRS 15 -standardin vaikutus vuoden 2017 konsernitason liikevaihtoon on 0,2 milj. euroa ja liikevoittoon -0,1 milj. euroa. Muutos vaikuttaa pääasiassa Teknologiapalvelut ja uudistaminen - palvelualueeseen. IFRS 9 -standardin vaikutus yhtiön omaan pääomaan vuoden 2018 avaavassa taseessa on 0,4 milj. euroa (negatiivinen). Kokonaisuudessaan vaikutukset, sisältäen sekä IFRS 9 että IFRS 15, avaavan taseen omaan pääomaan ovat 0,2 milj. euroa (positiivinen). IFRS 2 standardimuutoksella ei ole vaikutusta 2017 vertailulukuihin.
- Tilinpäätöstietoja 31.12.2017 päättyneeltä tilikaudelta ei ole tilintarkastettu siltä osin kuin niitä on oikaistu muuttuneen IFRS 15 -standardin johdosta. Uusien ja muuttuneiden standardien käyttöönotto on myös huomioitu Liikkeeseenlaskijan 30.6.2018 päättyneeltä kuuden kuukauden jaksolta laaditussa konserniosavuositarkastuksessa, minkä lisäksi Liikkeeseenlaskijan alla olevat 30.6.2017 päättyneeltä kuuden kuukauden jaksolta laaditun konserniosavuositarkastuksen taloudelliset tiedot on oikaistu huomiomaan IFRS 15 -standardien aiheuttamat muutokset. Vuoden 2017 tilinpäätökseen eikä osavuositarkastuksiin ole tehty oikaisua IFRS 9 -standardin johdosta IFRS 9 -standardissa säädetyn poikkeuksen nojalla.

	1.1.-30.6.		1.1.-31.12.	
	2018	2017	2017	2016
	(tilintarkastamaton)	(oikaistu, tilintarkastamaton ⁽²⁾)	(oikaistu, tilintarkastamaton ⁽²⁾)	(tilintarkastamaton, ellei toisin todettu)
(miljoonaa euroa, ellei toisin todettu)				
KONSERNITILINPÄÄTÖS (IFRS)				
AVAINLUVUT				
Liikevaihto	810,5	778,8 ⁽²⁾	1 543,4 ⁽²⁾	1 492,6 ⁽⁴⁾
Liikevoitto (EBIT) ⁽³⁾	68,6	50,2 ⁽²⁾	139,1 ⁽²⁾	140,8 ⁽⁴⁾
Liikevoitto (EBIT), % liikevaihdosta ⁽³⁾	8,5	6,4	9,0	9,4
Oikaistu ⁽¹⁾ liikevoitto (EBIT) ⁽³⁾	71,4	71,1	161,4	152,2
Oikaistu ⁽¹⁾ liikevoitto (EBIT), % liikevaihdosta ⁽³⁾	8,8	9,1	10,5	10,2
Voitto ennen veroja	67,3	48,5 ⁽²⁾	135,7 ⁽²⁾	136,8 ⁽⁴⁾
Osakekohtainen tulos, euroa	0,74	0,5 ⁽²⁾	1,46 ⁽²⁾	1,46 ⁽⁴⁾
Oikaistu ⁽¹⁾ osakekohtainen tulos	0,77	0,72	1,69	1,58
Oma pääoma/osake, euroa	5,55	5,61 ⁽²⁾	6,46 ⁽²⁾	6,62
Osinko/osake, euroa	-	-	1,40	1,37
Käyttöomaisuusinvestoinnit	19,5	30,3	50,8	61,6
Yrityshankinnat	12,2	-	49,3	37,6
Oman pääoman tuotto, liukuva 12 kk %	30,5	23,6	22,3 ⁽²⁾	22,1
Sijoitetun pääoman tuotto, liukuva 12 kk %	24,1	21,0	20,5	21,6
Nettovelkaantumisaste, %	51,1	39,8	32,7	22,5
Korolliset nettovelat, EUR milj. %	209,2	164,6	155,7	109,7
Nettovelka/käyttökate	1,0	0,9	0,8	0,6
Omavaraisuusaste, %	38,2	40,6	42,5 ⁽²⁾	47,3
Henkilöstö keskimäärin jakson aikana	14 692	13 821	13 889	13 472
Henkilöstö jakson lopussa	14 956	13 754	14 329	13 876

⁽¹⁾ Oikaistu seuraavilla erillä: uudelleenjärjestelykulut, myyntivoitot/-tappiot, liikearvon alentumiset ja muut erät.

⁽²⁾ Oikaistu IFRS 15-standardin käyttöönoton johdosta. 31.12.2017 päättyneen tilikauden tilinpäätöstiedot ovat tilintarkastamattomia siltä osin, kun niissä viitataan IFRS 15 -standardin käyttöönoton johdosta tehtyihin oikaisuihin. Liikkeeseenlaskijan 30.6.2017 päättyneeltä kuuden kuukauden jaksolta laaditun konserniosavuositarkastuksen taloudelliset tiedot on oikaistu huomiomaan IFRS 15 -standardien aiheuttamat muutokset.

⁽³⁾ Ensimmäinen vuosipuolisko sisältää vuonna 2018 2,7 milj. euroa ja vuonna 2017 2,1 milj. euroa yritysostoihin liittyvien aineettomien hyödykkeiden poistoja.

⁽⁴⁾ Tilintarkastettu.

	1.1.-30.6.		1.1.-31.12.	
	2018	2017	2017	2016
	(tilintarkastamaton)	(oikaistu, tilintarkastamaton ⁽¹⁾)	(oikaistu, tilintarkastamaton ⁽¹⁾)	(tilintarkastettu)
(miljoonaa euroa, ellei toisin todettu)				
KONSERNIN TUOSLASKELMA (IFRS)				
Liikevaihto	810,5	778,8 ⁽¹⁾	1 543,4 ⁽¹⁾	1 492,6
Liiketoiminnan muut tuotot	10,7	7,4	17,4	19,8
Työsuhde-etuuksista aiheutuvat kulut	-465,6	-463,7 ⁽¹⁾	-873,3 ⁽¹⁾	-827,1
Poistot ja arvonalennukset	-29,0	-27,3	-54,7	-53,9
Liiketoiminnan muut kulut	-260,3	-246,4 ⁽¹⁾	-496,9 ⁽¹⁾	-493,8

Osuus yhteisyritysten tuloksista	2,3	1,4	3,2	3,2
Liikevoitto (EBIT) ²	68,6	50,2 ⁽¹⁾	139,1 ⁽¹⁾	140,8
Korkotuotot ja muut rahoitustuotot	1,1	0,8	1,5	2,1
Korkokulut ja rahoituskulut	-2,5	-2,4	-4,7	-5,0
Nettokurssivoitot/-tappiot	0,1	-0,0	-0,2	-1,1
Tulos ennen veroja	67,3	48,5 ⁽¹⁾	135,7 ⁽¹⁾	136,8
Tuloverot	-12,7	-11,8 ⁽¹⁾	-28,0 ⁽¹⁾	-29,6
Tilikauden voitto	54,6	36,7⁽¹⁾	107,7⁽¹⁾	107,2
Tilikauden voitto jakautuu				
Emoyhtiön omistajille	54,6	36,7 ⁽¹⁾	107,7 ⁽¹⁾	107,2
Määräysvallattomille omistajille	0,0	-	0,0	0,0
	54,6	36,7⁽¹⁾	107,7⁽¹⁾	107,2
Emoyhtiön omistajille kuuluvasta voitosta laskettu osakekohtainen tulos, euroa				
Laimentamaton	0,74	0,50 ⁽¹⁾	1,46 ⁽¹⁾	1,46
Laimennusvaikutuksella oikaistu	0,74	0,50 ⁽¹⁾	1,46 ⁽¹⁾	1,46

⁽¹⁾ Oikaistu IFRS 15-standardin käyttöönoton johdosta. 31.12.2017 päättyneen tilikauden tilinpäätöstiedot ovat tilintarkastamattomia siltä osin, kun niissä viitataan IFRS 15 -standardin käyttöönoton johdosta tehtyihin oikaisuihin. Liikkeeseenlaskijan 30.6.2017 päättyneeltä kuuden kuukauden jaksolta laaditun konserniosavuusikatsauksen taloudelliset tiedot on oikaistu huomiomaan IFRS 15 -standardien aiheuttamat muutokset.

⁽²⁾ Ensimmäinen vuosipuolisko sisältää vuonna 2018 2,7 milj. euroa ja vuonna 2017 2,1 milj. euroa yritysostoihin liittyvien aineettomien hyödykkeiden poistoja.

	1.1.-30.6.		1.1.-31.12.	
	2018 (tilintarkastamaton)	2017 (oikaistu, tilintarkastamaton ⁽¹⁾)	2017 (oikaistu, tilintarkastamaton ⁽¹⁾)	2016 (tilintarkastettu)
(miljoonaa euroa, ellei toisin todettu)				
KONSERNIN LAAJA TULOSLASKELMA				
Tilikauden voitto	54,6	36,7 ⁽¹⁾	107,7 ⁽¹⁾	107,2
Erät, jotka saatetaan myöhemmin siirtää tulosvaikutteisiksi				
Muuntoerot	-16,7	-10,0	-19,0	-2,1
Rahavirran suojaukset (verojen jälkeen)	-	-	-	-0,2
Erät, joita ei myöhemmin siirretä tulosvaikutteisiksi				
Etuuspohjaisista eläkevelvoitteista johtuva vakuutusmatemaattinen voitto/tappio (verojen jälkeen)	-0,6	-1,5	-2,4	-2,1
Laaja tulos	37,3	25,2⁽¹⁾	86,3⁽¹⁾	102,8
Tulos jakautuu				
Emoyhtiön omistajille	37,3	25,2 ⁽¹⁾	86,3 ⁽¹⁾	102,8
Määräysvallattomille omistajille	0,0	-	0,0	0,0
	37,3	25,2⁽¹⁾	86,3⁽¹⁾	102,8

⁽¹⁾ Oikaistu IFRS 15-standardin käyttöönoton johdosta. 31.12.2017 päättyneen tilikauden tilinpäätöstiedot ovat tilintarkastamattomia siltä osin, kun niissä viitataan IFRS 15 -standardin käyttöönoton johdosta tehtyihin oikaisuihin.

Liikkeeseenlaskijan 30.6.2017 päättyneeltä kuuden kuukauden jaksolta laaditun konserniosavuositiedon taloudelliset tiedot on oikaistu huomiomaan IFRS 15 -standardien aiheuttamat muutokset.

	30.6.		31.12.	
	2018 (tilintarkastamaton)	2017 (oikaistu, tilintarkastamaton ⁽¹⁾)	2017 (oikaistu, tilintarkastamaton ⁽¹⁽²⁾⁾)	2016 (tilintarkastettu)
KONSERNIN TASE (IFRS)				
VASTAAVAA				
Pitkäaikaiset varat				
Liikearvo	437,5	405,0	441,3	409,7
Muut aineettomat hyödykkeet	43,7	50,5	51,1	52,3
Aineelliset käyttöomaisuushyödykkeet	90,4	97,1	94,9	94,0
Osuus yhteisyrityksissä	15,4	14,4	16,3	16,5
Laskennalliset verosaamiset	26,2	28,8	25,7	29,9
Rahoitusleasingsaamiset	0,9	1,1	0,8	2,2
Muut hankintameno arvoon arvostetut rahoitusvarat	0,5	0,5	0,4	0,0
Muut käypään arvoon tulosvaikutteisesti arvostettavat rahoitusvarat	0,6	0,7	0,5	0,7
Pitkäaikaiset varat yhteensä	615,2	598,1	631,0	605,3
Lyhytaikaiset varat				
Myyntisaamiset ja muut saamiset	418,2	398,9 ⁽¹⁾	422,5 ⁽¹⁾	390,3
Eläkesaamiset	3,2	6,0	7,4	7,4
Rahoitusleasingsaamiset	1,4	3,1	2,0	3,5
Muut korolliset saamiset	0,0	0,0	0,0	0,3
Versaamiset	8,9	16,1	8,7	11,0
Rahavarat	67,4	51,3	78,2	56,7
Lyhytaikaiset varat yhteensä	499,1	475,4 ⁽¹⁾	518,8 ⁽¹⁾	469,2
Varat yhteensä	1 114,3	1 073,4⁽¹⁾	1 149,9⁽¹⁾	1 074,5
OMA PÄÄOMA JA VELAT				
Oma pääoma				
Osakepääoma	117,5 ⁽²⁾	119,8 ⁽²⁾	119,2 ⁽²⁾	76,6
Ylikurssirahasto ja muut rahastot	-	-	-	43,4
Kertyneet voittovarot	292,0	294,1 ⁽¹⁾	356,6 ⁽¹⁾	368,1
Emoyrityksen omistajille kuuluva oma pääoma	409,5	413,9 ⁽¹⁾	475,8 ⁽¹⁾	488,1
Määräysvallattomien omistajien osuus	0,0	-	0,4	-
Oma pääoma yhteensä	409,5	413,9⁽¹⁾	476,1⁽¹⁾	488,1
Pitkäaikaiset velat				
Lainat	1,7	103,7	102,5	103,8
Laskennalliset verovelat	35,6	34,1 ⁽¹⁾	38,5 ⁽¹⁾	34,9

Varaukset	2,0	5,1	2,6	5,4
Eläkevelvoitteet	10,0	13,8	11,9	13,9
Muut pitkäaikaiset velat	7,1	1,7 ⁽¹⁾	4,5 ⁽¹⁾	0,2
Pitkäaikaiset velat yhteensä	56,5	158,4 ⁽¹⁾	160,0 ⁽¹⁾	158,2
Lyhytaikaiset velat				
Ostovelat ja muut velat	359,1	360,9 ⁽¹⁾	362,9 ⁽¹⁾	344,6
Verovelat	5,7	7,4	5,9	3,5
Varaukset	5,9	16,0	10,3	11,5
Lainat	277,6	116,7	134,6	68,6
Lyhytaikaiset velat yhteensä	648,3	501,1 ⁽¹⁾	513,7 ⁽¹⁾	428,2
Oma pääoma ja velat yhteensä	1 114,3	1 073,4⁽¹⁾	1 149,9⁽¹⁾	1 074,5

⁽¹⁾ Oikaistu IFRS 15-standardin käyttöönoton johdosta. 31.12.2017 päättyneen tilikauden tilinpäätöstiedot ovat tilintarkastamattomia siltä osin, kun niissä viitataan IFRS 15 -standardin käyttöönoton johdosta tehtyihin oikaisuihin. Liikkeeselaskijan 30.6.2017 päättyneeltä kuuden kuukauden jaksolta laaditun konserniosavuositarkastuksen taloudelliset tiedot on oikaistu huomiomaan IFRS 15 -standardien aiheuttamat muutokset.

⁽²⁾ Sisältää ylikurssirahaston ja muut rahastot.

	1.1.-30.6.		1.1.-31.12.	
	2018 (tilintarkastamaton)	2017 (oikaistu, tilintarkastamaton ⁽¹⁾)	2017 (oikaistu, tilintarkastamaton ⁽¹⁾⁽²⁾)	2016 (tilintarkastettu)
RAHAVIRTALASKELMA (IFRS)				
Liiketoiminnan rahavirta				
Tilikauden voitto	54,6	36,7 ⁽¹⁾	107,7 ⁽¹⁾	107,2
Oikaisut				
Poistot ja arvonalentumiset	29,0	27,3	54,7	53,9
Osakeperusteiset maksut ⁽²⁾	-	1,0	1,9	1,3
Voitot ja tappiot käyttöömaisuuden, osakkeiden ja liiketoimintojen myynneistä	-3,0	-0,1	0,0	0,1
Osuus yhteisyritysten tuloksista	-2,3	-1,4	-3,2	-3,2
Muut oikaisut	1,9	0,4	-5,4	-7,7
Rahoituskulut, netto	1,3	1,6	3,4	4,0
Tuloverot	12,7	11,8	28,0	29,6
Nettokäyttöpääoman muutos	-4,4	11,1 ⁽¹⁾	-15,3 ⁽¹⁾	-51,6
Liiketoiminnan rahavirta ennen rahoituseriä ja veroja	89,8	87,7	171,8	133,6
Maksetut liiketoiminnan rahoituserät, netto	-5,3	-5,0	-7,4	-2,6
Saadut osingot	3,2	3,5	3,5	3,8
Maksetut välittömät verot	-13,8	-12,5	-16,9	-37,6
Liiketoiminnan rahavirta	73,8	73,7	151,0	97,2
Investointien rahavirta				

Konserniyritysten ja liiketoimintojen hankinnat vähennettynä hankintahetken rahavaroilla	-10,2	-0,4	-43,7	-32,3
Aineettomien hyödykkeiden ja aineellisten käyttöomaisuushyödykkeiden hankinnat	-18,7	-26,2	-47,0	-61,7
Konserniyritysten ja liiketoimintojen myynnit vähennettynä luovutetuilla rahavaroilla	7,1	-	-0,3	0,0
Aineettomien hyödykkeiden ja aineellisten käyttöomaisuushyödykkeiden myynnit	0,1	0,2	0,4	0,1
Lainasaamisten muutos	0,6	1,4	2,7	2,5
Investointien rahavirta	-21,2	-25,1	-87,9	-91,4
Rahoituksen rahavirta				
Maksetut osingot	-103,4	-101,0	-101,0	-99,3
Käytetyt optiot	-	-	-	0,8
Rahoitusleasingvelkojen maksut	-0,4	-0,6	-1,0	-1,3
Korollisten velkojen muutos	-41,3	-43,9	61,8	-4,4
Muu rahoituksen rahavirta	-4,2	-	-4,2	-
Rahoituksen rahavirta	-66,7	-57,7	-40,2	-104,2
Rahavarojen muutos				
Rahavarat kauden alussa	78,2	56,7	56,7	156,2
Kurssierojen vaikutukset rahavaroihin	3,3	3,7	-1,4	-1,1
Rahavarojen muutos	-14,1	-9,1	22,9	-98,4
Rahavarat kauden lopussa	67,4	51,3	78,2	56,7

¹ Oikaistu IFRS 15-standardin käyttöönoton johdosta. 31.12.2017 päättyneen tilikauden tilinpäätöstiedot ovat tilintarkastamattomia siltä osin, kun niissä viitataan IFRS 15 -standardin käyttöönoton johdosta tehtyihin oikaisuihin. Liikkeeselaskijan 30.6.2017 päättyneeltä kuuden kuukauden jaksolta laaditun konserniosavuositarkastuksen taloudelliset tiedot on oikaistu huomiomaan IFRS 15 -standardien aiheuttamat muutokset.

² Vuodesta 2018 alkaen osakeperusteiset maksut esitetään rivillä muut oikaisut.

SUORIUTUMISEN TUNNUSLUVUT

$$\text{Voitto/osake} = \frac{\text{Kauden tulos}}{\text{Osakkeiden lukumäärän vuosikeskiarvo}}$$

Vaihtoehtoisten tunnuslukujen laskentakaavat::

$$\text{Oikaistu osakekohtainen tulos} = \frac{\text{Kauden tulos} - \text{oikaisut, nettoverot}}{\text{Osakkeiden lukumäärän vuosikeskiarvo}}$$

$$\text{Oikaisut} = \text{Uudelleenjärjestelykulut} + \text{myyntivoitot/-tappiot} + \text{liikearvon arvonalentumiset} + \text{muut vertailukelpoisuuteen vaikuttavat erät}$$

$$\text{Oikaistu liikevoitto (EBIT)} = \text{Liikevoitto} + \text{oikaisut}$$

$$\text{Oikaistu liikevoitto (EBIT), \% liikevaihdosta} = \frac{\text{Oikaistu liikevoitto (EBIT)}}{\text{Liikevaihto}}$$

$$\text{Oma pääoma/osake} = \frac{\text{Oma pääoma}}{\text{Osakkeiden lukumäärä tilikauden lopussa}}$$

$$\text{Käyttöomaisuusinvestoinnit} = \text{Aineettomien ja aineellisten hyödykkeiden hankinnat}$$

Yrityshankinnat	=	Tytäryhtiöiden ja liiketoimintojen hankinnat vähennettynä hankintahetken rahavaroilla	
Oman pääoman tuotto, liukuva 12 kk %	=	Voitto ennen veroja ja vähemmistöosuutta – välittömät verot	x 100
		Oma pääoma (keskimäärin vuoden aikana)	
Sijoitetun pääoman tuotto, liukuva 12 kk %	=	Voitto ennen veroja ja vähemmistöosuutta + rahoituskulut	x 100
		Taseen loppusumma – korottomat velat (keskimäärin vuoden aikana)	
Nettovelkaantumisaste, %	=	Korollinen nettovelka	x 100
		Oma pääoma	
Korollinen nettovelka	=	Korolliset velat – korolliset saamiset – rahavarat – rahoitusarvopaperit	
Nettovelka/käyttökate	=	Korollinen nettovelka	
		Käyttökate (EBITDA)	
Omavaraisuusaste, %	=	Oma pääoma	x 100
		Taseen loppusumma – saadut ennakot	

Vaihtoehtoisten tunnuslukujen täsmäytys

Oikaistu liikevoitto (EBIT)	30.6.		31.12.	
	2018	2017	2017	2016
	(EUR miljoonaa, ellei toisin todettu)			
Liikevoitto (EBIT)	68.6	50.2	139.1	140.8
+ uudelleenjärjestelykulut	2.6	18.7	22.7	14.8
- myyntivoitot	-3.0	-	-	-
+ myyntitappiot	-	-	0.3	0.2
+/- yritysjärjestelyihin liittyvät erät	0.9	0.1	-0.2	-1.9
+/- muut erät	2.3 ⁽¹⁾	2.1 ⁽²⁾	-0.5 ⁽³⁾	-1.7 ⁽⁴⁾
Oikaistu liikevoitto (EBIT)	71.4	71.1	161.4	152.2

⁽¹⁾ Sisältää vanhentuneiden omaisuuserien alaskirjauksia ja 1,2 milj. euron korjauksen Venäjän aikaisempien vuosien arvonnalisäveroihin.

⁽²⁾ Ruotsissa yksi etuus pohjainen eläkejärjestely päätettiin ja uusi maksu pohjainen eläkejärjestely perustettiin. Tämän johdosta on kirjattu 1,1 milj. euron nettokustannukset. Sisältää myös 1,0 milj. euron poiston liittyen vanhentuneeseen omaisuuteen, jonka uudet teknologiat ovat korvanneet.

⁽³⁾ Ruotsissa yksi etuus pohjainen eläkejärjestely päätettiin ja uusi maksuperusteinen eläkejärjestely perustettiin. Tämän johdosta on kirjattu 1,1 milj. euron nettokustannukset. Sisältää myös 1,0 milj. euron poiston liittyen vanhentuneeseen omaisuuteen, jonka uudet teknologiat ovat korvanneet. Suomessa nykyisillä työntekijöillä, joilla on ollut etuus pohjainen eläkejärjestely, on 1.1.2017 alkaen ollut mahdollisuus siirtää etuus pohjainen eläkkeensä maksuperusteiseen eläkejärjestelyyn, ja eräät nykyiset työntekijät ovat päättäneet tehdä kyseisen muutoksen. Tämän johdosta henkilöstökuluihin on joulukuussa 2017 kirjattu 2,4 milj. euron voitto (velvoitteen täyttämistä).

⁽⁴⁾ Arvonnalisäveron oikaisu edellisvuosilta Venäjältä -1,1 milj. euroa. Suomessa noin 250 nykyisellä työntekijällä on etuus pohjainen eläkejärjestely. Pohjautuen neuvotteluihin vakuutusyhtiön kanssa Tieto päätti etuus pohjaisen eläkejärjestelynsä tulevien eläkekattumien osalta. Tämän johdosta henkilöstökuluihin on joulukuussa 2016 kirjattu 4,6 milj. euron voitto (velvoitteen täyttämistä). Muihin eriin sisältyy myös 1,5 milj. euron kertaluonteinen poisto liittyen vanhentuneeseen omaisuuteen, jonka uudet teknologiat ovat korvanneet.

Tämä listalleottoesite sisältää tiettyjä taloudellisia tunnuslukuja, jotka Euroopan arvopaperimarkkinaviranomaisen antaman ohjeen ”Vaihtoehtoiset tunnusluvut” mukaan eivät ole IFRS-standardeissa määriteltyjä tai nimettyjä tunnuslukuja, ja näin ollen niitä pidetään vaihtoehtoisina tunnuslukuina. Tieto

käyttää ”oikaistua liikevoittoa (EBIT)” vaihtoehtoisena tunnuslukuna, koska se kuvaa liiketoiminnan tulosta paremmin ja helpottaa vertailua tuloskausien välillä. Tätä vaihtoehtoista tunnuslukua käytetään IFRS:n mukaisten tunnuslukujen lisäksi, mutta se ei korvaa IFRS-tunnuslukuja. Oikaistut erät sisältävät uudelleenjärjestelykulut, myyntivoitot/-tappiot, liikearvon alentumiset ja muut erät. Tieto uskoo, että vaihtoehtoiset tunnusluvut antavat merkityksellistä täydentävää lisätietoa IFRS-standardien mukaisesti laadituissa konsernitilinpäätöksissä esitettyihin taloudellisiin tunnuslukuihin nähden ja lisäävät Tiedon liiketoiminnan tuloksen, kyvyn saada rahoitusta ja maksaa velkojaan sekä Tiedon liiketoimintojen kannattavuuden ymmärtämistä. Vaihtoehtoiset tunnusluvut eivät ole IFRS-standardeissa määriteltyjä tai nimettyjä tunnuslukuja, ja näin ollen niiden katsotaan olevan muita kuin IFRS-standardien mukaisia tunnuslukuja, joita ei tulisi tarkastella erillään tai IFRS-standardien mukaisten tunnuslukujen sijaan.

Viimeisen tilintarkastetun tilinpäätöksen julkistamispäivän jälkeen Tiedon kehitysnäkymissä ei ole tapahtunut merkittäviä kielteisiä muutoksia.

Tiedon taloudellisessa asemassa tai kaupankäyntipositiossa ei ole tapahtunut merkittäviä muutoksia 30.6.2018 jälkeen.

- | | | |
|-------------|--|--|
| B.13 | Viimeaikaiset tapahtumat, jotka ovat ratkaisevia arvioitaessa Liikkeeseenlaskijan maksukykyä | Ei sovellu. Ei ole olemassa Liikkeeseenlaskijaan liittyviä viimeaikaisia tapahtumia, jotka ovat ratkaisevia arvioitaessa Liikkeeseenlaskijan maksukykyä. |
| B.14 | Liikkeeseenlaskijan riippuvuus muista konserniin kuuluvista yksiköistä | Tieto Oyj on Tieto-konsernin emoyhtiö, joka harjoittaa liiketoimintaansa tytäryhtiöidensä kautta. |
| B.15 | Kuvaus Liikkeeseenlaskijan päätoimialoista | Tieto on tietotekniikkapalveluyritys, joka tarjoaa täyden elinkaaren IT-palveluita sekä yksityiselle että julkiselle sektorille. Liikkeeseenlaskija on sitoutunut kehittämään yrityksiä ja yhteiskuntaa tietotekniikan avulla auttamalla asiakkaitaan löytämään uusia mahdollisuuksia liiketoiminnan muutoksessa. Liikkeeseenlaskijan päämarkkina koostuu Pohjoismaista, ja se toimii maailmanlaajuisesti tuotekehityspalveluiden ja jakelukeskustensa kautta. Vuonna 2017 Liikkeeseenlaskijan liikevaihto oli noin 1,54 miljardia euroa, ja sillä oli palveluksessaan keskimäärin noin 13 889 työntekijää. Liikkeeseenlaskijan pääkonttori sijaitsee Espoossa ja sillä on toimintoja lähes 20 maassa. |
| B.16 | Kuvaus siitä, onko Liikkeeseenlaskija suoraan tai välillisesti jonkun omistuksessa tai määräysvallassa ja mikä tämä taho on sekä määräysvallan luonteesta | Liikkeeseenlaskijan tietojen mukaan Liikkeeseenlaskija ei ole suoraan tai välillisesti minkään tahon määräysvallassa arvopaperimarkkinalain 2 luvun 4 pykälän tarkoittamalla tavalla, ja Liikkeeseenlaskijan tiedossa ei ole järjestelyjä, jotka saattaisivat toteutuessaan johtaa määräysvallan vaihtumiseen Liikkeeseenlaskijassa. |
| B.17 | Liikkeeseenlaskijan luokitukset | Ei sovellu. Tiedolla ei ole tällä hetkellä luottoluokituslaitoksen antamaa luottoluokitusta. |

C.1	Tarjottavien arvopapereiden tyyppi ja laji	Senior-statuksinen vakuudeton velkakirjalaina, jonka kokonaisnimellismäärä on 100 000 000 euroa. Velkakirjojen ISIN-koodi on FI4000348982.
C.2	Valuutta	Euro.
C.5	Kuvaus arvopapereiden vapaata luotettavuutta koskevista rajoituksista	Kukin Velkakirja on vapaasti luovutettavissa sen jälkeen, kun se on kirjattu asianomaiselle arvo-osuustilille.
C.8	Arvopapereihin liittyvät oikeudet / etuoikeusjärjestys	Velkakirjat ovat Liikkeeseenlaskijan suoria, vakuudettomia ja takaamattomia velvoitteita, jotka ovat samanarvoisia keskenään ja Liikkeeseenlaskijan kaikkien muiden vakuudettomien ja etuoikeudettomien velvoitteiden kanssa, lukuun ottamatta niitä velvoitteita, joilla on etuoikeus pakottavan lain nojalla.
C.9	Korko ja tuotto; velkapaperien haltijoiden edustajan nimi	Velkakirjoille maksetaan kiinteää vuotuista korkoa, joka on 1,375 prosenttia. Velkakirjoille kertyvä korko maksetaan vuosittain takautuvasti alkaen 12.9.2019 ja tämän jälkeen 12.9. kunakin vuonna ("Koronmaksupäivä") 12.9.2024 saakka ("Lunastuspäivä"). Liikkeeseenlaskija voi lunastaa Velkakirjat myös Lunastuspäivää aikaisempaan ajankohtana määräysvallan vaihtumisen tai Eräännyttämisperusteen johdosta, jolloin Velkakirjoille kertyvää korkoa maksetaan tällaiseen aikaisempaan ajankohtaan saakka. Velkakirjojen kulloinkin maksamatta olevalle pääomalle kertyy korkoa kultakin korkokaudelta korkokauden ensimmäinen päivä mukaan lukien ja korkokauden viimeinen päivä pois lukien. Ensimmäinen korkokausi alkaa Liikkeeseenlaskupäivänä ja päättyy ensimmäisenä Koronmaksupäivänä. Kukin seuraava korkokausi alkaa edeltävänä Koronmaksupäivänä ja päättyy seuraavana Koronmaksupäivänä. Viimeinen korkokausi päättyy Lunastuspäivänä tai aikaisempaan ajankohtana määräysvallan vaihtumisen tai Eräännyttämisperusteen johdosta. Velkakirjoihin sovellettava koronlaskuperuste on asianomaisella korkokaudella kuluneiden päivien todellinen määrä jaettuna 365:llä (tai karkausvuonna 366:lla). Velkakirjojen efektiivinen tuotto on 1,476 prosenttia vuodessa.
C.10	Tiedot siitä, kuinka kohde-etuuden arvo vaikuttaa koron määrään	Ei sovellu. Velkakirjojen korko ei ole sidottu kohde-etuuteen.
C.11	Listalleotto	Liikkeeseenlaskija on tehnyt hakemuksen Velkakirjojen ottamiseksi kaupankäynnin kohteeksi säännellylle markkinalle Helsingin Pörssissä, ja Velkakirjat listataan Helsingin Pörssiin arviolta 14.9.2018.

Jakso D – Riskit

D.2	Liikkeeseenlaskijaan liittyvät riskit	Makrotaloudellisiin olosuhteisiin liittyviä riskejä ovat muun muassa seuraavat: <ul style="list-style-type: none"> • Epävarmat maailmanlaajuiset olosuhteet taloudessa ja rahoitusmarkkinoilla voivat vaikuttaa kielteisesti Tiedon liiketoimintaan, taloudelliseen tilaan, liiketoiminnan tuloksiin ja tulevaisuuden näkymiin
------------	--	---

- Kielteiset taloudelliset kehityskulut ja olosuhteet Suomessa ja Euroopassa saattavat vaikuttaa Tiedon toimintoihin ja asiakkuuksiin
- Kielteinen kehitys asiakkaiden kysynnässä ja kyky soveltaa riittävää hinnoittelua voivat vaikuttaa Tiedon liiketoimintaan

Tiedon liiketoimintaan liittyviä riskejä ovat muun muassa seuraavat:

- Mikäli Tieto epäonnistuu Tiedon strategian toteuttamisessa tai strategia itsessään epäonnistuu, tämä saattaa alentaa Tiedon kasvua ja tuloksellisuutta tulevaisuudessa
- Mikäli Tieto epäonnistuu tai viivästyy Tiedon muutosten asianmukaisessa hallinnassa ja muutoksessa, tällä voi olla olennaisen haitallinen vaikutus Tietoon
- Äkilliset muutokset liiketoimintaympäristössä voivat vaikuttaa liiketoiminnan volyymeihin ja hintatasoon, millä voi olla haitallinen vaikutus Tiedon liiketoimintaan, taloudelliseen tilaan, liiketoiminnan tuloksiin ja tulevaisuuden näkyymiin
- Tiedon liiketoiminta on riippuvaista tietyistä avainmarkkina-alueista ja toimialoista
- Tiedon liiketoiminta on riippuvaista tietyistä avainasiakkaista ja lyhytkestoisista sopimuksista
- Tiedon tulee onnistuneesti ymmärtää ja hallita asiakkaiden erityistarpeita asiakkaiden tarjousprosesseissa ja toimitusten hallinnassa
- Epäonnistuminen toimituksessa ja epäonnistuminen asiakkaiden vaatimien tuotteiden ja palvelujen tarjoamisessa ja toimittamisessa
- Tiedon tuotteet ja palvelut ovat pitkälti riippuvaisia palvelun jatkuvuudesta
- Mikäli Tieto ei kykene pitämään palveluksessaan tai rekrytoimaan tarvittavaa henkilöstöä ja avainhenkilöitä, tällä voi olla olennaisen haitallinen vaikutus Tietoon
- Poliittisilla, taloudellisilla ja oikeudellisilla riskeillä kehittyvillä markkinoilla voi olla olennaisen haitallinen vaikutus Tietoon
- Mikäli Tieto ei kykene luomaan, hallitsemaan ja suojaamaan Tiedon tavaramerkkejä ja aineettomia oikeuksia, tai mikäli tavaramerkkeihin tai muihin aineettomiin oikeuksiin kohdistuu vastuita tai vaateita, tällä voi olla olennaisen haitallinen vaikutus Tietoon
- Uusien ja kehittyvien markkinoiden toimintoihin liittyvät riskit
- Tieto ei välttämättä pysty suojaamaan brändiään ja aineetonta omaisuuttaan kaikissa tilanteissa
- Tiedon toiminnat voivat sisältää oikeudellisia ja sääntelyä koskevia riskejä
- Tietosuoja sääntelyn noudattamatta jättäminen voi johtaa vahingonkorvauskanteisiin ja vaikuttaa haitallisesti Tiedon maineeseen
- Työriidat
- Puutteellinen vakuutusturva

Rahoitusriskejä ovat muun muassa seuraavat:

- Tieto ei välttämättä saa rahoitusta kilpailukykyisin ehdoin tai lainkaan

- Korkotason vaihtelut saattavat vaikuttaa epädullisesti Tiedon liiketoimintaan
- Valuuttakurssien vaihtelut saattavat vaikuttaa epädullisesti Tiedon liiketoiminnan tulokseen ja taseeseen
- Investointeihin liittyvät riskit
- Tieto on altis luotto-, vastapuoli- ja likviditeettiriskeille
- Tulevat tilinpäätösstandardien muutokset voivat vaikuttaa Tiedon taloudelliseen asemaan
- Tiedon taseeseen merkittävä liikearvoon voi kohdistua arvonalentumista

D.3 Arvopapereihin liittyvät riskit

Velkakirjoihin liittyviä riskejä ovat muun muassa seuraavat:

- Velkakirjat eivät välttämättä sovellu sijoituskohteeksi kaikille sijoittajille
- Korko ja sijoitettu pääoma saatetaan menettää
- Ei vakuutta tai takausta
- Liikkeeseenlaskijalla tai Velkakirjoilla ei ole luottoluokitusta
- Velkakirjoille ei välttämättä muodostu aktiivisia jälkimarkkinoita
- Kiinteä korko
- Velkakirjoihin liittyvien transaktioiden toteutuminen riippuu Euroclear Finland Oy:n toiminnasta ja järjestelmästä
- Ei takeita lakien ja käytäntöjen muutoksesta
- Velkakirjat eivät lähtökohtaisesti sisällä Liikkeeseenlaskijan liiketoimintaan liittyviä kovenanteja eivätkä rajoita Liikkeeseenlaskijan oikeutta sulautua, jakautua, toteuttaa liiketoimintakauppoja tai muutoin toteuttaa merkittäviä transaktioita, joilla saattaa olla olennaisen epädullinen vaikutus Velkakirjoihin ja Velkakirjanhaltijoihin
- Velvollisuus lunastaa ja ostaa Velkakirjat ennen niiden erääntymistä
- Oikeus lunastaa ja ostaa Velkakirjat ennen niiden erääntymistä
- Velkakirjojen ehtoihin tehtävät muutokset, kuten lainan nimellispääoman tai koron alentaminen tai maturiteetin pidentäminen, sitovat kaikkia Velkakirjanhaltijoita
- Vanhentuminen
- Ei äänioikeutta
- Lisävelan liikkeeseenlaskua ei ole rajoitettu

Jakso E – Tarjous

E.2 Syyt tarjoamiseen ja varojen käyttö, jos muu kuin voiton tavoittelu ja/tai tietyiltä riskeiltä suojautuminen

Hankittavien varojen käyttö: Jälleenrahoitus ja yleiset rahoitustarpeet.

E.3 Tarjousehdot

Liikkeeseenlaskupäivä: 12.9.2018.

Lunastuspäivä: 12.9.2024, tai aikaisemmin määräysvallan vaihtumisen tai Eräännyttämisperusteen johdosta.

Liikkeeseenlaskun kokonaismäärä: 100 000 000 euroa.

Koronmaksupäivät: vuosittain jälkikäteisesti 12.9.2019 alkaen ja tämän jälkeen 12.9. kunakin vuonna.

Korko: 1,375 prosenttia vuodessa.

Velkakirjojen efektiivinen tuotto: 1,476 prosenttia vuodessa.

Lunastus: nimellisarvosta, kertalyhenteisesti, Lunastuspäivänä tai aikaisemmin määräysvallan vaihtumisen tai Eräännyttämisperusteen johdosta.

Minimimerkintä: 100 000 euroa.

Arvo-osuuden yksikkökoko: 1 000 euroa.

Kovenantit: määräysvallan vaihtuminen, panttaamattomuussitoutumus, ristiin eräännyttäminen.

Selvitys: Velkakirjat lasketaan liikkeeseen arvo-osuuksina Euroclear Finland Oy:n Infinity-arvo-osuusjärjestelmässä.

Sovellettava laki: Suomen laki.

- | | | |
|------------|--|---|
| E.4 | Liikkeeseenlaskuun liittyvät olennaiset intressit, mukaan lukien eturistiriidat | Pääjärjestäjien intressit: rahoitusmarkkinoilla tavanomaiset liiketoimintaintressit. |
| E.7 | Arvioidut sijoittajilta veloittavat kustannukset | Liikkeeseenlaskija ei veloita sijoittajalta Velkakirjojen liikkeeseenlaskuun liittyviä maksuja. |

RISK FACTORS

Investors considering investment in the Notes should carefully review the information contained in this Listing Prospectus and, in particular, the risk factors described below and in the stock exchange releases published by the Company. Factors possibly affecting an investment decision are also discussed elsewhere in this Listing Prospectus. Should one or more of the risk factors described herein materialise, it may have a material adverse effect on Tieto's business, financial condition, results of operations and future prospects and, thereby, on Tieto's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes. As a result, investors may lose part or all of their investments. The following description is a summary of certain risk factors that may affect the Issuer's ability to fulfil its obligations under the Notes or that are material in order to assess the market risk associated with the Notes. This description is based on information known and assessed at the time of preparing this Listing Prospectus, and, therefore, the description of the risk factors is not necessarily exhaustive. The risks involved in an investment in the Notes are not limited to the factors identified below and the sequence in which the following risk factors are listed is not an indication of their likelihood to occur or of the extent of their commercial consequences. All investors should make their own evaluations of the risks associated with an investment in the Notes and consult with their own professional advisers if they consider it necessary.

Risks Relating to Macroeconomic Conditions

Uncertain global economic and financial market conditions could adversely affect Tieto's business, financial condition, results of operations and future prospects

Currently and in the past years, the uncertain global economic and financial market conditions have had an adverse effect on general business conditions. Although economic and financial market conditions in Europe and other parts of the world have improved recently, this does not guarantee that similar volatility will not continue in the future. Furthermore, economic conditions have been, and are likely to continue to be, affected by concerns over increased political uncertainty both internationally and within Europe. Adverse changes in the economic cycle or in the operating environment of Tieto's customers can have an adverse impact on Tieto's business operations and, thereby, on its financial condition and results of operations.

It is difficult to make predictions as to how the market conditions will develop, as the market is impacted by macro movements of the financial markets and many other factors, including the stock, bond and derivatives markets as well as measures taken by various governmental and regulatory authorities and central banks, over which Tieto has no control. For example, volatility in the stock market has increased recently and there can be no assurance that such volatility in the stock market will not continue or even lead to a significant decline or failure in the stock market despite recently improved economic and financial market conditions. Uncertainty may continue in the global market and there can be no assurance that the global economy or the national economies in which Tieto operates could not fall into a recession, or even a depression, that could be deeper and longer lasting than the recession experienced in the past years.

General economic trends and changes in customers' operating environments have an immediate or prolonged effect on IT markets; they may impact the development of Tieto's operational profitability, and lengthen the duration of processes and increase the amount of Tieto's capital invested in projects. The uncertainty in the financial markets and macroeconomic conditions that prevailed in the past years have in general adversely affected access to financing and increased the cost of capital. Any potential adverse developments in macroeconomic conditions and continued uncertainty in the financial markets may adversely affect Tieto's asset values, future cost of debt and access to bank and capital market financing which could, in turn, have a material adverse effect on Tieto's business, financial condition, results of operations and future prospects and thereby, on Tieto's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Adverse economic developments and conditions in Finland and Europe may affect Tieto's operations and customers

Finland's GDP declined between 2012 and 2014 but it has been strengthening after that. According to preliminary estimates, GDP increased approximately 3.1% in 2017 and, in 2018, it is expected to grow approximately 2.4 to 2.5%. (Sources: Ministry of Finance Economic Survey, Winter 2017 and Bank of Finland Bulletin 5/2017). Although general economic situation in Finland has improved recently, it may vary significantly from time to time as the Finnish economy, along with other European economies, has been adversely affected by the uncertain global economic and financial market conditions in the recent past. Possible weakness in the global economy may reduce customer demand or place additional financial stress on Tieto's customers, which may negatively impact Tieto's ability to collect its receivables fully or in a timely manner, which, in turn, could require Tieto to contribute additional capital or obtain alternative financing to meet its obligations under any financing arrangements. Further, Tieto may not be able to utilise the opportunities created by the economic fluctuations and Tieto may not be able to adapt to a long-term economic recession or stagnation. Materialisation

of any of the above risks may have a material adverse effect on Tieto's business, financial condition, results of operations and future prospects and, thereby, on Tieto's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Negative developments in customer demand and the ability to apply sufficient pricing may affect Tieto's operations

Tieto's results of operations depend on customer demand and the ability to apply a level of pricing required for carrying out of Tieto's business and operations in a profitable manner and are thus sensitive to changes in external market conditions affecting customer demand and product pricing generally. The risk of external market conditions adversely effecting customer demand and pricing are partly mitigated by applying multi-year contracts for continuous services, but nevertheless, adverse changes in customer demand or pricing may have a material adverse effect on Tieto's business, financial condition, results of operations and future prospects and, thereby, on Tieto's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Risks relating to Tieto's Business Operations

Failure of executing Tieto's strategy or failure of the strategy itself may reduce Tieto's growth and profitability in the future

The Company has revised its strategy for 2016–2020 with, among others, the objective of becoming its customers' first choice in the customers business renewal as the leading Nordic software and services company. The strategy is based on a strong foundation of customer insight, own industry specific software, growth investments, full life-cycle services from advisory to managed services, industrialized service delivery and proven execution capability. The Company's strategic risks are related especially to market volatility, IT market transformation to new technologies (including the rapid digitalization and automatization of society), change management, reskilling ability and speed, agility to respond to new entrants in the market, dependencies on few big customers in some business areas and ensuring delivery quality in the dynamic business environment.

If the Company fails to execute its revised strategy, if the strategy is not successful or if the Company fails to address the strategic risks correctly, this would have a material adverse effect on the Company's business, financial condition, results of operations and future prospects and thereby on the Company's ability to fulfil its obligations under the Notes as well as on the market price and value of the Notes.

Failure or delay in change management and transformation may have a material adverse effect on Tieto

In 2016 Tieto realigned its structures and operating model to ensure effective implementation of the renewed strategy and to become customers' first choice for business renewal. In large-scale adaptation to the market by organisational transformation and appropriate sizing of the business, resistance to change can prolong the transition, which may affect operational efficiency long after the change. The failure by Tieto to appropriately manage this change and adapt to the new structure and operating model and the transformation of its business may have a material adverse effect on Tieto's business, financial condition, results of operations and future prospects and, thereby, on Tieto's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Sudden changes in the market environment may affect business volumes and price levels which in turn affect Tieto's business, financial condition, results of operations and future prospects

Sudden changes in the market environment, customer demand and customer strategies or the competitive landscape in these areas may harm Tieto's operations and profitability. Such changes may occur due to a potential slowdown of European economies or otherwise, and they might negatively affect the IT services market and Tieto's business volumes and price levels. Should Tieto fail to protect itself against these risks with appropriate contractual arrangements or fail to maintain appropriate cost control, it may have a material adverse effect on Tieto's business, financial condition, results of operations and future prospects and, thereby, on Tieto's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Tieto's business is dependent on certain key market sectors and industries

A very large proportion of Tieto's sales and the majority of its profits are generated in Finland and Sweden, and especially in Finland Tieto's current high market share can make it challenging to achieve further growth. Sudden changes in the market environment, the competitive landscape, customer demand or customer strategies in these key sectors might adversely affect Tieto's operations and profitability and have a material adverse effect on Tieto's business, financial condition, results of operations and future prospects and, thereby, on Tieto's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Tieto's business is dependent on certain key customers and short-term contracts

Approximately 31% of the Group's net sales in 2017 were attributable to the ten (10) largest customers of the Group. Additionally, around half of the current consulting-type revenue is from short-term contracts. Sudden changes in the demand or strategy of these customers might adversely affect Tieto's operations and profitability and have a material adverse effect on Tieto's business, financial condition, results of operations and future prospects and, thereby, on Tieto's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Tieto must accurately understand and manage customer specifications in customer bid processes and delivery management

An inability to appropriately understand and analyse customers' changing needs, their business processes and their exact requirements can lead to misjudgements in setting the scope of projects or services and, consequently, difficulties in meeting the specifications of customer agreements. This in turn can result in project overruns, operating losses or termination of customer agreements, which may in some cases also adversely affect Tieto's brand. A failure to appropriately address and react to customer's business requirements as above may have a material adverse effect on Tieto's business, financial condition, results of operations and future prospects and, thereby, on Tieto's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Delivery failure and the inability to offer and deliver customers the demanded products and services

The continuation of the successful design of products and services, including potential new product and service innovations, and the ability to efficiently deliver these products and services to its customers and meet customer specific requirements and specifications is crucial for Tieto's business operations. A failure to appropriately recognise, design, offer and deliver Tieto's products and services or make accurate assessments of the market and demand of its products may have a material adverse effect on Tieto's business, financial condition, results of operations and future prospects and, thereby, on Tieto's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Tieto's products and services are highly dependent on service continuity

Tieto's business operations are highly dependent on the functionality, availability and maintenance of the required software environment and hardware infrastructures. The growing importance of cloud technology, system impact and system interrelations analysis play a key role in mitigating the risks related to potential points of failure in system continuity and their effect on Tieto's business. To reduce the service continuity risk and to better understand the interdependencies in data centres, Tieto constantly reviews, maintains and improves its IT asset management, configuration management and monitoring systems, in addition to which Tieto has recovery procedures and backup systems in place to handle potential service interruptions. Failure to manage the risks relating to service continuity and maintenance of data systems or a failure to execute and manage recovery procedures and backup systems may have a material adverse effect on Tieto's business, financial condition, results of operations and future prospects and, thereby, on Tieto's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Tieto's business may be adversely affected by the loss of employees in key positions or inability to recruit new talent

Tieto's success builds on passion, innovation, attracting talent, skills renewal, business knowledge and the maturity of the organisation. In addition, the performance of its employees and managers both locally and in its delivery centres and offshore locations worldwide is the key to its success. To remain competitive and able to implement its strategy, Tieto will need to hire and retain sufficient numbers of highly skilled employees with expertise in all of Tieto's business operations. A portion of this competence is held by certain key persons who are of particular importance in ensuring that Tieto retains and develops its competitiveness. The growth and profitability of Tieto's future business activities will depend on the continued successful employment and retainment of such key employees and Tieto's continued ability to hire the required number of industry trained and skilled individuals. Furthermore, Tieto is dependent on certain key members of its management that are responsible for managing the integration of acquisitions and developing the strategic direction of the Company. Inability to retain key employees and to recruit new talent with the required competence might have a negative impact on the Company's performance and strategy implementation. High employee turnover may also cause delays in customer projects, leading to penalties or loss of customer accounts. Should any of the above risks materialise, they may have a material adverse effect on Tieto's business, financial condition, results of operations and future prospects, and, thereby, on Tieto's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Risks associated with operations in new and developing markets

The market and economy in certain new and developing markets in which Tieto is operating are still developing. Operations in new and developing markets are associated with a greater number of political, financial and legal risks compared with more developed markets. Examples of such risks include steeper changes in economic cycles that are more difficult to foresee, the risk of inflation, changes in laws and regulations, as well as the uncertainty of interpretation and changes in official interpretation practices. The unpredictability of national or local practices and the extensive discretionary power of authorities may in new and developing markets lead to unexpected changes in legal interpretations and the enforcement of rules and regulations, in addition to which the levels of corruption and crime are usually higher than in developed markets. The efficient use of legal remedies is also less certain and more difficult than in developed markets. The successful conducting of business in developing markets also requires Tieto to have a sufficient number of competent personnel, and the risk of being unable to retain competent personnel is emphasised in new and developing markets.

Should any of the above risks materialise, they may have a material adverse effect on Tieto's business, financial condition, results of operations and future prospects and, thereby, on Tieto's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Tieto may not be able to protect its brand and intellectual property in all circumstances

Tieto strives to establish and protect its brand names and intellectual property and to supervise the operations of third parties in the case of any trade mark or intellectual property infringement. However, there is no certainty that Tieto's measures are sufficient in all circumstances. Tieto incurs costs for the establishment, protection and enforcement of its brand names and intellectual property, and the expansion by Tieto of its business in new markets will increase the costs associated with measures to establish, protect and enforce the brands and intellectual property, and any failure to establish, manage and protect brand names and intellectual property, as well as any claims or demands associated with brand names or other intellectual property, may have a material adverse effect on Tieto's business, financial condition, results of operations and future prospects and, thereby, on Tieto's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Tieto's operations may involve legal and regulatory risks

Tieto has to comply with a wide range of laws and regulations enacted on both European and national level, *e.g.* new data protection regulation, anti-corruption, anti-bribery, regulations restricting competitive trading conditions, health and safety regulations, environmental regulations, labour regulations, competition regulations, as well as securities markets, corporate and tax laws. Changes in the regulatory framework and/or the loss of benefits associated with a status or an authorisation could require Tieto to adapt its business activities, its assets or its strategy, possibly leading to a negative impact on its results, an increase in its expenses, and/or a slowing or even halting of the development of its business activities. In the normal course of its business activities, Tieto could be involved in legal proceedings (for instance, regarding contractual responsibility, employers' liabilities and penal). Tieto has been and it may in the future become subject to tax and administrative audits, and the Company's tax liability may be revised in accordance with an inspection or audit carried out by the competent authorities. Adverse changes in the regulatory environment and interpretations of authorities, or non-compliance with applicable laws and regulations may have a material adverse effect on Tieto's business, financial condition, results of operations and future prospects and, thereby, on Tieto's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Violation of data protection regulation could trigger claims for damages and adversely affect Tieto's reputation

In the ordinary course of operations, Tieto collects, stores and uses data that is protected by data protection laws. The protection of customer, employee and company data is critical to Tieto. Both Tieto and certain large corporate customers are subject to increasing data security requirements. The EU General Data Protection Regulation (EU 2016/79, GDPR) was adopted during the spring 2016 and entered into force on 25 May 2018. The GDPR applies to all processing of personal data, meaning any operation performed upon identifiable information of an individual (data subject) within the EU.

Any breaches of security of Tieto's database or its handling of personal data, violation of data protection laws by Tieto or one of its partners, independent and third-party suppliers or any leakage of customer data may result in fines and reputational harm and could have material adverse effect on Tieto's business, financial condition and results of operations and thereby on Tieto's ability to fulfil its obligations under the Notes as well as on the value of the Notes.

Labour disputes

Tieto is subject to the risk of labour disputes and adverse employee relations. In Tieto's core market areas, the majority of employees of Tieto are represented by labour unions under several collective bargaining agreements. In addition, organisations collectively representing Tieto and other employers in its industry may not be able to renegotiate satisfactory collective bargaining agreements when they expire. Some of the collective bargaining agreements that apply to a large number of Tieto's employees particularly in Finland will be subject to negotiations in the future, and there is no guarantee that the results of such negotiations would not be adverse to Tieto and its business. In addition, existing labour agreements of Tieto may not prevent a strike or other industrial action at any of its locations in the future.

If such labour disputes or other adverse employee relations, including but not limited to strikes and other industrial action, or problems with the labour unions or collective bargaining agreements, occur, it may have a material adverse effect on Tieto's business, financial condition, results of operations and future prospects and, thereby, on Tieto's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Lack of sufficient insurance cover

Tieto's insurance policies are subject to exclusions of liability and limitations of liability both in the amount and with respect to the insured loss events. The Company does not have insurance coverage for certain types of catastrophic losses or losses resulting from the business of Tieto, which are not insurable or for which insurance is unavailable on reasonable economic terms. In addition, there can be no assurance that the Company's current insurance coverage will not be cancelled or become unavailable on reasonable economic terms in the future. Materialisation of these risks may have a material adverse effect on Tieto's business, financial condition, results of operations and future prospects and, thereby, on Tieto's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Financial Risks

Tieto's main financial risks are linked to macroeconomic factors and consist mainly of liquidity risks, the availability of financing, interest rate and currency exchange rate risks, future changes in accounting standards, credit risks and the risk of goodwill impairment.

Tieto may not receive financing at competitive terms or at all

Uncertainty in the financial market may mean that the cost of the financing needed in order to carry out Tieto's business may increase and that it may not be as readily available as previously. Tieto aims to reduce the risk relating to the availability of financing by managing a balanced loan maturity distribution and by having sufficient committed credit limits with sufficiently long periods of validity at hand, by using many financial institutions and instruments to raise finance and by keeping a sufficient amount of cash funds.

Although Tieto currently generates sufficient funds from operating cash flows to satisfy its debt service requirements, and its capacity to obtain new financing is adequate, it is however possible, that Tieto could - at any given point in time - encounter difficulties in raising funds and, as a result, lack the access to liquidity that it needs, and there can be no assurance that Tieto will be able to meet its financial covenants when required. Should any of the above factors materialise, this may have a material adverse effect on Tieto's business, financial condition, results of operations and future prospects and, thereby, on Tieto's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Fluctuations in interest rates may adversely affect Tieto's business

Fluctuations in interest rates can have a significant effect on Tieto's business. A substantial increase in interest rates may affect customer demand and the ability of customers to invest in Tieto's products. In addition, an increase in the interest rate level may have a material adverse effect on the cost of financing and some of the current financing expenses of the Company. The Company carefully monitors the development of interest rates. Treasury policy defines the interest rate risk management principles and allowed instruments for hedging the exposure. Despite these measures, fluctuations in interest rates or a failure to properly manage its position may have a material adverse effect on Tieto's business, financial condition, results of operations and future prospects and, thereby, on Tieto's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Fluctuations in currency exchange rates may adversely affect Tieto's earnings and balance sheet

Tieto's currency transaction exposure arises from foreign trade, cash management and internal funding in foreign currencies. Translating balance sheets and results of the Group companies into euros creates a translation exposure. As a substantial proportion of the Group's consolidated revenues are generated in Sweden, fluctuations of the Swedish krona against euro may have an impact on the consolidated financial statements. Tieto's treasury policy defines the principles and risk limits under which Group treasury manages currency risks. There can be no assurance that Tieto's treasury policy will in all circumstances sufficiently mitigate transaction and translation exposures and that currency exchange rates could

not in the future have a material adverse effect on Tieto's business, financial condition, results of operations and future prospects and, thereby, on Tieto's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Risks relating to investments

Tieto is planning to make investments in, among others, in selected industry solutions in connection with the implementation of its strategy for 2016–2020. Investments may also include acquisitions. The failure or delay of any current or upcoming investment of a significant size may have a material adverse effect on Tieto's business, financial condition, results of operations and future prospects and, thereby, on Tieto's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Tieto is exposed to credit, counterparty and liquidity risks

Changes in the general market environment and global economy can present additional financial risks. Credit risks might arise if customers or financial counterparties are not able to fulfil their commitments towards Tieto. Exceptional market conditions in the financial market might impose temporary limitations on raising new funding and lead to an increase in funding costs.

Under Tieto's credit policy, the finance department together with the business organisation is responsible for assessing customers' creditworthiness and related counterparty risks, taking into account past experience, their financial position and other relevant factors. Also, the collection process related to Tieto's receivables has been designed to better correspond to higher credit risks. Credit risk regarding financial counterparties is managed by using counterparty limits, as set out in Tieto's treasury policy. The Group treasury monitors and manages the liquidity position of Tieto by maintaining an appropriate loan portfolio, and analyses of alternative financing sources for the Company and their pricing are continuously updated.

A failure to appropriately monitor Tieto's credit and counterparty risks and liquidity position may have a material adverse effect on Tieto's business, financial condition, results of operations and future prospects and, thereby, on Tieto's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes.

Future changes in accounting standards may affect Tieto's financial position

The International Financial Reporting Standards ("IFRS") comprise IFRSs issued by the International Accounting Standards Board ("IASB"), the International Accounting Standards ("IAS") as well as the interpretations of the International Financial Reporting Interpretations Committee and the Standing Interpretations Committee. The annual consolidated financial statements incorporated by reference in this Listing Prospectus comply with the IFRS as adopted by the EU as of the date of such financial statements. The IASB has published or may in the future publish new or amended standards and interpretations, which are not yet effective and have not yet been adopted by Tieto in its consolidated financial statements. Tieto has adopted IFRS 9 Financial Instruments and IFRS 15 Revenue from Contracts with Customers in its consolidated financial statements, using the retrospective approach from 1 January 2018. Tieto has assessed the impact of the adoption of these standards, which is disclosed in Notes to Tieto's consolidated financial statements incorporated by reference to this Listing Prospectus. Further, Tieto does not intend to adopt IFRS 16 Leases until 1 January 2019. Tieto has not yet assessed what adjustments, if any, are necessary for example because of the change in the definition of the lease term and the different treatment of variable lease payments and of extension and termination options. It is therefore not yet possible to estimate the amount of right-of-use assets and lease liabilities that will have to be recognized on adoption of the new standard and how this may affect the group's profit or loss and classification of cash flows going forward. Possible future changes in the IFRS, in addition to these standards, could expose Tieto to risks related to changes in accounting policies and reporting standards and changes in accounting systems which may affect, among others, the reported profitability, dividend payment capability and/or financial position and key ratios of Tieto and thereby on Tieto's ability to fulfil its obligations under the Notes as well as on the value of the Notes.

Goodwill recorded on Tieto's balance sheet may be subject to impairment

The total goodwill of the Company as at 30 June 2018 was EUR 438 million, amounting to approximately 39% of the Company's total balance sheet as at 30 June 2018. The Company tests the impairment of goodwill in connection with its financial reporting on the basis of sensitivities in respect of industry growth assumptions, EBIT margin assumptions and interest rates as approved by the Company's senior management supported by industry growth forecasts obtained from external sources. Should such industry growth assumptions and EBIT assumptions turn out to be inaccurate or should the Company otherwise fail to appropriately test impairment of goodwill, this may have a material adverse effect on Tieto's business, financial condition, results of operations and future prospects and, thereby, on Tieto's ability to fulfil its

obligations under the Notes as well as the market price and value of the Notes.

Risks relating to the Notes

The following risk factors are, among other things, material in order to assess the risks associated with the Notes. Words and expressions in this section shall have the meaning defined in Annex A "*Terms and Conditions of the Notes*" of this Listing Prospectus.

The Notes may not be a suitable investment for all investors

The Notes may not be a suitable investment for all investors. Thus, each potential investor in the Notes must assess the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- (a) have sufficient knowledge and experience to make a meaningful evaluation of the Notes, the merits and risks of investing in the Notes and the information contained or referred to in this Listing Prospectus;
- (b) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Notes and the impact the Notes will have on its overall investment portfolio;
- (c) have sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes; and
- (d) be able to evaluate either alone or with the help of a financial adviser possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risk.

Possibility to forfeit interest and principle amount invested in the Notes

Should the Issuer become insolvent during the term of the Notes, an investor may forfeit interest payable on, and the principal amount of, the Notes in whole or in part. An investor is always solely responsible for the economic consequences of his/her investment decisions.

No guarantee or security

The Notes will not be obligations of anyone other than the Issuer and they will not be guaranteed. No one other than the Issuer will accept any liability whatsoever in respect of any failure by the Issuer to pay any amount due under the Notes.

The Notes are unsecured debt instruments and the holders of the Notes (the "**Noteholders**") would be unsecured creditors in the event of the Issuer's bankruptcy. Accordingly, in addition to that any adverse change in the financial condition or prospects of the Issuer may have a material adverse effect on the liquidity of the Notes, and may result in a material decline in their market price, such adverse change may endanger the probability that the Noteholders will receive the prompt and full payment, when due, for principal, interest and/or any other amounts and items payable to the Noteholders pursuant to the Notes from time to time.

The Notes or the Issuer are not currently rated by any rating agency

The Notes or the Issuer are not currently rated by any rating agency. Accordingly, investors are not able to refer to any independent credit rating when evaluating factors that may affect the value of the Notes. The absence of rating may reduce the liquidity of the Notes and/or increase the borrowing costs of the Issuer.

One or more independent credit rating agency may independently assign credit ratings to the Issuer and/or the Notes. The ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed herein, and other factors that may affect the value of the Notes. A rating or the absence of a rating is not a recommendation to buy, sell or hold securities.

Active trading market for the Notes may not develop

The Notes constitute a new issue of securities by Tieto. Prior to the listing of the Notes, there is no public market for the Notes. Although application has been made to list the Notes on the Helsinki Stock Exchange, no assurance can be given that such application will be approved. In addition, listing of the Notes will not guarantee that a liquid public market for the Notes will develop and even if such a market were to develop neither the Issuer nor the Lead Managers are under any obligation to maintain such market. The liquidity and the market prices of the Notes can be expected to vary with changes in market and economic conditions, the financial condition and prospects of the Issuer as well as many other factors that generally influence the market prices of securities. Such factors may significantly affect the liquidity and the market prices

of the Notes, which may trade at a discount to the price at which the Noteholders purchased the Notes.

There can be no assurance that an active trading market for the Notes will develop, or, if one does, that it will be maintained. If an active trading market for the Notes does not develop or is not maintained, it may result in a material decline in the market price of the Notes, and the liquidity of the Notes may be adversely affected. Therefore, investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. Further, if additional and competing products are introduced in the markets, this may also result in a material decline in the market price and value of the Notes.

Fixed interest rate

The Notes bear interest on their outstanding principal at a fixed interest rate. A holder of a security with a fixed interest rate is exposed to the risk that the price of such security could fall as a result of changes in the market interest rate. Market interest rates follow the changes in general economic conditions, and are affected by, among many other things, demand and supply for money, liquidity, inflation rate, economic growth, benchmark rates of central banks, implied future rates, and changes and expectations related thereto.

While the nominal compensation rate of a security with a fixed interest rate is fixed during the term of such security or during a certain period of time, current interest rates on capital markets (market interest rates) typically change continuously. In case market interest rates increase, the market price of such a security typically falls, until the yield of such security is approximately equal to the market interest rates. If market interest rates fall, the price of a security with a fixed interest rate typically increases, until the yield of such a security is approximately equal to market interest rates. Consequently, the Noteholders should be aware that movements of market interest rates may result in a material decline in the market price of the Notes and can lead to losses for the Noteholders if they sell the Notes. Further, the past performance of the Notes is not an indication of their future performance.

The completion of transactions relating to the Notes is dependent on Euroclear Finland Ltd.'s operations and systems

The Notes are issued in the book-entry securities system of Euroclear Finland Ltd. ("**Euroclear Finland**"). Pursuant to the Act on Book-Entry System and Clearing Activity (16 June 2017/348, as amended), the Notes will not be evidenced by any physical note or document of title other than statements of account made by Euroclear Finland or its account operators. The Notes are dematerialised securities and title to the Notes is recorded and transfers of the Notes are effected only through the relevant entries in the book-entry system and registers maintained by Euroclear Finland and its account operators. Therefore, timely and successful completion of transactions relating to the Notes, including but not limited to transfers of, and payments made under, the Notes, depend on the book-entry securities system being operational and that the relevant parties, including but not limited to the payment transfer bank and the account operators of the Noteholders, are functioning when transactions are executed. During the term-to-maturity of the Notes, Euroclear Finland's systems to process the Notes are likely to be changed materially due to the introduction of the Target 2 securities platform of the European System of Central Banks. Any malfunction or delay in the book-entry securities system or any failure by any relevant party may result in the transaction involving the Notes not taking place as expected or being delayed, which may cause financial losses or damage to the Noteholders whose rights depended on the timely and successful completion of the transaction.

The Issuer or any other third party will not assume any responsibility for the timely and full functionality of the book-entry securities system. Payments under the Notes will be made in accordance with the laws governing the book-entry securities system, the rules of Euroclear Finland and the Terms and Conditions of the Notes. For purposes of payments under the Notes, it is the responsibility of each Noteholder to maintain with its respective book-entry account operator up to date information on applicable bank accounts.

No assurance on change of laws or practices

The Notes are governed by the laws of Finland, as in force from time to time. Finnish laws (including but not limited to tax laws) and regulations governing the Notes may change during the validity of the Notes, and new judicial decisions can be given and administrative practices take place. No assurance can be given as to the impact of any such possible change of laws or regulations, or new judicial decision or administrative practice taking place after the date of this Listing Prospectus. Hence, if materialised, such event may have a material adverse effect on Tieto's business, financial condition, results of operations and future prospects and, thereby, Tieto's ability to fulfil its obligations under the Notes as well as the market price and value of the Notes. Such event may also cause material financial losses or damage to the Noteholders or impact the tax treatment of the interest income of the Noteholders.

The Notes do not, as a rule, contain covenants governing the Issuer's operations and do not limit its ability to merge, demerge, effect asset sales or otherwise effect significant transactions that may have a material adverse effect on the

Notes and the Noteholders

In addition to the rights of creditors in general, the Notes do not contain provisions designed to protect Noteholders from a reduction in the creditworthiness of the Issuer. In particular, the Terms and Conditions of the Notes do not, except for the Change of Control condition (see Condition 8 of the Terms and Conditions of the Notes) which grants the Noteholders the right of repayment of the Notes in certain limited circumstances, restrict the Issuer's ability to enter into a merger, demerger, asset sale or other significant transaction that could materially alter its existence, jurisdiction of organisation or regulatory regime and/or its composition and business. In the event the Issuer was to enter into such a transaction, Noteholders could be materially and adversely affected. Furthermore, the Change of Control condition does not restrict any of the current shareholders of the Issuer from disposing any or all of their shareholdings.

Obligation to redeem and purchase the Notes prior to maturity

As specified in the terms and conditions of the Notes, the Noteholders are entitled to demand premature repayment of the Notes in case of an Event of Default or a Change of Control. Such premature repayment may have a material adverse effect on Tieto's business, financial condition, results of operations and future prospects and, thereby, on Tieto's ability to fulfil its obligations under the Notes of such Noteholders who elect not to exercise their right to get their Notes prematurely repaid as well as the market price and value of such Notes.

Right to redeem and purchase the Notes prior to maturity

As specified in the Terms and Conditions of the Notes, Tieto may at any time purchase Notes in any manner and at any price prior to maturity. Only if such purchases are made by tender, such tender must be available to all Noteholders alike. Tieto is entitled to cancel, dispose of or hold the purchased Notes at its discretion. Consequently, a Noteholder offering Notes to Tieto in connection with such purchases may not receive the full invested amount. Furthermore, a Noteholder may not have the possibility to participate in such purchases. The purchases - whether by tender or otherwise - may have a material adverse effect on such Noteholders who do not participate in the purchases as well as the market price and value of such Notes.

In addition, in accordance with Clause 5.2 (Voluntary Total Redemption) of the Terms and Conditions of the Notes, the Issuer is entitled to redeem the Notes prior to maturity at any time during the period commencing on the first Business Day falling three (3) months prior to the Redemption Date, at a price equal to the nominal amount of the Notes together with accrued interest. Any such early redemption by the Issuer may incur financial losses or damage, among other things, to such holders of Notes who had prepared themselves to have the amount of the Notes invested until the contractual maturity of the Notes.

Furthermore, in case more than 75% of the aggregate principal amount of the Notes has been repaid pursuant to a demand by the Noteholders based on a Change of Control of the Issuer, the Issuer is entitled to prepay also the remaining Notes by notifying the Noteholders of such prepayment. It should be noted, that such early repayment may not be initiated by the Issuer in case of an Event of Default. Such early repayment initiated by the Issuer may incur financial losses or damage, among other things, to such Noteholders who had prepared themselves to have the amount of the Notes invested until the contractual final maturity of the Notes.

Amendments of the Terms and Conditions of the Notes, such as decreasing the principal amount of or interest of the Notes or extension of the maturity of the Notes, bind all Noteholders

The Terms and Conditions of the Notes may be amended in certain circumstances, with the required consent of a defined majority of the Noteholders. Pursuant to clause 12(j) of the Terms and Conditions of the Notes, a Noteholders' Meeting or a Procedure in Writing is entitled to make the following decisions that are binding on all the Noteholders: (i) to amend these terms and conditions of the Notes; and (ii) to grant a temporary waiver on these terms and conditions of the Notes. However, consent of at least seventy-five (75) percent of the aggregate principal amount of the outstanding Notes is required to: (i) decrease the principal amount of or interest of the Notes; (ii) extend the maturity of the Notes; (iii) amend the requirements for the constitution of a quorum at a Noteholders' Meeting or Procedure in Writing; or (iv) amend the majority requirements of the Noteholders' Meeting or Procedure in Writing.

The Terms and Conditions of the Notes contain provisions for Noteholders to call and attend meetings or arranging procedures in writing to consider and vote upon matters affecting their interests generally. Resolutions passed at such meetings can bind all Noteholders, including Noteholders who did not attend and vote at the relevant meeting or participate in the procedure in writing and Noteholders who voted in a manner contrary to the majority. This may incur financial losses, among other things, to all Noteholders, including such Noteholders who did not attend and vote at the relevant

meeting or and Noteholders who voted in a manner contrary to the majority.

Prescription

In case any payment under the Notes has not been claimed within three (3) years from the original due date thereof, the right to such payment shall become void. Such prescription may incur financial losses to such Noteholders who have not claimed payment under the Notes within the prescription time of three (3) years.

No voting rights

The Notes carry no voting rights with respect to shareholders meetings of the Issuer. Consequently, the Noteholders cannot influence any decisions by the Issuer's shareholders concerning, for instance, the capital structure of the Issuer.

No limitation on issuing additional debt

Except for the limitation to issuance, by Tieto or its subsidiaries, of collateralised notes or bonds, debentures, debenture stock or loan stock issued after the issuance of the Notes that are capable of being listed on a stock exchange or subject to trading in a regulated market as provided in the Terms and Conditions of the Notes, there is no restriction on the amount of debt which the Issuer may raise or issue after the issuing of the Notes. Such further debt may reduce the amount recoverable by the Noteholders upon winding-up or insolvency of the Issuer, or may worsen the position and priority of the Noteholders in such winding-up or insolvency procedure.

GENERAL INFORMATION

On 12 September 2018, Tieto issued senior unsecured Notes with an aggregate nominal amount of EUR 100,000,000. The Notes are represented by units in denominations of EUR 1,000. The rate of interest of the Notes is 1.375 per cent. per annum. The effective yield of the Notes is 1.476 per cent. per annum. The estimated cost of the issue and the Listing is approximately EUR 0.3 million. An application has been made for the Notes to be admitted to trading on a regulated market on the Helsinki Stock Exchange. The Listing is expected to take place on or about 14 September 2018. The Notes are issued in dematerialised form in the Infinity book-entry securities system of Euroclear Finland Ltd. The ISIN Code of the Notes is FI4000348982.

The reason for the issue of the Notes is to use the proceeds for refinancing purposes.

See also "*Annex A - Terms and Conditions of the Notes*" and "*Annex B - Additional Information of the Issue of the Notes*".

The Issuer and certain other parties

The Issuer

Tieto Corporation
Keilalahdentie 2-4
FI- 02150 Espoo, Finland

Lead Managers of the Issue of the Notes

OP Corporate Bank plc
Gebhardinaukio 1
FI-00510 Helsinki, Finland

Swedbank AB (publ)
c/o Swedbank AB (publ), Finnish branch
Mannerheimintie 14 B
FI-00100 Helsinki, Finland

Legal Advisor to the Issuer

Borenus Attorneys Ltd
Eteläesplandi 2
FI-00130 Helsinki, Finland

The Auditor of the Issuer

PricewaterhouseCoopers Oy
Itämerentori 2
FI-00100 Helsinki, Finland
Auditor with principal responsibility: Janne Rajalahti

RESPONSIBILITY STATEMENT

This Listing Prospectus has been prepared by the Issuer and the Issuer accepts responsibility regarding the information contained in this Listing Prospectus. To the best knowledge of the Issuer, having taken all reasonable care to ensure that such is the case, the information contained in this Listing Prospectus is in accordance with the facts and contains no omission likely to affect its import.

AUDITORS

The consolidated financial statements of the Issuer for the financial years ended on 31 December 2017 and 31 December 2016 incorporated in this Listing Prospectus by reference have been audited by PricewaterhouseCoopers Oy with Tomi Hyryläinen, Authorised Public Accountant, as auditor with principal responsibility.¹ The business address of the auditor and PricewaterhouseCoopers Oy is Itämerentori 2, FI-00100 Helsinki, Finland.

SPECIAL CAUTIONARY NOTICE REGARDING FORWARD LOOKING STATEMENTS

Certain statements in this Listing Prospectus, including but not limited to certain statements set forth under the captions "*Risk Factors*", "*Information about the Issuer*" and "*Financial and Trend Information, Future Outlook*", are based on the beliefs of Tieto's management as well as assumptions made by and information currently available to it, and such statements may constitute forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of Tieto, or industry results, to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements. Such risks, uncertainties and other important factors include, among other things, the risks described in the section "*Risk Factors*". The forward-looking statements are not guarantees of the future operational or financial performance of Tieto. In addition to factors that may be described elsewhere in this Listing Prospectus, the factors discussed under "*Risk Factors*" could cause Tieto's actual results of operations or its financial condition to differ materially from those expressed in any forward-looking statement. Should one or more of these risks or uncertainties materialise, or should any underlying assumptions prove to be incorrect, Tieto's actual results of operations, its financial condition or its ability to fulfil its obligations under the Notes could differ materially from those described herein as anticipated, believed, estimated or expected. The Issuer does not intend and does not assume any obligation to update any forward-looking statements contained herein unless required by applicable legislation. For additional information that could affect the results, performance or achievements of Tieto, see "*Risk Factors*".

ALTERNATIVE PERFORMANCE MEASURES

This Listing Prospectus includes certain financial measures, which, in accordance with the "*Alternative Performance Measures*" guidance issued by the European Securities and Markets Authority, are not accounting measures defined or specified in IFRS and are, therefore, considered alternative performance measures. Tieto uses "Adjusted operating profit (EBIT)" as an alternative performance measure to better reflect its operational business performance and to enhance comparability between financial periods. The Company presents alternative performance measures to the statement of financial position as they are, in the Company's view, useful indicators of the company's ability to obtain financing and service its debt. These alternative performance measures are reported in addition to, but not as a substitute for, the performance measures reported in accordance to IFRS. Adjusted items include restructuring costs, capital gains/losses, goodwill impairment charges and other items. Other alternative performance measures used by Tieto are: adjusted operating margin, adjusted earnings per share, equity per share, dividend per share, capital expenditure, acquisitions, return on equity, return on capital employed, gearing, interest-bearing net debt, net debt/EBITDA and equity ratio. For detailed calculation formulas of the above-mentioned alternative performance measures, see "*Selected Consolidated Financial Information*".

Tieto presents alternative performance measures as additional information to financial measures presented in the consolidated income statement, consolidated statement of financial positions and consolidated statement of cash flows prepared in accordance with IFRS as Tieto believes that they provide meaningful supplemental information to the financial measures presented in the consolidated financial statements prepared in accordance with IFRS.

Alternative performance measures are not accounting measures defined or specified in IFRS and, therefore, they are considered non-IFRS measures, which should not be viewed in isolation or as a substitute to the IFRS financial measures.

¹ Due to a change in international accounting standards, the Issuer has on 28 March 2018 published its restated financial statements for the financial year ended on 31 December 2017.

Companies do not calculate alternative performance measures in a uniform way and, therefore, the alternative performance measures presented in this Listing Prospectus may not be comparable with similarly named measures presented by other companies. Furthermore, these alternative performance measures may not be indicative of Tieto's historical results of operations and are not meant to be predictive of potential future results. The alternative performance measures presented in this Prospectus are unaudited unless otherwise stated. Accordingly, undue reliance should not be placed on the alternative performance measures presented in this Listing Prospectus.

MARKET AND INDUSTRY INFORMATION

This Listing Prospectus contains information about Tieto's markets and Tieto's competitive position therein. Where certain market data and market estimates contained in this Listing Prospectus have been derived from third party sources, such as industry publications, the name of the source is given therein. Industry publications generally state that the information they contain has been obtained from sources believed to be reliable, but the correctness and completeness of such information is not guaranteed. However, neither the Issuer nor the Lead Managers have independently verified, and cannot give any assurances as to the appropriateness of, such information. Should this Listing Prospectus contain market data or market estimates in connection with which no source has been presented, such market data or market estimate is based on the estimates of Tieto's management. Where information on Tieto's markets or Tieto's competitive position therein is provided expressly according to Tieto's management in this Listing Prospectus, such assessments have been made by Tieto's management on the basis of information available to Tieto's management, including reports by the technology research companies IDC and Gartner in 2017.

ADDITIONAL INFORMATION

The Issuer or its debt securities have not been assigned any credit ratings at the request or with the co-operation of the Issuer in the rating process.

NO INCORPORATION OF WEBSITE INFORMATION

This Listing Prospectus will be published on Tieto's website at: www.tieto.com/investors. However, the contents of Tieto's website or any other website do not form a part of this Listing Prospectus, and prospective investors should not rely on such information in making their decision to invest in the Notes.

NOTICE TO INVESTORS IN THE EUROPEAN ECONOMIC AREA (OTHER THAN FINLAND)

This Listing Prospectus has been prepared on the basis that all offers of the Notes in the European Economic Area (the "EEA") will be made pursuant to an exemption under the Prospectus Directive, as implemented in the member states of the EEA, from the requirement to produce a prospectus under the Prospectus Directive for offers of securities. Accordingly, any person making or intending to make any offer of the Notes within the EEA should only do so in circumstances in which no obligation arises for the Issuer or the Lead Manager to publish a prospectus under the Prospectus Directive for such offer. Neither the Issuer nor the Lead Manager has authorised, nor do they authorise, the making of any offer of securities through any financial intermediary. In relation to each member state of the EEA which has implemented the Prospectus Directive (each a "**Relevant Member State**"), an offer to the public of any Notes may not be made in that Relevant Member State, except that an offer of the Notes to the public in that Relevant Member State may be made at any time under the following exemptions from the Prospectus Directive (as amended by Directive 2010/73/EU), if they have been implemented in that Relevant Member State:

- (a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive; or
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of the Notes shall result in a requirement for the publication of a prospectus pursuant to Article 3 of the Prospectus Directive by the Issuer or of either Lead Manager.

For the purposes of this provision, the expression an "offer to the public" in relation to any of the Notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer

of the Notes to be offered so as to enable an investor to decide to purchase any of the Notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State.

NOTICE TO PROSPECTIVE INVESTORS IN THE UNITED KINGDOM

In the United Kingdom, this Listing Prospectus may be distributed only to, and may be directed at, (a) persons who have professional experience in matters relating to investments falling within Article 19(1) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**") or (b) high net worth entities falling within Article 49(2)(a) to (d) of the Order, and other persons to whom it may be lawfully communicated, falling within Article 49(1) of the Order (all such persons together being referred to as "relevant persons"). Any person who is not a relevant person should not act or rely on this document or any of its contents.

INFORMATION ABOUT THE ISSUER

General

The business name of the Issuer is Tieto Corporation (Fi: *Tieto Oyj*). The Issuer is a public limited liability company incorporated in Finland, and it is organised under the laws of Finland. The Issuer was registered in the Finnish Trade Register on 10 May 1968 and its business identity number is 0101138-5. The registered address of the Issuer is Keilalahdentie 2-4, FI- 02150 Espoo, Finland, and its telephone number is +358 20 72010.

The Issuer is an IT services company providing full life-cycle services in the IT sector for both private and public sectors. The Issuer is committed to develop enterprises and society through IT by realising new opportunities in customers' business transformation. The Issuer's primary market is in the Nordic countries and it has global presence through its product development services and delivery centres. In 2017, the Issuer's net sales amounted to approximately EUR 1.54 billion and it employed an average of 13,889 persons. The Issuer is headquartered in Espoo, Finland and it operates in close to 20 countries.

According to Section 2 of the Issuer's Articles of Association, the Issuer's field of business is information technology services and operations related to them.

As at the date of this Listing Prospectus, the paid-in share capital of Tieto is EUR 76,555,412.00 and comprises 74,109,252 shares. The Issuer has only one class of shares and all shares are entitled to one vote and equal dividend. The shares have no par value and a book-counter value of one euro. The Issuer's Articles of Association (the "**Articles of Association**") include a restriction on voting at the Annual General Meeting (the "**AGM**"), where no shareholder is allowed to vote with more than one-fifth (1/5) of the votes represented at the AGM. The Issuer's shares are listed on the Helsinki Stock Exchange and on Nasdaq Stockholm AB.

History and Development of Tieto

Tieto started its business operations in Espoo, Finland in 1968 under the name Tietotehdas Oy. During the first years, the Company operated mainly as a computer centre for its owners. IT systems were developed and maintained mainly for the Union Bank of Finland and its customers, and for a few forest industry companies.

The customer base of the Company broadened during the 1970s as midi-computers were introduced alongside the existing mainframe computers. Personal computers became common in the 1980s by which time the operations of the Company consisted of mainframe computer services and software as well as the development of IT systems. The Company's customers represented multiple industries on the basis of which its operations were also organised.

In the 1990s, the Company experienced rapid growth through a number of acquisitions, mergers and strategic alliances. The Company's name was changed from Tietotehdas Oy to TT Tieto Oy in 1995 and again to Tieto Corporation in 1998. In 1996, the Company strengthened its position in the telecom sector considerably through the acquisition of Avancer Oy. In 1999, the Company and Enator AB merged, and Tieto Corporation as the surviving entity was renamed as TietoEnator Oyj. The Company change its name to Tieto Corporation in 2009.

During the 2000s, the globalization of the IT industry accelerated quickly, speeding up Tieto's advancement into international markets. Offshore production was started in 2004, as the Company's competitors in India started to enter the Nordic market, making the competition fiercer. In 2007, the Company shifted the focus of its operations back to Northern Europe. However, telecom operations was one of the segments which the Company continued to develop globally.

The importance of horizontal operations and adequate offshore resources kept growing in importance, and in 2009, the Company replaced its industry-based structure by a matrix comprising of country organisations, industries and global service lines. Towards the end of the decade, offshore production was increased substantially.

In 2012, Tieto caught the attention of the business-to-business world by introducing a new consumption based cloud server, which is the fastest and most flexible cloud service in the market. The launch of the cloud server mirrors the core of Tieto's new technology strategy, which concentrates on the development of four key areas: cloud services, big data, mobility and social media.

Regarding environmental issues, Tieto has been one of the IT world's pioneers with its first energy efficiency project taking place in 1978. The project used surplus heat from a data centre in Sweden to heat up the nearby offices. Today, energy re-use is a basic requirement in all of Tieto's new generation data centres, several of which are connected to local

district heating networks and providing energy to offices and private buildings.

Tieto has been producing corporate responsibility (CR) reports annually since 2009, and qualifies for the GRI (Global Reporting Initiative) G4 core level. Tieto has been awarded multiple prizes for its responsibility towards the environment.

The Company's shares have been listed on the Helsinki Stock Exchange since 1984 and on Nasdaq Stockholm AB since 1999.

Investments

Except for the investments described below, the Issuer has not made any significant investments since 31 December 2017 or made any firm commitments on any significant future investments.

- On 28 February 2018, Tieto signed an agreement to acquire Petrostreamz AS, a rapidly growing provider of advanced software and services for integrated asset modelling (IAM) in the oil and gas industry. On 19 April 2018, Tieto announced the acquisition of NSEC AB, a Swedish security services company employing about 30 security professionals. The acquired companies' aggregated annual sales of EUR 6 million have been concluded in 2018.

Business Overview and Principal Activities

In 2016, Tieto realigned its structure and operating model to ensure the successful implementation of its renewed strategy for the years 2016–2020, with the aim of becoming customers' first choice for business renewal. The core structure, operational from 1 July 2016, comprises of a matrix structure of industry groups and service lines. The interface to Tieto's customers is managed through the industry groups while the service lines are responsible for creating and delivering repeatable services as well as for the quality of delivery.

Industry groups represent Tieto's go-to-market and interface to customers. They aim to maximize Tieto's market share and customer experience in an industry, mobilizing all the assets and competencies of Tieto and partners. As regards the industry groups, Tieto's business is divided into the following three industry groups as of 1 July 2016:

- *Financial Services* serving all banking, insurance, capital markets and other financial institutions.
- *Public, Healthcare and Welfare* serving all central, regional or local governmental authorities as well as public and private healthcare, social and educational institutions.
- *Industrial and Consumer Services* serving customers in manufacturing, natural resources, retail, telecom, media, energy and utilities sectors.

In addition to the above three industry groups, Tieto's business is divided horizontally into the following four service lines, which focus on maximizing Tieto's market share and customer experience related to the services they bring to the market:

- *Business Consulting and Implementation*. Business advisory and related implementation services to customers enabling their business renewal. These consulting and implementation services are highly industry specific.
- *Industry Solutions*. Industry-specific pre-packaged solutions building on own and third party software and system integration capabilities. Considering that the solutions are highly industry specific, they are organized in each industry forming a virtual service line at Tieto.
- *Technology Services and Modernization (TSM)*. All the managed services, both applications and infrastructure are managed through this service line.
- *Product Development Services*. High-end R&D services with focus on telecom, expanding to new domains such as automotive.

As of 1 July 2016, the above service lines form the main external reporting segment of the Group. In addition, Tieto's business organisation includes new Data-Driven Businesses which are organised as a start-up with minimal organizational dependency on other businesses and reported as part of the Industry Solutions service line.

The industry groups

The Financial Services industry group

Tieto's Financial Services industry group provides products and services for enterprises in the banking, insurance and pension sectors. The offerings include consulting, industry specific products and solutions as well as software applications and infrastructure operations. The key capabilities in the segment lie in the areas of payments, capital markets, life insurance and core banking, including mobile and e-banking. The majority of customers belonging to this industry group are located in the Nordic countries with the remainder operating mainly in the Baltic countries, the United Kingdom, Eastern Europe and Russia. According to the Company's management, Tieto has a strong market position in the Nordic financial services industry as the number one provider of IT services in Finland and among the three largest in Sweden in terms of market share and in the payments area Tieto is among globally leading companies. In the future, Tieto will strive to keep up the growth in the payments and banking solutions business. Based on the comparison figures published by the Company on 28 March 2018 for the year 2017 based on the new IFRS reporting standard and the comparison figures published by the Company on 20 June 2018 based on the internal business transfers, the Financial Services industry group's net sales in 2017 amounted to approximately EUR 384 million, constituting approximately 25% of the Group's total net sales.

The Public, Healthcare & Welfare industry group

Tieto's services for the public sector, including both governments and municipalities, range from the development of its customers' core processes to supplying solutions and managed services. In the healthcare and welfare sectors, Tieto supports its customers by digitalising their service and care processes to improve citizen service experience as well as the quality, safety and efficiency of lifetime care. According to the management of the Company, the Company is the market leader in Finland as regards public services and is also growing on the Swedish market. Further according to the management of the Company, the Company is the leading IT solutions provider in healthcare and welfare services in the Nordic countries. With its solution for case management, Tieto strives to digitalise public sector processes. In the future Tieto aims to help customers integrate healthcare and welfare systems supporting seamless care and this market is expected to provide good growth opportunities in the coming years across the Nordics. Based on the comparison figures published by the Company on 28 March 2018 for the year 2017 based on the new IFRS reporting standard and the comparison figures published by the Company on 20 June 2018 based on the internal business transfers, the Public, Healthcare & Welfare industry group's net sales in 2017 amounted to approximately EUR 502 million, constituting approximately 33% of the Group's total net sales.

Industrial and Consumer Services

Tieto's Industrial and Consumer Services industry group provides services for customers in the forest, manufacturing, retail, logistics, energy utility, oil&gas, telecom and media industries. The industry group provides customers with a wide range of services including industry consultancy, integration services as well as managed services application management. Tieto's solutions for forest industry and oil&gas segment are based on the Company's world-leading software. According to the management of the Company, apart from these solutions Tieto is among the strongest in its field in the Nordic countries. Based on the comparison figures published by the Company on 28 March 2018 for the year 2017 based on the new IFRS reporting standard and the comparison figures published by the Company on 20 June 2018 based on the internal business transfers, the Industrial and Consumer Services industry group's net sales in 2017 amounted to approximately EUR 531 million, constituting approximately 34% of the Group's total net sales.

Service lines

Technology Services and Modernization service line

Tieto's Technology Services and Modernization service line provides enterprises with life cycle management services of customer application and IT infrastructure, covering a wide variety of different technologies. The services include e.g. cloud and other emerging services, security services as well as software application development and management. The service line has a clear geographical focus on Finland, Sweden and Norway, and according to the management of the Company, Tieto is positioned as the number one provider in Finland and among top3 providers in Sweden. Services are delivered from both onshore locations in the Nordic countries and offshore delivery centres in the Czech Republic, India and Baltic countries.

Tieto has implemented internal business transfers that help the Company capture consulting-driven market opportunities as well as further drive customer value. As from 1 April 2018, business transfers from Technology Services and Modernization to Business Consulting and Implementation include enterprise application-related business for cloud-born applications, integration consulting and Value Networks as a related solution. Annual sales of the transferred businesses amount to around EUR 37 million.

Based on the comparison figures published by the Company on 28 March 2018 for the year 2017 based on the new IFRS reporting standard and the comparison figures published by the Company on 20 June 2018 based on the internal business

transfers, the Technology Services and Modernization service line's net sales in 2017 amounted to approximately EUR 735 million, constituting approximately 48% of the Group's total net sales, and as at 31 December 2017, the service line employed 6,108 personnel, constituting approximately 43% of the Group's total personnel.

Business Consulting & Implementation service line

Tieto's Business Consulting & Implementation (BCI) service line includes IT architecture consulting, customer experience management, business process and change management and transformation and system integration services. BCI focuses on building repeatable concepts for customers with predefined business practises. The segment currently focuses on Finland and Sweden, and it serves customers also in Norway, Austria, the Baltic countries and Russia. Services are delivered primarily by employees based in the Nordic countries but also through delivery centres in the Baltic countries and India. According to the management of the Company, the BCI service line has the largest market share in Finland. Tieto's goal is to accelerate the growth of the BCI business in Sweden.

Based on the comparison figures published by the Company on 28 March 2018 for the year 2017 based on the new IFRS reporting standard and the comparison figures published by the Company on 20 June 2018 based on the internal business transfers, the Business Consulting & Implementation service line's net sales in 2017 amounted to approximately EUR 196 million, constituting approximately 13% of the Group's total net sales, and as at 31 December 2017, the service line employed 1,728 personnel, constituting approximately 12% of the Group's total personnel.

Industry Solutions service line

Tieto's Industry Solutions service line is embedded in its three industry groups having their customers mainly in the Nordic countries. Tieto has industry solutions for its global customer base in the oil and gas, payments and forest sectors. Tieto expects the market for healthcare and welfare and transaction banking products to be good, and Tieto has focused its investments in these sectors in addition to case management in the public sector and its customer information solution in the energy sector.

As from 1 May 2018, Tieto's Financial Digital Channels business (previously part of the Industry Solutions service line), with net sales of EUR 11 million, was transferred to Business Consulting and Implementation.

Based on the comparison figures published by the Company on 28 March 2018 for the year 2017 based on the new IFRS reporting standard and the comparison figures published by the Company on 20 June 2018 based on the internal business transfers, the Industry Solutions service line's net sales in 2017 amounted to approximately EUR 486 million, constituting approximately 31% of the Group's total net sales, and as at 31 December 2017, the service line employed 4,070 personnel, constituting approximately 28% of the Group's total personnel.

Product Development Services service line

Product Development Services (PDS) provides product development services with focus on telecom, expanding to new domains such as automotive. Services are provided globally for communications infrastructure companies, consumer electronics and semiconductor companies as well as automotive industry. PDS aims to achieve the position of strategic partner within the existing customer base and expand its customer base globally while seeking to improve profitability through repeatable, high-quality service offerings and differentiating by combining its deep customer process knowledge with technical expertise. PDS is able to improve customer productivity with faster time-to-market operations and high quality. Global services are currently provided mainly from its centres in Poland, China, Sweden, Czech and Finland

Based on the comparison figures published by the Company on 28 March 2018 for the year 2017 based on the new IFRS reporting standard and the comparison figures published by the Company on 20 June 2018 based on the internal business transfers, the Product Development Services service line's net sales in 2017 amounted to approximately EUR 126 million, constituting approximately 8% of the Group's total net sales, and as at 31 December 2017, the service line employed 1,532 personnel, constituting approximately 11% of the Group's total personnel.

Business Strategy

In order to position Tieto for future opportunities, the Company has revised its strategy for 2016–2020 with the objective to address its customers' dual agenda: to run the customers' existing businesses efficiently while innovating new services. Tieto is enhancing its competitiveness and growth through three strategic choices:

- Services to accelerate customer value by building solutions and capabilities to accelerate the business performance and renewal of Tieto's customers'.

- Nordic leadership and international expansion accelerating Tieto's strong market position in the Nordic countries and expanding Tieto's industry solutions internationally.
- Active participation in open ecosystems and co-innovation with Tieto's customers, accessing open talent networks and driving continuous skill and capability development.

By focusing on Nordic enterprises and the public sector, Tieto seeks to grow by further increasing its market share in the Nordic countries. Growth will also be supported by international expansion of selected industry solutions that have proven to be effective in current markets. In addition, Tieto continues to drive shareholder returns above industry average. Positive financial development and attractive dividend policy are expected to continue while the company has increased its investments to support innovation and growth.

Strategy implementation in 2017 and 2018

In the year 2017, the focus with respect to implementation of the new strategy was, e.g. on innovation and growth, quality and customer experience, productivity and ensuring future skills. During the year 2018, Tieto has continued to consistently execute its strategy based on the objectives set for the year.

Tieto's growth of 4% in local currencies exceeded market growth and was supported by acquisitions. Emric, acquired in 2016 to accelerate growth in Industry Solutions, and Avega, a consulting company acquired to strengthen Tieto's foothold in Sweden, both contributed to growth in 2017. In line with the objectives set for the year, growth in Sweden rose to 8%, and also organically sales were up by 5%.

To ensure the Company's position as customers' first choice for business renewal and help increase the company's Nordic market share by 1–2 percentage points by 2020, investments in offering development were maintained at an elevated level of close to EUR 75 million, representing 5% of sales. The largest portion of investments are targeted at selected industry solutions, including the use cases in Tieto's Data-Driven Businesses, with a view to gaining momentum towards the end of the strategy period. Tieto aims to raise the share of Industry Solutions close to 40% of the Group sales by 2020. In 2017, Tieto continued to follow the roadmap for the company's software renewal while Industry Solutions' growth in 2017, totalling 5%, was somewhat below the long-term target. With important launches planned for 2018, investments are anticipated to yield results during the second half of the 2016–2020 strategy period.

The 2017 automation programme aiming to ensure constant productivity improvement and competitiveness has been thoroughly implemented. Additionally, the company's ambition to reduce sales & administrative costs has progressed, decreasing the share accounted for by these costs from around 15% to 13–14% of sales.

Tieto was recognized for its achievements during the year 2017, which will provide a good basis for strategy execution in 2018. In its research published in 2017, Forrester named Tieto a Strong Performer in hosted private cloud services in Europe. In addition, Thomson Reuters recognized the Company's continued focus on innovation, good performance and social responsibility, and selected Tieto for its Top 100 Global Tech Leaders list.

In 2018, Tieto will continue to invest in accelerating growth based on selected high-growth businesses. The focus will be on growth in Sweden, proven scalability in Data-Driven Businesses and key launches in Industry Solutions, including Transaction Banking and Hospital Information System solutions.

On 28 February 2018, Tieto signed an agreement to acquire Petrostreamz AS, a rapidly growing provider of advanced software and services for integrated asset modelling (IAM) in the oil and gas industry. By combining Tieto's solution Energy Components with Pipe-It, Petrostreamz software, into a forward-looking decision-making tool, the company will be better positioned to help upstream and midstream oil and gas clients derive value from data.

On 19 April 2018, Tieto announced the acquisition of NSEC AB, a Swedish security services company employing about 30 security professionals. The acquisition further strengthens Tieto's cyber security capabilities and adds to Tieto's growing portfolio of security services. Headquartered in Stockholm, NSEC AB brings Tieto further capabilities in managed security operations, security consulting, as well as product resell and deployment services and thereby strengthens Tieto's position as a leading Nordic best of suite security services provider. Net sales of the acquired company amounted to EUR 4 million in 2017.

Growth businesses

Tieto is seeking to grow faster than the market in the long term. The company aims to accelerate customer value with end-to-end industry solutions and active modernization of customers' technology landscapes. Additionally, Data-Driven Businesses help Tieto and its customers to capture the opportunities provided by the data-driven economy and artificial intelligence.

Tieto drives scale and repeatability through investments in software businesses, including start-up businesses with strong growth potential. Industry solutions based on leading industry-specific software products, system integration capabilities and partnerships form the basis for Tieto's differentiation.

Growth will be based on a strong solution foundation built on a dynamic portfolio with selected industry solutions and growth services. The company has maintained higher investments mainly in the following growth businesses:

- Selected industry solutions with aggregated annual sales of around EUR 400 million in 2017
 - Lifecare (Healthcare and welfare)
 - Case management (Public sector)
 - Credit solutions (Financial services)
 - Payments (Financial services)
 - Hydrocarbon management (Oil and gas segment)
 - Production Excellence (Manufacturing sector)
 - SmartUtilities (Energy)
- Selected growth services with annual sales of around EUR 160 million in 2017
 - Data-Driven Businesses – reported within Industry Solutions
 - Cloud services (annual sales close to EUR 110 million²)
 - Customer Experience Management (annual sales close to EUR 40 million)
 - Security Services (annual sales EUR 10 million)

In 2017, sales of Tieto's growth businesses increased by 8%, comprising growth of 6% in selected industry solutions and Data-Driven Businesses and 13% in selected growth services.

Tieto's start-ups, Security Services and Customer Experience Management, have been the strongest growing businesses. Security Services, launched in late 2015, has completed its year with double-digit growth in the fourth quarter and saw a full-year sales increase of 19%. Increasing awareness of cyber security and the need for protection continues to accelerate the demand for security services. Tieto anticipates that the EU General Data Protection Regulation will open new opportunities during the first half of 2018. Customer Experience Management (CEM) has posted full-year growth of 26%. Tieto has continued to develop omnichannel capabilities as well as agile customer-driven solutions enhancing personalized user experiences based on data and intelligence. The focus has been on the development of a next-generation customer experience solution built on new microservices architecture combining business knowledge, design, software development and rapid deployment. The solution is targeted at omnichannel marketing, sales and service. Cloud services has posted growth of 10%. There is strong interest in shifting from current service environments to Tieto's OneCloud solution. The solution, launched in early 2017, is a dynamic solution that enables customers to efficiently manage multiple cloud services through one platform.

Growth solutions within Data-Driven Businesses, such as Intelligent Wellbeing and Empathic Building, and their expansion from Finland to other Nordic countries, have developed favourably and have received good customer feedback. Also, Tieto is implementing Digital Data PaaS (Platform as a Service) solution for customers in a number of industries and the good momentum is expected to continue. In 2018, the focus will be on acceleration and scale.

Performance drivers 2018

In IT services, Tieto aims to grow faster than the market during the year. To support this ambition, Tieto is committed to actions driving competitiveness and will continue its investments in innovation and growth. The acquisition of Avega Group AB in December 2017 affects sales in 2018. Avega's annual sales amount to around EUR 45 million, of which around EUR 4 million was recognized in 2017. Additionally, the acquisitions of Petrostreamz (acquired in February) and

² Based on the infrastructure cloud (Infrastructure as a Service and Platform as a Service), excl. selected services such as cloud-enabled consulting and shared integration services, previously included in cloud services sales.

NSEC (acquired in April) with aggregated annual sales of EUR 6 million have been concluded in 2018. On the other hand, Tieto divested its ProArc unit, previously part of Software Innovation. The unit is focused mainly on technical document management and annual sales of the disposed business were around EUR 7 million. In addition, IT services' performance drivers also include:

- solution launches contributing to growth
- offering development
- recruitments in new service areas and related competence development
- efficiency programme, including automation and industrialization in service deliveries
- continued focus on competitive cost structure
- salary inflation
- currency fluctuations

In relation to the abovementioned investments in Industry Solutions, workload extensions in large-scale renewals may occur and related prolongations in development cycles postpone revenues. At the same time, prolongations result in further development costs for the new software and require maintaining the existing platforms longer than originally planned. In this type of technology renewal, a period of lower profitability is experienced while performance returns to the desired level once the new software adoption takes place. Several of Tieto's industry solutions are undergoing this type of technological and architectural change. Due to this, offering development costs in Industry Solutions were up by EUR 4 million in the first half, and subcontracting costs by EUR 1 million. Key launches in 2018 are expected to contribute to improved performance towards the year end.

At the Group level, full-year offering development costs are anticipated to remain at around 5% of Group sales.

Capital expenditure (CAPEX) is anticipated to remain below 4% of Group sales.

Actions related to the efficiency programme initiated in 2017 have been completed. Most of the expected gross savings of around EUR 20 million for 2018 materialized during the first half of the year. On the other hand, Tieto recruited close to 600 new employees in IT services in the first half of 2018, mainly in new competence areas. The company's drive for efficiency and competitive cost structure continues. However, Tieto estimates that its full-year restructuring costs in 2018 will be at the lower end of the previously estimated range of 1–2% of Group sales. Tieto has initiated a number of new savings measures to offset the negative impact of the current low profitability level in Industry Solutions. Additionally, the company continues to seek productivity improvements, for example through automation, to offset salary inflation. Salary inflation is anticipated to amount to close to EUR 30 million in 2018.

At the annual level, Tieto anticipates positive growth and profitability development to continue while financial development is anticipated to be negatively affected by currency fluctuations in the full year. Based on June-average rates, the impact on full-year net sales is close to EUR 43 million and on profit around EUR 8 million.

Sustainability

As a company and corporate citizen, Tieto supports the leading global sustainability principles and complies with the requirements of many non-governmental organizations (NGOs) and industry standards. These multi-stakeholder initiatives guide the company in its daily work.

Tieto has been a signatory of the UN Global Compact principles for environmental care, human rights, worker's rights and anticorruption since 2010 and complies with the OECD Guidelines for Multinational Enterprises. Furthermore, Tieto publishes every year externally assured corporate responsibility information in accordance with the GRI Standards and is publishing for the first time non-financial information (NFI) in accordance with the Finnish Accounting Act in the report from the Board of Directors.

Corporate Responsibility 2020 plan

Tieto's corporate responsibility (CR) objectives include lowering the environmental impacts of Tieto's own operations as well as those of Tieto's customers and supply chain, to be an ethical forerunner in global society, and to create value for all stakeholders. Tieto's Corporate Responsibility 2020 plan (for 2017-2020) is based on the CR materiality analysis

conducted through a stakeholder dialogue in 2016. The Corporate Responsibility 2020 plan also comprises elements from the United Nations Global Compact and the OECD Guidelines for Multinational Enterprises.

Financing

Tieto's interest-bearing long-term loans amounted to EUR 1.7 (103.7) million at the end of June 2018. The EUR 100 million bond matures in May 2019 and it carries a coupon of fixed annual interest of 2.875%. Interest-bearing short-term loans amounted to EUR 277.6 (116.7) million, mainly related to commercial paper issues and joint venture cash pool balances in addition to the bond. The syndicated revolving credit facility of EUR 150 million maturing in May 2021 was not in use at the end of June. The EUR 85 million financing agreement, concluded with the European Investment Bank in June 2017, was not utilized at the end of June 2018. The agreement is a committed credit facility where Tieto has a possibility to withdraw funding for up to nine years.

Organisation

Tieto is the parent company of the Tieto Group, which conducts the operations through its subsidiaries. The following table sets forth Tieto's subsidiaries as at 30 June 2018:

Tieto's subsidiaries	Share and vote%
Tieto Austria GmbH, Austria	100%
Tieto (Beijing) Technology Co., Ltd., China	100%
Tieto Canada Inc., Canada	100%
Tieto China Co., Ltd., China	100%
Tieto Czech s.r.o., Czech Republic	100%
Tieto Czech Support Services s.r.o., Czech Republic	100%
Tieto Denmark A/S, Denmark	100%
Tieto DK A/S, Denmark	100%
Tieto Estonia AS, Estonia	100%
Tieto Finland Oy, Finland	100%
Tieto Finland Support Services Oy, Finland	100%
Tieto Germany GmbH, Germany	100%
Tieto Global Oy, Finland	100%
Tieto Great Britain Ltd, Great-Britain	100%
Tieto Latvia SIA, Latvia	100%
Tieto Lietuva UAB, Lithuania	100%
Tieto Netherlands Holding B.V., Netherlands	100%
Tieto Norway AS, Norway	100%
Tieto Poland sp. z o.o, Poland	100%
Tieto Sdn Bhd, Malaysia	100%
Tieto Singapore Pte. Ltd., Singapore	100%
Tieto Support Services Sp. z o.o., Poland	100%
Tieto Sweden AB, Sweden	100%
TietoEnator Inc., USA	100%
Dormant subsidiaries (2 in total)	100%

Agreements outside the Ordinary Course of Business

There are no material contracts that are not entered into in the ordinary course of the Issuer's business, which could result in any Group company being under an obligation or entitlement that is material to the Issuer's ability to meet its obligation to Noteholders.

SELECTED CONSOLIDATED FINANCIAL INFORMATION

Selected Financial Information of Tieto

The following selected consolidated financial information has been derived from the unaudited restated consolidated financial statement information of Tieto as at and for the financial years ended on 31 December 2017 included as comparative information in the unaudited interim report as at and for the six months ended 30 June 2018 and, audited consolidated financial statements of Tieto as at and for the financial year ended on 2016 as well as the unaudited consolidated interim report as at and for the six months ended on 30 June 2018 and 2017, prepared in accordance with IFRS, as adopted by the European Union.

Tieto has adopted the new IFRS 9, 'Financial Instruments' and IFRS 15 'Revenue from Contracts with Customers' standards and an amendment to IFRS 2 'Share-based payment' standard as of 1 January 2018. Therefore, the Issuer has on 28 March 2018 published its restated financial statements for the financial year ended on 31 December 2017. The impact of IFRS 15 on 2017 Group-level net sales is EUR 0.2 million and on operating profit (EBIT) EUR -0.1 million. The change mainly affects the Technology Services and Modernization service line. The impact of IFRS 9 on the company's equity in the opening balance sheet for 2018 is EUR 0.4 million (negative). The total impact of reporting changes on equity, including IFRS 9 and IFRS 15, is EUR 0.2 million (positive). The amendment to IFRS 2 has no impact on comparison figures for 2017.

The financial statements as at and for the financial year ended on 31 December 2017 have not been audited insofar as they relate to the restatement thereof as a result of the adoption of IFRS 15. The Issuer's consolidated interim report as at and for the six months ended on 30 June 2018 has been prepared in accordance with the new and amended standards in addition to which the Issuer's below financial data derived from the Issuer's consolidated interim report as at and for the six months ended on 30 June 2017 has been restated below to take into account the adoption of the IFRS 15. No restatement has been made to the financial statements or interim reports for the financial year 2017 based on the adoption of IFRS 9, based on the exception provided in IFRS 9.

	As at and for the six months ended 30 June		As at and for the year ended 31 December	
	2018 (unaudited)	2017 (restated, unaudited ⁽²⁾)	2017 (restated, unaudited ⁽²⁾)	2016 (unaudited, unless otherwise stated)
	(EUR million, unless otherwise stated)			
CONSOLIDATED FINANCIAL STATEMENTS (IFRS)				
KEY FIGURES				
Net sales	810.5	778.8 ⁽²⁾	1,543.4 ⁽²⁾	1,492.6 ⁽⁴⁾
Operating profit (EBIT) ⁽³⁾	68.6	50.2 ⁽²⁾	139.1 ⁽²⁾	140.8 ⁽⁴⁾
Operating margin (EBIT), % ⁽³⁾	8.5	6.4	9.0	9.4
Adjusted ⁽¹⁾ operating profit (EBIT) ⁽³⁾	71.4	71.1	161.4	152.2
Adjusted ⁽¹⁾ operating margin (EBIT), % ⁽³⁾	8.8	9.1	10.5	10.2
Profit before taxes	67.3	48.5 ⁽²⁾	135.7 ⁽²⁾	136.8 ⁽⁴⁾
Earnings per share	0.74	0.5 ⁽²⁾	1.46 ⁽²⁾	1.46 ⁽⁴⁾
Adjusted ⁽¹⁾ earnings per share	0.77	0.72	1.69	1.58
Equity per share	5.55	5.61 ⁽²⁾	6.46 ⁽²⁾	6.62
Dividend per share	-	-	1.40	1.37
Capital Expenditure	19.5	30.3	50.8	61.6
Acquisitions	12.2	-	49.3	37.6
Return on equity, 12-month rolling %	30.5	23.6	22.3 ⁽²⁾	22.1
Return on capital employed, 12-month rolling %	24.1	21.0	20.5	21.6
Gearing, %	51.1	39.8	32.7	22.5
Interest-bearing net debt, EUR million	209.2	164.6	155.7	109.7
Net debt / EBITDA	1.0	0.9	0.8	0.6

Equity ratio, %	38.2	40.6	42.5 ⁽²⁾	47.3
Personnel on average	14,692	13,821	13,889	13,472
Personnel at the end of the period	14,956	13,754	14,329	13,876

⁽¹⁾ Adjusted for restructuring costs, capital gains/losses, goodwill impairment charges and other items.

⁽²⁾ As restated due to the adoption of IFRS 15. The financial statements as at and for the financial year ended on 31 December 2017 have not been audited insofar as they relate to the restatement thereof as a result of the adoption of IFRS 15. The Issuer's financial data derived from the Issuer's consolidated interim report as at and for the six months ended on 30 June 2017 has been restated below to take into account the adoption of the IFRS 15.

⁽³⁾ The first half includes EUR 2.7 million in 2018 and EUR 2.1 million in 2017 in amortizations of acquisition-related intangible assets.

⁽⁴⁾ Audited.

	As at and for the six months ended 30 June		As at and for the year ended 31 December	
	2018 (unaudited)	2017 (restated, unaudited ⁽¹⁾)	2017 (restated, unaudited ⁽¹⁾)	2016 (audited)
CONSOLIDATED INCOME STATEMENT				
Net sales	810.5	778.8 ⁽¹⁾	1,543.4 ⁽¹⁾	1,492.6
Other operating income	10.7	7.4	17.4	19.8
Employee benefit expenses	-465.6	-463.7 ⁽¹⁾	-873.3 ⁽¹⁾	-827.1
Depreciation, amortization and impairment losses	-29.0	-27.3	-54.7	-53.9
Other operating expenses	-260.3	246.4 ⁽¹⁾	-496.9 ⁽¹⁾	-493.8
Share of results in joint ventures	2.3	1.4	3.2	3.2
Operating profit (EBIT) ⁽²⁾	68.6	50.2 ⁽¹⁾	139.1 ⁽¹⁾	140.8
Interest and other financial income	1.1	0.8	1.5	2.1
Interest and other financial expenses	-2.5	-2.4	-4.7	-5.0
Net foreign exchange gains/losses	0.1	-0.0	-0.2	-1.1
Profit before taxes	67.3	48.5 ⁽¹⁾	135.7 ⁽¹⁾	136.8
Income taxes	-12.7	-11.8 ⁽¹⁾	-28.0 ⁽¹⁾	-29.6
Net profit for the period	54.6	36.7⁽¹⁾	107.7⁽¹⁾	107.2
Net profit for the period attributable to				
Shareholders of the Parent company	54.6	36.7 ⁽¹⁾	107.7 ⁽¹⁾	107.2
Non-controlling interest	0.0	-	0.0	0.0
	54.6	36.7⁽¹⁾	107.7⁽¹⁾	107.2
Earnings per share attributable to the shareholders of the Parent company, EUR				
Basic	0.74	0.50 ⁽¹⁾	1.46 ⁽¹⁾	1.46
Diluted	0.74	0.50 ⁽¹⁾	1.46 ⁽¹⁾	1.46

⁽¹⁾ As restated due to the adoption of IFRS 15. The financial statements as at and for the financial year ended on 31 December 2017 have not been audited insofar as they relate to the restatement thereof as a result of the adoption of IFRS 15. The Issuer's financial data derived from the Issuer's consolidated interim report as at and for the six months ended on 30 June 2017 has been restated below to take into account the adoption of the IFRS 15.

⁽²⁾ The first half includes EUR 2.7 million in 2018 and EUR 2.1 million in 2017 in amortizations of acquisition-related intangible assets.

	As at and for the six months ended 30 June		As at and for the year ended 31 December	
	2018	2017	2017	2016
	(unaudited)	(restated, unaudited ⁽¹⁾)	(restated, unaudited ⁽¹⁾)	(audited)
(EUR million, unless otherwise stated)				
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME				
Net profit for the period	54.6	36.7 ⁽¹⁾	107.7 ⁽¹⁾	107.2
Items that may be reclassified subsequently to profit or loss:				
Translation differences	-16.7	-10.0	-19.0	-2.1
Cash flow hedges (net of tax)	-	-	-	-0.2
Items that will not be reclassified subsequently to profit or loss:				
Remeasurements of the defined benefit pension obligations, net of tax	-0.6	-1.5	-2.4	-2.1
Total comprehensive income	37.3	25.2⁽¹⁾	86.3⁽¹⁾	102.8
Total comprehensive income attributable to				
Shareholders of the Parent company	37.3	25.2 ⁽¹⁾	86.3 ⁽¹⁾	102.8
Non-controlling interest	0.0	-	0.0	0.0
	37.3	25.2⁽¹⁾	86.3⁽¹⁾	102.8

⁽¹⁾ As restated due to the adoption of IFRS 15. The financial statements as at and for the financial year ended on 31 December 2017 have not been audited insofar as they relate to the restatement thereof as a result of the adoption of IFRS 15. The Issuer's financial data derived from the Issuer's consolidated interim report as at and for the six months ended on 30 June 2017 has been restated below to take into account the adoption of the IFRS 15.

	As at 30 June		As at 31 December	
	2018	2017	2017	2016
	(unaudited)	(restated, unaudited ⁽¹⁾)	(restated, unaudited ⁽¹⁾)	(audited)
(EUR million, unless otherwise stated)				
CONSOLIDATED STATEMENT OF FINANCIAL POSITION				
ASSETS				
Non-current assets				
Goodwill	437.5	405.0	441.3	409.7
Other intangible assets	43.7	50.5	51.1	52.3
Property, plant and equipment	90.4	97.1	94.9	94.0
Interests in joint ventures	15.4	14.4	16.3	16.5
Deferred tax assets	26.2	28.8	25.7	29.9
Finance lease receivables	0.9	1.1	0.8	2.2
Other financial assets at amortized cost	0.5	0.5	0.4	0.0
Other financial assets at fair value through profit or loss	0.6	0.7	0.5	0.7

Total non-current assets	615.2	598.1	631.0	605.3
Current assets				
Trade and other receivables	418.2	398.9 ⁽¹⁾	422.5 ⁽¹⁾	390.3
Pension benefit assets	3.2	6.0	7.4	7.4
Finance lease receivables	1.4	3.1	2.0	3.5
Other interest-bearing receivables	0.0	0.0	0.0	0.3
Current tax assets	8.9	16.1	8.7	11.0
Cash and cash equivalents	67.4	51.3	78.2	56.7
Total current assets	499.1	475.4 ⁽¹⁾	518.8 ⁽¹⁾	469.2
Total assets	1,114.3	1,073.4⁽¹⁾	1,149.9⁽¹⁾	1,074.5
EQUITY AND LIABILITIES				
Equity				
Share capital	117.5 ⁽²⁾	119.8 ⁽²⁾	119.2 ⁽²⁾	76.6
Share issue premiums and other reserves	-	-	-	43.4
Retained earnings	292.0	294.1 ⁽¹⁾	356.6 ⁽¹⁾	368.1
Equity attributable to owners of the parent	409.5	413.9 ⁽¹⁾	475.8 ⁽¹⁾	488.1
Non-controlling interest	0.0	-	0.4	-
Total equity	409.5	413.9⁽¹⁾	476.1⁽¹⁾	488.1
Non-current liabilities				
Loans	1.7	103.7	102.5	103.8
Deferred tax liabilities	35.6	34.1 ⁽¹⁾	38.5 ⁽¹⁾	34.9
Provisions	2.0	5.1	2.6	5.4
Pension benefit obligations	10.0	13.8	11.9	13.9
Other non-current liabilities	7.1	1.7 ⁽¹⁾	4.5 ⁽¹⁾	0.2
Total non-current liabilities	56.5	158.4 ⁽¹⁾	160.0 ⁽¹⁾	158.2
Current liabilities				
Trade and other payables	359.1	360.9 ⁽¹⁾	362.9 ⁽¹⁾	344.6
Current tax liabilities	5.7	7.4	5.9	3.5
Provisions	5.9	16.0	10.3	11.5
Loans	277.6	116.7	134.6	68.6
Total current liabilities	648.3	501.1 ⁽¹⁾	513.7 ⁽¹⁾	428.2
Total equity and liabilities	1,114.3	1,073.4⁽¹⁾	1,149.9⁽¹⁾	1,074.5

⁽¹⁾ As restated due to the adoption of IFRS 15. The financial statements as at and for the financial year ended on 31 December 2017 have not been audited insofar as they relate to the restatement thereof as a result of the adoption of IFRS 15. The Issuer's financial data derived from the Issuer's consolidated interim report as at and for the six months ended on 30 June 2017 has been restated below to take into account the adoption of the IFRS 15.

⁽²⁾ Includes share issue premiums and other reserves.

	As at and for the six months ended 30 June		As at and for the year ended 31 December	
	2018	2017	2017	2016
	(unaudited)	(restated, unaudited ⁽¹⁾)	(restated, unaudited ⁽¹⁾⁽²⁾)	(audited)
(EUR million, unless otherwise stated)				
CONSOLIDATED STATEMENT OF CASH FLOWS				
Cash flow from operations				
Net profit	54.6	36.7 ⁽¹⁾	107.7 ⁽¹⁾	107.2
Adjustments				

Depreciation, amortization and impairment losses	29.0	27.3	54.7	53.9
Share-based payments ⁽²⁾	-	1.0	1.9	1.3
Profit/loss on sales of fixed assets, shares and business operations	-3.0	-0.1	0.0	0.1
Share of results in joint ventures	-2.3	-1.4	-3.2	-3.2
Other adjustments	1.9	0.4	-5.4	-7.7
Net financial expenses	1.3	1.6	3.4	4.0
Income taxes	12.7	11.8	28.0	29.6
Change in net working capital	-4.4	11.1 ⁽¹⁾	-15.3 ⁽¹⁾	-51.6
Cash generated from operations	89.8	87.7	171.8	133.6
Net financial expenses paid	-5.3	-5.0	-7.4	-2.6
Dividends received	3.2	3.5	3.5	3.8
Income taxes paid	-13.8	-12.5	-16.9	-37.6
Net cash flow from operations	73.8	73.7	151.0	97.2
Cash flow from investing activities				
Acquisition of Group companies and business operations, net of cash acquired	-10.2	-0.4	-43.7	-32.3
Capital expenditure	-18.7	-26.2	-47.0	-61.7
Disposal of group companies and business operations, net of cash disposed	7.1	-	-0.3	0.0
Sales of fixed assets	0.1	0.2	0.4	0.1
Change in loan receivables	0.6	1.4	2.7	2.5
Net cash flow from investing activities	-21.2	-25.1	-87.9	-91.4
Cash flow from financing activities				
Dividends paid	-103.4	-101.0	-101.0	-99.3
Exercise of stock options	-	-	-	0.8
Payments of finance lease liabilities	-0.4	-0.6	-1.0	-1.3
Change in interest-bearing liabilities	41.3	43.9	61.8	-4.4
Other financing cash flow	-4.2	-	-	-
Net cash flow from financing activities	-66.7	-57.7	-40.2	-104.2
Change in cash and cash equivalents				
Change in cash and cash equivalents	-14.1	-9.1	22.9	-98.4
Cash and cash equivalents at the beginning of period	78.2	56.7	56.7	156.2
Foreign exchange differences	3.3	3.7	-1.4	-1.1
Change in cash and cash equivalents	-14.1	-9.1	22.9	-98.4
Cash and cash equivalents at the end of period	67.4	51.3	78.2	56.7

⁽¹⁾ As restated due to the adoption of IFRS 15. The financial statements as at and for the financial year ended on 31 December 2017 have not been audited insofar as they relate to the restatement thereof as a result of the adoption of IFRS 15. The Issuer's financial data derived from the Issuer's consolidated interim report as at and for the six months ended on 30 June 2017 has been restated below to take into account the adoption of the IFRS 15.

⁽²⁾ From 2018 onwards share-based payments are reported under other adjustments.

KEY FIGURES ON PERFORMANCE

$$\text{Earnings per share} = \frac{\text{Net profit for the period}}{\text{Average number of shares}}$$

Calculation of alternative performance measures::

Adjusted earnings per share	=	$\frac{\text{Net profit for the period excluding adjustments, net of tax}}{\text{Average number of shares}}$	
Adjustments	=	Restructuring costs + capital gains/losses + goodwill impairment charges + other items affecting comparability	
Adjusted operating profit (EBIT)	=	Operating profit + adjustments	
Adjusted operating profit margin (EBIT), %	=	$\frac{\text{Adjusted operating profit (EBIT)}}{\text{Net sales}}$	
Equity per share	=	$\frac{\text{Total equity}}{\text{Number of shares at the year end}}$	
Capital expenditure	=	Acquisition of intangible assets and property, plant and equipment	
Acquisitions	=	Acquisitions of subsidiaries and business operations, net of cash acquired	
Return on equity, 12-month rolling %	=	$\frac{\text{Profit before taxes and minority interests} - \text{income taxes}}{\text{Total equity (12-month average)}}$	x 100
Return on capital employed, 12-month rolling %	=	$\frac{\text{Profit before taxes and minority interests} + \text{interest and other financial expenses}}{\text{Total assets} - \text{non-interest-bearing liabilities (12-month average)}}$	x 100
Gearing, %	=	$\frac{\text{Interest-bearing net debt}}{\text{Total equity}}$	x 100
Interest-bearing net debt	=	Interest-bearing liabilities – interest-bearing receivables – cash and cash equivalents – securities carried as current assets	
Net debt/EBITDA	=	$\frac{\text{Interest-bearing net debt}}{\text{EBITDA}}$	
Equity ratio, %	=	$\frac{\text{Total equity}}{\text{Total assets} - \text{advance payments}}$	x 100

Reconciliation of Alternative Performance Measures

Adjusted operating profit (EBIT)	As at and for the six months ended 30 June		As at and for the year ended 31 December	
	2018	2017	2017	2016
	(EUR million, unless otherwise stated)			
Operating profit (EBIT)	68,6	50,2	139,1	140,8
+ restructuring costs	2,6	18,7	22,7	14,8

- capital gains	-3,0	-	-	-
+ capital losses	-	-	0,3	0,2
+/- M&A related items	0,9	0,1	-0,2	-1,9
+/- other items	2,3 ⁽¹⁾	2,1 ⁽²⁾	-0,5 ⁽³⁾	-1,7 ⁽⁴⁾
Adjusted operating profit (EBIT)	71,4	71,1	161,4	152,2

⁽¹⁾ Include write-offs related to obsolete assets and a value added tax correction of EUR 1.2 million from previous years in Russia.

⁽²⁾ In Sweden, one defined benefit pension plan was closed and a new contribution pension plan was established. Consequently, net costs of EUR 1.1 million have been recognized. EUR 1.0 million in write-offs related to obsolete assets replaced by new technologies are also included.

⁽³⁾ In Sweden, one pension plan treated as a defined benefit plan was closed and a new contribution plan was established. Due to this, net costs of EUR 1.1 million have been recognized. In Finland, active employees having defined benefit pension plans have, as of 1 Jan 2017, had the option to transfer their defined benefit pensions to the defined contribution plan, and some active employees decided to make that change. Due to this, a settlement gain of EUR 2.4 million has been recognized in personnel costs in December 2017.

⁽⁴⁾ Value added tax correction from previous years EUR -1.1 million in Russia. In Finland, around 250 active employees have been included in the defined benefit pension plans. Based on negotiations with the insurance company, Tieto closed its defined benefit plan for future pension accrual. As a consequence, a settlement gain of EUR 4.6 million has been recognized in personnel expenses in December 2016. "Other items" also includes EUR 1.5 million in oneoff write-offs related to obsolete assets replaced by new technologies.

FINANCIAL AND TREND INFORMATION, FUTURE OUTLOOK

Historical Financial Information

Tieto's consolidated audited financial statements as at and for the financial years ended on 31 December 2017 and 2016 (IFRS) and the unaudited interim report as at and for the six-month period ended on 30 June 2018 (IFRS) have been incorporated into this Listing Prospectus by reference. Except for the two financial statements mentioned above, the information included in this Listing Prospectus has not been audited.

Due to a change in international accounting standards, Tieto has adopted the new IFRS 9, 'Financial Instruments' and IFRS 15 'Revenue from Contracts with Customers' standards and an amendment to IFRS 2 'Share-based payment' standard as of 1 January 2018. The financial statements as at and for the financial year ended on 31 December 2017 have not been audited insofar as they relate to the restatement thereof as a result of the adoption of the IFRS 15. The restated consolidated financial information as at and for the year ended 31 December 2017 been presented in the Issuer's consolidated interim report as at and for the six months ended on 30 June 2018 as comparative information.

Tieto has also implemented internal business transfers that help the Issuer capture consulting-driven market opportunities as well as further drive customer value. As from 1 April 2018, business transfers from Technology Services and Modernization to Business Consulting and Implementation include enterprise application-related business for cloud-born applications, integration consulting and Value Networks as a related solution. Annual sales of the transferred businesses amount to around EUR 37 million. In addition, Tieto's Financial Digital Channels business (previously part of the Industry Solutions service line), with sales of EUR 11 million, was transferred to Business Consulting and Implementation on 1 May 2018. Other business transfers are smaller in size.

Legal and Arbitration Proceedings

There are no governmental, legal, arbitration or administrative proceedings against or affecting Tieto or any of its subsidiaries (and no such proceedings are pending or threatened of which Tieto is aware) during a period covering at least the previous 12 months which have or may have in the recent past, individually or in the aggregate, significant effects on the profitability or the financial position of Tieto or of Tieto and its subsidiaries taken as a whole.

No Significant Change in the Issuer's Financial or Trading Position

The Company's interim report as at and for the six-month period ended on 30 June 2018 has been incorporated into this Listing Prospectus by reference.

There has been no significant change in Tieto's financial or trading position since 30 June 2018.

There are no recent events materially relevant to the evaluation of the Issuer's solvency.

Trend Information

The following trend information is based on the Company's management views, as presented in Tieto's Q2/2018 interim report.

The total market is expected to remain dynamic and to see further growth. In 2018, the Nordic market is anticipated to grow by 2%. Digitalization of customers' business is accelerating in support of a twofold agenda of growing revenue through innovation and reducing costs by improving efficiency. Customers focus on enhancing digital capabilities, such as analytics, to expand their existing product and service portfolios and improve user experience. At the same time, existing legacy systems are being modernized.

Digital strategies, ecosystem-based solutions and data hub-type industry platforms are generating plenty of interest. Emerging services based on new technologies such as the cloud, software robotics, artificial intelligence, blockchain and IoT are expected to experience double-digit growth and the decline in traditional services (traditional application and infrastructure services) will continue. Artificial intelligence and machine learning, for example, help detect patterns in vast volumes of data, and hence provide improved insights. Consequently enterprises will be able to provide customers with personalized, predictive experiences and increase the automation and accuracy of processes.

There is considerable interest in the market for establishing new business networks utilizing distributed ledger technology and pursuing opportunities in various domains. These include, for example, supply chain, digital ownership and digital

identity. With the recently established Blockchain Solutions business unit, Tieto aims to help organizations in various industries renew their business by providing technology consulting and a variety of services through an extensive ecosystem of partners. Tieto's Blockchain Solutions has developed the world's first blockchain technology based business network that enables a fully digital establishment of a limited liability company, Blockchains also enable organizations to create a fully digital identity for new companies.

Outsourcing activity has remained good while the duration and committed values of contracts are decreasing. Currently around 20–25% of global infrastructure services are represented by cloud, predominantly private cloud. Future cloud market growth will extensively be driven by multi-cloud solutions integrating public cloud, private cloud and traditional technologies for customers to enable cost-efficient business innovation and agility. The total infrastructure cloud (Infrastructure as a Service and Platform as a Service) market is expected to grow by 15–20% annually. This comprises

- public cloud adoption – expected market growth 25–30%
- private/enterprise cloud – expected growth 10–15%

Tieto's cloud portfolio, mainly comprising the company's private cloud offerings, has contributed to over 20% growth of Tieto's cloud services. Tieto provides with public cloud services through its OneCloud solution. OneCloud is a multi-cloud solution seamlessly orchestrating workloads across private and public clouds.

There is an accelerated need for customers to quickly roll out new digital services. The trend involves moving to automated application development and maintenance, as well as adoption of multicloud strategies, requiring strong service orchestration capabilities. In line with these trends, traditional development programmes are cut into smaller projects and there is good demand to support customers in their services integration and managing various ecosystems and technology stacks. The IT industry is also continuing to shift from traditional large outsourcing agreements towards agile methods and consumption-based business models.

Customers' competitive landscape is changing fast with new technology-based companies entering the market, in some cases from outside clients' own industry. This trend, visible across all industries, is calling for an active innovation agenda for current actors to remain competitive. Currently, this has the greatest impact on the financial services and retail sectors.

Sweden continues to be the fastest-growing of Tieto's core markets, which is also reflected in active recruitment of IT talent in all industries. In Finland, the economic outlook has improved, and this will gradually also support the IT services market.

Long-term financial objectives

Tieto's long-term financial objectives are:

- IT services revenue growth above the market (CAGR)
- 10% reported operating margin (EBIT)
- aim is to increase dividends annually in absolute terms
- Net debt/EBITDA: upper limit at 1.5 in the long run.

Future Outlook

In its Q2/2018 Interim Report published on 20 July 2018, the Issuer provided the following information on the full-year outlook of 2018, which repeated the outlook for 2018 provided in the Q1/2018 Interim Report published on 26 April 2018 and in the financial statement bulletin published on 6 February 2018:

“Tieto expects its adjusted⁽¹⁾ full-year operating profit (EBIT) to increase from the previous year's level (EUR 161.4⁽²⁾ million in 2017).”

⁽¹⁾ adjusted for restructuring costs, capital gains/losses, goodwill impairment charges and other items.

⁽²⁾ Restated due to the adoption of IFRS 15.

There has been no material adverse change in the future outlook of Tieto since the publication of the last audited financial statements.

Influence of Management on Factors Affecting the Estimates

The assumptions on bases for profit outlook upon which the management can influence for its part include the

development of Tieto's sales and profitability through ordinary managerial measures. Such measures include, among others, decisions concerning pricing, product and service range, amount and allocation of investments and cost structure. Other assumptions about factors affecting outlook are outside the influence of the management. The other factors expressed in section "*Future Outlook*" are generally outside of the influence of the management.

DIRECTORS, MANAGEMENT AND SIGNIFICANT SHAREHOLDERS OF THE ISSUER

General

Pursuant to the provisions of the Finnish Companies Act and the Issuer's Articles of Association, the control and management of the Issuer is divided between the AGM, the Board of Directors (the "**Board**") and the President and CEO. The ultimate decision-making authority lies with the shareholders at the AGM, which appoints the members of the Board and the Issuer's auditor. The Board is responsible for the Issuer's strategy and overseeing and monitoring the Issuer's business. The President and CEO, assisted by the operative management of the Issuer, is responsible for managing the Issuer's business and implementing its strategic and operational targets. In addition to the applicable legislation governing operations of public limited liability companies, the Issuer applies the Finnish Corporate Governance Code 2015 of the Securities Market Association of Finland, with the exception of the appointment procedure for electing two personnel representatives to the Board of Directors.

Board of Directors

According to the Articles of Association, Tieto's Board shall consist of at least six (6) but no more than twelve (12) members. Board members have a term of office of one year, ending at the end the next AGM following the AGM in which they were elected. Tieto's Board members shall be professionally competent and as a group have sufficient knowledge of and competence in, inter alia, the Company's field of business and markets. Further, under the Finnish Corporate Governance Code of 2015, the majority of Board members shall be independent of the Company (not employed by the Company nor having any material relationship with the Company) and at least two of the members representing that majority shall be independent of the Company's significant shareholders. The Chairman of the Board shall be elected by the AGM.

The Shareholders' Nomination Board (the "**SNB**"), which consists of representatives nominated by the Company's largest shareholders, prepares a proposal on the remuneration and composition of the Board to be presented to the AGM for its resolution. In addition to the members proposed by the SNB and elected by the AGM, Tieto's personnel elects two members and two deputy members to the Board. The personnel representation has been agreed in a personnel representation cooperation agreement between Tieto and the personnel of the Group. All current Board members of Tieto other than the personnel representatives are independent of the Company and 5 out of 7 members are independent of its significant shareholders. The board members who are not independent of the significant shareholders are Jonas Synnergren and Timo Ahopelto. Jonas Synnergren is a Partner and Head of Stockholm office at Cevian Capital AB and Timo Ahopelto is a Board member at Solidium Oy. The independence of the Board members is evaluated at the Board's constitutive meeting, and the Board members shall inform the Board if any changes in these circumstances occur, in which case their independence will be re-evaluated.

The main duties and working principles of the Board have been defined in written working orders, in addition to which the work of the Board is based on an annual action plan. More specifically, the Board:

- is responsible for the administration and appropriate organisation of the operations of Tieto in compliance with the relevant legislation and regulations, the Articles of Association and instructions provided by the AGM;
- approves the Company's values, strategy and organizational structure;
- defines the Company's dividend policy;
- approves the Company's annual plan and budget and supervises their implementation;
- monitors management succession issues, appoints and discharges the President and CEO;
- decides on the President and CEO's compensation, sets annual targets and evaluates their accomplishment;
- decides on the compensation of the President and CEO's immediate subordinates, addresses the major risks and their management at least once a year;
- reviews and approves interim reports, annual reports and financial statements;
- reviews and approves the Company's key policies;
- is accountable for guiding the organization's strategy on environmental and social topics;
- meets the Company's auditors at least once a year without the Company's management;
- appoints the members and Chairmen of the Board's committees and defines their charters;
- reviews assessments of its committees as well as the President and CEO; and
- evaluates its own activities.

In accordance with the proposal made by the SNB for the AGM of the Company held on 22 March 2018, the AGM resolved that the number of members of the Board shall be seven (7), and the following members of the Board were elected

to serve until the end of the next AGM, in addition to which the Board comprises also of two personnel representatives:

Name	Year born	Position	First elected to the Board of Directors
Kurt Jofs	1958	Chairman	2010
Harri-Pekka Kaukonen	1963	Deputy Chairman	2016
Timo Ahopelto	1975	Member of the Board of Directors	2017
Johanna Lamminen	1966	Member of the Board of Directors	2016
Endre Rangnes	1959	Member of the Board of Directors	2014
Jonas Synnergren	1977	Member of the Board of Directors	2012
Liselotte Hägertz Engstam	1960	Member of the Board of Directors	2018
Esa Koskinen	1955	Personnel Representative	2014
Robert Spinelli	1957	Personnel Representative	2018

Kurt Jofs has been the Chairman of the Board since 2017 and a member of the Board since 2010. Mr. Jofs is also the Chairman of the Company's Remuneration Committee. Previously, Mr. Jofs has acted as the Executive Vice President of Ericsson Group in 2003–2008. Mr. Jofs acts as the Chairman of the Board of Directors of Northern Hotels Holding AB, as a member of the Board of Directors of ASA Transport AB and as a member of the Board of Höganäs AB. Previously Mr. Jofs has acted as a member of the Board of Directors of Flygbussarna Airport Coaches AB and as a member of the Board of Directors of Sony Ericsson. Mr. Jofs holds a Master of Science degree in Engineering.

Harri-Pekka Kaukonen has been a Deputy Chairman of the Board since 2017 and a member of the Board since 2016. Mr. Kaukonen is also the Chairman of the Company's Audit and Risk Committee. Previously Mr. Kaukonen has acted as the President and CEO of Sanoma Corporation in 2011–2015, as the EVP, MD of Fazer Bakeries and Confectionery Business area of Oy Karl Fazer Ab in 2010, as the EVP, MD of Fazer Russian Division, Head of Group strategy and M&A in 2007–2009, as the CFO of Oy Karl Fazer Ab in 2003–2007, as a Principal (partner) at McKinsey & Company in 1999–2003 and in various other positions at McKinsey & Company in 1992–1999. Mr. Kaukonen acts as the Chairman of the Board of Directors of Lindström Oy, as the Chairman of the Board of Directors of Esperi Care Holding Oy, as the Chairman of the Board of Directors of Suomen Asuntoneuvoja Oy, as the Vice Chairman of the Board of Directors of Evli Pankki Oyj, as a member of the Board of Directors of Ahlström-Munksjö Oyj and a member of the Board of Directors of Lemminkäinen Oyj. Previously Mr. Kaukonen has acted as a member of the Board of Directors of Ahlstrom Oyj, as a member of the Board of Directors of AR Packaging Group AB, as a member of the Board of Directors of Renideo Group Oy and as a member of the Board of Directors of the East Office of Finnish Industries. Mr. Kaukonen holds a Doctor of Science degree in Technology.

Timo Ahopelto has been a member of the Board since 2017. Mr. Ahopelto is also a member of the Company's Audit and Risk Committee. Mr. Ahopelto has acted as the Founding Partner of Lifeline Ventures Oy since 2009. Previously Mr. Ahopelto has acted as the Head of Strategy and Business Development at Blyk in 2006–2009, as the Founding CEO and the Vice President of Worldwide Commercial Operations of CRF Health in 2000–2006 and as a Consultant at McKinsey & Company in 1999–2000. Mr. Ahopelto acts as a member of the Board of Directors of Solidum Oy of Finnish Business and Policy Forum EVA, as a member of the Board of Directors of Tekes, as a member of the Board of Directors of Startup Foundation and as a member of the Board of Directors of Slush Oy. Mr. Ahopelto holds a Master of Science degree in Technology.

Johanna Lamminen has been a member of the Board since 2016. Ms. Lamminen is also a member of the Company's Remuneration Committee. Ms. Lamminen has acted as the CEO of Gasum Ltd since 2014. Previously Ms. Lamminen has acted as the Executive Vice President and deputy to CEO of Gasum Ltd in 2013–2014, held various executive positions at Evli Bank Plc in 2005–2011, acted as the CFO of SSH Communication Security Corporation in 1999–2005, as the Managing Director of Arcus Software Oy in 1999, as a Director at Finnetcom Oy in 1996–1999, as a Controller at Elisa Communications in 1990–1997. Ms. Lamminen acts as the Chairman of the Board of Directors of Skangas AS, as a member of the Board of Directors of Cargotec Corporation, as a member of the Board of Directors of Evli Bank Plc, as a member of the Board of Directors of Kemianteollisuus ry, as a member of the Board of Directors of Tekniikan edistämisyhdistys and as a council member of Savonlinna Opera Festival. Previously, Ms. Lamminen has acted as a member of the Supervisory Board at Finnish National Opera. Ms. Lamminen holds a Doctor of Science degree in Technology and MBA.

Endre Rangnes has been a member of the Board since 2014. Mr. Rangnes is also a member of the Company's

Remuneration Committee. Previously, Mr. Rangnes has acted as the CEO of Lindorff Group in 2010–2014, as the CEO of EDB Business Partner in 2003–2010, as the Country General Manager of IBM Norway in 1999–2003 and as the Senior Vice President of IBM Nordic in 1997–1999. Mr. Rangnes has acted as the Chairman of the ICT Association (Norway) in 2003–2005 and as a member of the Board of Directors of Relacom in 2005–2010. Mr. Rangnes holds a Bachelor of Business Administration degree.

Jonas Synnergren has been a member of the Board since 2012. Mr. Synnergren is also a member of the Company's Audit and Risk Committee. Mr. Synnergren has been a Partner and the Head of Cevian's Swedish Office since 2007. Previously, Synnergren has worked at Boston Consulting Group in 2000–2006. Mr. Synnergren holds a Master of Science degree in Business and Economics.

Liselotte Hägertz Engstam has been a member of the Board since 2018. Ms. Hägertz Engstam is also a member of the Company's Audit and Risk Committee. Ms. Hägertz Engstam has also acted as an Expert Advisor, Digital Corporate Governance for the European Commission since 2017, as the Chairman of the Board of Directors and as a Research Director at Digoshen since 2015, as the Vice President, Nordic of HCL Technologies in 2008–2014 in various executive and management positions at IBM in 1983–2001. Ms. Hägertz Engstam acts as the Chairman of the Board of Directors of Aino Health, as a member of the Board of Directors of Transtema Group, as a member of the Board of Directors of Esri S-Group, as a member of the Board of Directors of Itello, as a member of the Board of Directors of Zalaris and as a member of the Board of Directors of INSEAD Directors Network, IDN. Previously Ms. Hägertz Engstam has acted as a member of the Board of Directors of KnowIT, as a member of the Board of Directors of Transcom, as a member of the Board of Directors of GAIA Leadership, as a member of the Board of Directors of Momentum Press LLC and as a member of the Board of Directors of Boarding for Success. Ms. Hägertz Engstam holds a Master of Science degree in Civil Engineering.

Esa Koskinen has been a personnel representative in the Board since 2014. Mr. Koskinen has acted as a Test Engineer and Chief Shop Steward at Tieto.

Robert Spinelli has been a personnel representative in the Board since 2018. Mr. Spinelli has acted as a Business Solution Executive and Customer Executive at Tieto.

The President and CEO and Operative Management

The Group's operative management consists of the President and CEO, who is assisted by the leadership team, including the heads of Tieto's industry groups and service lines, the head of New Data-Driven Businesses, CTO, the Chief Financial Officer and the head of Human Resources (the "**Leadership Team**"). The President and CEO is appointed by the Board, and he is responsible for the Group's operative management, internal efficiency and quality. Appointments of Leadership Team members are approved by the Chairman of the Board based on the President and CEO's proposal.

The Leadership Team members are accountable for the performance and development of their management areas, and they supervise the operations of the units belonging to their business areas. As a general rule, the business units in Tieto's management dimensions (industry groups, service lines and PDS) make their own operative decisions and are responsible for conducting their operative duties. Tieto's industry group, service line and PDS organisations have responsibility for profit and loss. The Leadership Team also monitors the Company's corporate responsibility and approves the corporate

responsibility goals in cooperation with the Board of Directors.

Name	Year born	Position	Joined the Company
Kimmo Alkio	1963	President and CEO	2011
Håkan Dahlström	1962	Executive Vice President, Technology Services and Modernization	2014
Janne Salminen	1964	Acting Chief Financial Officer, Head of Treasury and Group Reporting	2009
Ari Järvelä	1969	Executive Vice President, Data-Driven Businesses, Business Consulting and Implementation	2001
Satu Kiiskinen	1965	Executive Vice President, Industrial and Consumer Services	2013
Katariina Kravi	1967	Executive Vice President, Humand Resources	2012
Cristina Petrescu	1968	Executive Vice President, Public, Healthcare & Welfare	2002
Tom Leskinen	1966	Executive Vice President, Product Development	2013
Christian Segersven	1975	Executive Vice President, Financial Services	2013
Markus Suomi	1971	Chief Technology Officer	2018

Kimmo Alkio has acted as the Company's President and CEO since joining the Company in 2011. Previously, Mr. Alkio has acted as the President and CEO of F-Secure Corporation in 2006–2011, as the Vice President of Nokia Networks Corporation in 2005–2006 and in various management positions at F-Secure Corporation in 2000–2005 and in various management positions at Digital Equipment Corporation and Compaq Computer in 1987–2000. Mr. Alkio acts as the Chairman of the Board of Directors of DIGI.FI, as the Vice Chairman of the Federation of Finnish Technology Industries, as an advisory member of the Board of Directors of Finnish Fair Corporation and as a member of the Board of Directors of Cargotec. Mr. Alkio holds a Bachelor in Business Administration degree and an Executive MBA degree.

Håkan Dahlström has acted as the Company's Executive Vice President, Technology Services and Modernization since 2016. Prior to his current role, Mr. Dahlström has acted as the Company's Executive Vice President, Public, Healthcare and Welfare in 2014–2016. Before joining the Company, Mr. Dahlström has acted in various positions at TeliaSonera including President, Business Area Mobility, President, Business Area Broadband, President, Mobile Services Sweden in 2001–2012, as a Head of Mobile Research and Development at Telia Research AB in 1998–2001, as a Deputy Head of Procurement at the Headquarter of the Swedish Armed Forces in 1998, as a Naval Engineer at the Swedish Defense Material Administration in 1992–1997. Mr. Dahlström holds a Master of Science degree in Engineering.

Janne Salminen has acted as the Company's Acting Chief Financial Officer since July 2018 and will be in the position until February 2019. Mr. Salminen has acted as the Company's Group Treasurer, Head of Treasury and Group Reporting since 2009. Before joining the Company, Mr. Salminen has acted as the CFO of Oy Fibox Ab in 2005–2009, as the CFO of Wicom Communications Oy in 2001–2004, as a Business Controller at Finnforest Oy/Interpan Limited in 1998–2000, as a Treasurer at Finnforest Oy/Interpan Limited in 1996–1998, as an Assistant Treasurer at Finnforest Oy/Interpan GmbH in 1995–1996 and as a Finance Planner at Oy Kyro Ab in 1992–1995. Mr. Salminen holds a Master of Science degree in Economics.

Tieto has appointed **Tomi Hyryläinen** as the Chief Financial Officer and a member of the Company's Management Team as of February 2019. Tomi Hyryläinen has had an over 20-year career at PricewaterhouseCoopers. Hyryläinen has gained broad international experience, working both in Sweden and in Silicon Valley, US.

Ari Järvelä has acted as the Company's Executive Vice President, Data-Driven Businesses, Business Consulting and Implementation since 2016. Prior to his current role, Mr. Järvelä has acted in various management positions at Tieto since joining the Company in 2001. Before joining the Company, Mr. Järvelä has acted in various management positions at Rautaruukki Oyj Hämeenlinna Works in 1996–2001. Mr. Järvelä holds a Master of Science degree in Engineering.

Satu Kiiskinen has acted as the Company's Executive Vice President, Industrial and Consumer Services since 2016.

Prior to her current role, Ms. Kiiskinen acted as the Company's Executive Vice President, Consulting and System Integration in 2013–2016 and as the Company's Executive Vice President, Public, Healthcare and Welfare in 2013. Ms. Kiiskinen acts as the Vice President, Corporate Customers, IT Services Business at Elisa Plc and has previously acted in various management positions at Elisa Plc in 2007–2011, as the Managing Director of Bearing Point in 2002–2007, as a Principal Consultant at Netigy in 2001–2002 and as a Consulting Manager at KPMG in 1992–2001. Satu Kiiskinen holds a Master of Science degree in Economics.

Katariina Kravi has acted as the Company's Executive Vice President, Human Resources since joining the Company in 2012. Previously, Ms. Kravi has acted in various management positions in Human Resources at Nokia Plc in 1996–2012 and as a legal counsel at Arsenal Oy/Suomen Säästöpankki in 1995–1996. Ms. Kravi holds a Master of Laws degree.

Cristina Petrescu has acted as the Company's Executive Vice President, Public, Healthcare & Welfare since 2016. Prior to her current role, Ms. Petrescu has acted as the Company's Head of Energy Utilities in 2013–2016, as the Director, Enterprise Solutions and IT Testing in 2011–2013, as the Head of R&D services in Sweden in 2009–2011 and in various other management positions in 2002–2009. Before joining the Company, Ms. Petrescu has acted in various management positions at Ericsson Infotech Ab in 1997–2002. Ms. Petrescu holds a Master of Science degree in Computer Science.

Tom Leskinen has acted as the Company's Executive Vice President, Product Development Services since 2015. Prior to his current role, Mr. Leskinen has acted as the Company's Head of Business Unit in 2014–2015 and in various management positions in the Company's Product Development Services in 2013–2014. Before joining the Company, Mr. Leskinen has acted in various management positions at Nokia in 2002–2013. Mr. Leskinen is a Licentiate of Technology in Telecommunications and holds a Master of Science degree in Compute Technology and a Bachelor of Science degree in Automation Technology.

Christian Segersven has acted as the Company's Executive Vice President, Financial Services since 2017. Prior to his current role, Mr. Segersven has acted as the Company's Vice President, Country Head of Financial Services Finland and Norway, Global Head of Insurance and Wealth Management Solutions in 2016–2017, as the Vice President, Global Head of Insurance Sector in 2014–2016, as the Vice President, Head of Financial Services Finland in 2013–2014. Before joining the Company, Mr. Segersven has acted as a Unit Executive, Banking & Insurance at IBM Finland in 2012–2013, as a Client Executive at IBM Finland in 2007–2011, as a Vice President Sales & Marketing, Partner and Co-Founder of ASAN Security Technologies Ltd in 2002–2007 and as a Key Account Manager at Done Solutions Oyj in 2000–2002. Mr. Segersven holds a Master of Science degree in Technology.

Markus Suomi has acted as the Company's Chief Technology Office since 2018. Before joining the Company, Mr. Suomi has acted as the CEO of Finpro in 2014–2018, as the CEO of Web of Trust Services Ltd. in 2012–2014, as the President and COO of Symnio in 2009–2012, as the CEO of Flander in 2007–2009 and in various product & technology development and general management positions at Nokia in 1993–2007. Markus Suomi holds a Master of Science degree in Engineering.

Business Address

The business address of the members of the Board, the President and CEO and the members of the Leadership Team is Keilalahdentie 2–4, FI-02150 Espoo, Finland.

Conflicts of Interest

To the knowledge of Tieto, the members of the Board, the President and CEO or the members of the Leadership Team do not have any conflicts of interests between their duties relating to Tieto and their private interests and/or their other duties.

Corporate Governance

In its corporate governance, the Issuer applies the Finnish Companies Act, the regulations applicable to publicly listed companies, the Issuer's Articles of Association, the written working orders and annual action plans of Tieto's Board, the charters of the Board's committees, the rules and guidelines of the Helsinki Stock Exchange and Stockholm Stock Exchange and the Finnish Corporate Governance Code 2015 of the Securities Market Association of Finland with the exception of the appointment procedure for electing two personnel representatives to the Board.

The Issuer's corporate governance statement is available at the Issuer's website at: www.tieto.com/investors/governance.

Board Committees

The Board is assisted by two permanent committees that prepare matters for which the Board is responsible, namely the Remuneration Committee and the Audit and Risk Committee. The Board defines the charters of these committees and decides on their composition. The entire Board remains responsible for the duties assigned to the committees.

The Remuneration Committee comprises at least three (3) non-executive directors elected by the Board, and the majority of the members of the Remuneration Committee shall be independent of the Company. The Remuneration Committee currently consists of Kurt Jofs as Chairman, Johanna Lamminen and Endre Rangnes. The Remuneration Committee meets regularly and at least twice a year, and the head of Tieto's Human Resources acts as secretary of such meetings. The Chairman of the committee reports to the Board when applicable. The main tasks of the Remuneration Committee are to:

- monitor the targets of the compensation schemes, implementation of the compensation schemes, performance assessment and compensation determination;
- ensure that the targets set for earning the bonuses defined in the compensation scheme are met;
- prepare a proposal for the Deputy Chairman of the Board;
- prepare a proposal on the committees (members and Chairmen, and the duties and responsibilities of these committees);
- monitor corporate governance;
- prepare a compensation proposal concerning the President and CEO and his immediate subordinates, and the principles of personnel compensation;
- prepare for the Board option schemes and other share-based incentive schemes;
- evaluate the performance of the President and CEO;
- prepare the assessment of the Leadership Team; and
- prepare a proposal on the Board's charter.

The Audit and Risk Committee comprises at least three (3) non-executive directors who are independent of the Company and out of whom at least one (1) member shall be independent of the significant shareholders. The Chairman and the members of the Audit and Risk Committee are elected by the Board. At least one (1) committee member must have expertise in accounting, bookkeeping or auditing. The Audit and Risk Committee currently consists of Harri-Pekka Kaukonen as Chairman, Timo Ahopelto, Jonas Synnergren and Liselotte Högertz Engstam, each of whom have extensive experience in corporate management and financial issues and therefore have the required expertise. The Audit and Risk Committee convenes regularly at least four (4) times a year and meets the Company's auditors, also without the Company's management present, and Tieto's Deputy General Counsel acts as secretary of the meetings. The Chairman of the Audit and Risk Committee reports to the Board when applicable. The main tasks of the Audit and Risk Committee are to:

- review and supervise internal control, particularly the financial reporting process and risk management issues;
- discuss and review the interim and annual reports and the financial statements;
- assess compliance with legislation, official regulations and the Company's code of conduct;
- evaluate the sufficiency of internal control and the internal audit;
- examine, assess and approve the internal audit plan;
- assess the appropriate coverage of risk management and monitor the efficiency of risk management;
- review significant risks and unusual business events;
- prepare a proposal for the AGM on the nomination of external auditors and their compensation;
- evaluate the external auditors' independence, assess the audit plan and examine the audit reports; and
- monitor the statutory audit and consult with the auditors regarding matters that should be brought to the Board's attention.

Shareholders' Nomination Board

Tieto's AGM decided in 2010 to establish the SNB, which is a body of shareholders responsible for preparing the proposals to the AGM for the election and remuneration of the members of Board. The SNB consists of five (5) members that are annually nominated by the four (4) shareholders who represent the largest number of votes conferred by all shares in the Company and who wish to participate in the nomination process. The fifth member is the Chairman of the Board. The term of the office of the SNB members expires upon the new SNB has been appointed. The SNB has been established for the time being. The SNB currently consists of Mr. Martin Oliw, Partner of Cevian Capital AB, Mr. Petter Söderström, Investment Director of Solidium Oy, Mr. Mikko Mursula, Chief Investment Officer, Ilmarinen Mutual Pension Insurance Company, Ms. Satu Huber, Chief Executive Officer, Elo Mutual Pension Insurance Company and Mr. Kurt Jofs, Chairman

of the Board of Directors of Tieto.

Share Capital and Major Shareholders

As at the date of this Listing Prospectus, the paid-in share capital of Tieto is EUR 76,555,412.00 and comprises 74,109,252 shares.

As at 30 June 2018, the ten (10) largest shareholders of Tieto were:

Shareholders	Shares and votes	%
1. Cevian Capital Partners Ltd ⁽¹⁾	11,066,684	14.9
2. Solidium Oy	7,415,418	10.0
3. Silchester International Investors LLP ⁽²⁾	7,401,027	10.0
4. Swedbank Robur fonder	1,688,433	2.3
5. Ilmarinen Mutual Pension Insurance Co.	1,675,415	2.3
6. The State Pension Fund	773,000	1.0
7. Elo Pension Co.	750,000	1.0
8. Svenska litteratursällskapet i Finland r.f.	641,345	0.9
9. Nordea Funds	640,408	0.9
10. Åbo Akademi University Foundation	487,400	0.7
Total of 10 largest shareholders	32,539,130	43.9
Other shares	41,570,122	56.1
from which nominee registered shares	26,414,725	35.6
Total	74,109,252	100.0

⁽¹⁾ Cevian Capital Partners Ltd ownership based on the ownership records of Euroclear Finland Oy, on 31 March 2018

⁽²⁾ Silchester International Investors LLP ownership based on flagging notice received by Tieto on 23 June 2015

To the extent known to the Issuer, the Issuer is not directly or indirectly owned or controlled by any person for the purposes of Chapter 2, Section 4 of the Finnish Securities Markets Act, and the Issuer is not aware of any arrangement the operation of which may result in a change of control of the Issue.

TAXATION

The following is a summary limited to certain tax considerations in Finland and, as the case may be, the EU relating to the Notes as of the date of this Prospectus and subject to any changes in law, and is included herein solely for information purposes. It does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the Notes. Each prospective holder or beneficial owner of Notes should consult its tax advisor as to the tax consequences of any investment in or ownership and disposition of the Notes.

Finland

Non-resident Holders of Notes

Payments made by or on behalf of the Issuer to persons that are non-residents of Finland for tax purposes and who do not engage in trade or business through a permanent establishment or a fixed place of business in Finland may be made without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed or levied by or on behalf of the Republic of Finland or by any municipality or other political subdivision or taxing authority thereof or therein.

Resident Holders of the Notes

Corporates

Payments made by or on behalf of the Issuer to corporates residents of Finland for tax purposes may be made without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed or levied by or on behalf of the Republic of Finland or by any municipality or other political subdivision or taxing authority thereof or therein. The interest is subject to final taxation of the recipient in accordance with the Finnish Business Income Tax Act (*laki elinkeinotulon verottamisesta* 360/1968, as amended) or the Finnish Income Tax Act (*tuloverolaki* 1535/1992, as amended). The current rate of corporate income tax is 20 per cent. Any gain or loss realised following a disposal of the Notes is taxable income or a tax-deductible loss for the relevant noteholder.

Individuals and Estates

Payments of interest or interest compensation (secondary market compensation, in Finnish “jälkimarkkinahyvitys”) made to individuals or estates are generally subject to advance withholding of income tax under the Finnish Withholding Tax Act (*ennakkoperintälaki* 1118/1996, as amended) and final taxation as capital income in accordance with the Finnish Income Tax Act. The current income tax advance withholding rate is 30 per cent. The withholding liability should primarily lie with a possible paying agent or other intermediary (such as a financial institution) effecting the payment, if the paying agent or intermediary is a resident of Finland for tax purposes or the payment is made through a Finnish permanent establishment of a non-resident paying agent or intermediary. Payments made under the Notes are not subject to withholding tax according to the Finnish Act on Source Tax on Interest Income (*laki korkotulon lähdeverosta* 1341/1990, as amended). The capital income tax is 30 per cent (34 per cent of the capital income exceeding EUR 30,000). Any gain or loss realised following a disposal of the Notes is taxable income or a tax-deductible loss for the relevant noteholder. Capital losses are deductible primarily from taxable capital gains and secondarily from other taxable capital income in the year of disposal and in the five subsequent calendar years.

Transfer taxation

Any investment in or disposition of the Notes is not subject to Finnish transfer tax under the Finnish Transfer Tax Act (*varainsiirtoverolaki* 931/1996, as amended).

All prospective investors should seek independent advice as to their tax positions.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents have been incorporated by reference to this Listing Prospectus. They have been published on the Issuer's website at: www.tieto.com/investors. The parts of the following documents that have not been incorporated by reference to this Listing Prospectus are either not relevant for investors in the Notes or are covered elsewhere in this Listing Prospectus.

Document	Information incorporated by reference
Interim Report 1 January – 30 June 2018	Interim report as at and for the six months ended on 30 June 2018
Annual Report 2017, pages 142 – 225	Financial statements as at and for the year ended on 31 December 2017
Annual Report 2017, pages 233 – 238	Auditor's report for the year 2017
Annual Report 2016, Financial Review, pages 136 – 223	Financial statements as at and for the year ended on 31 December 2016
Annual Report 2016, Financial Review, pages 233 – 238	Auditor's report for the year 2016

DOCUMENTS ON DISPLAY AND AVAILABLE INFORMATION

In addition to the documents incorporated by reference, the Issuer's Articles of Association and Extract from the Finnish Trade Register concerning the Issuer may be inspected during the loan period at the head office of the Issuer, Keilalahdentie 2–4, FI-02150 Espoo, Finland on weekdays from 9:00 am to 4:00 pm. In order to ensure the best possible service, persons wishing to examine the documents referred to in this section are kindly requested to notify the Issuer of their visit in advance by telephone (+358 20 72010).

The Issuer publishes annual reports, including its audited consolidated financial statements, quarterly interim financial information and other information as required by the Helsinki Stock Exchange. All annual reports, interim reports and stock exchange releases are published in Finnish and English. Copies of these documents can be obtained from the Issuer at Keilalahdentie 2–4, 02150 Espoo, Finland and the Issuer's website at: www.tieto.com/investors.

ANNEX A-TERMS AND CONDITIONS OF THE NOTES

TERMS AND CONDITIONS OF THE NOTES TIETO CORPORATION EUR 100,000,000 1.375 % NOTES DUE 2024 ISIN CODE: FI4000348982

The Board of Directors of Tieto Corporation (the “**Issuer**”) has in its meeting held on 25 April 2018 approved the issuance of senior unsecured notes (the “**Notes**”) referred to in Paragraph 1 of Section 34 of the Act on Promissory Notes (622/1947, as amended, in Finnish *velkakirjalaki*) and authorised the person named therein to finally decide on the definitive terms and conditions of the Notes which are specified below.

OP Corporate Bank plc and Swedbank AB (publ) will act as joint lead managers in connection with the offer and issue of the Notes (the “**Joint Lead Managers**”).

1. PRINCIPAL AMOUNT AND ISSUANCE OF THE NOTES

The principal amount of the Notes is one hundred million euros (EUR 100,000,000) or a higher amount, as may be determined by the Issuer.

The Notes will be issued in a dematerialized form in the Infinity book-entry securities system maintained by Euroclear Finland Ltd (“**Euroclear Finland**”), address Urho Kekkosen katu 5 C, FI-00100 Helsinki, Finland (or any system replacing or substituting the Infinity book-entry securities system in accordance with the rules and decisions of Euroclear Finland) in accordance with the Finnish legislation governing book-entry system and book-entry accounts as well as the rules and decisions of Euroclear Finland. The Notes cannot be physically delivered.

The issue date of the Notes is 12 September 2018 (the “**Issue Date**”).

The Notes will in the primary market transaction be offered for subscription in a minimum amount of one hundred thousand euros (EUR 100,000). The principal amount of each book-entry unit (Fi: *arvo-osuuden yksikkökoko*) is one thousand euros (EUR 1,000). The number of the Notes is one hundred thousand (100,000) or a higher number if the Issuer decides to increase the principal amount of the Notes. Each Note will be freely transferable after it has been registered into the respective book-entry account.

OP Corporate Bank plc shall act as the issuer agent (Fi: *liikkeeseenlaskijan asiamies*) of the Notes referred to in the rules of Euroclear Finland (the “**Issuer Agent**”) and as the paying agent of the Notes (the “**Paying Agent**”).

2. SUBSCRIPTION OF THE NOTES

The subscription period shall commence and end on 5 September 2018 (the “**Subscription Date**”).

The Notes shall be offered for subscription to eligible counterparties and professional clients.

Bids for subscription shall be submitted during regular business hours to (i) OP Corporate Bank plc, Gebhardinaukio 1, FI-00510 Helsinki, Finland, tel. +358 10 252 7970; or (ii) Swedbank AB (publ), through Swedbank AB (publ), Finnish Branch, Mannerheimintie 14 B, FI-00101 Helsinki, Finland, tel. +358 20 746 9166.

Subscriptions made are irrevocable. All subscriptions remain subject to the final acceptance by the Issuer. The Issuer may, in its sole discretion, reject a subscription in part or in whole. The Issuer shall decide on the procedure in the event of over-subscription.

Subscriptions shall be paid for as instructed in connection with the subscription of the Notes. The Notes subscribed and paid for shall be created by the Issuer Agent and approved by Euroclear Finland in the Infinity book-entry securities system and routed by the Issuer Agent to the respective book-entry accounts of the subscribers on a date advised in connection with the issuance of the Notes in accordance with the Finnish laws and regulations governing book-entry system and book-entry accounts as well as the regulations and decisions of Euroclear Finland.

3. ISSUE PRICE

The issue price of the Notes is 99.424 percent.

4. INTEREST

The Notes bear fixed interest at the rate of 1.375 percent per annum.

The interest on the Notes will be paid annually in arrears commencing on 12 September 2019 and thereafter annually on each 12 September (each an “**Interest Payment Date**”) until the Notes have been repaid in full. Interest shall accrue for each interest period from (and including) the first day of the interest period to (but excluding) the last day of the interest period on the principal amount of Notes outstanding from time to time. The first interest period commences on the Issue Date and ends on the first Interest Payment Date. Each consecutive interest period begins on the previous Interest Payment Date and ends on the following Interest Payment Date. The last interest period ends on the date when the Notes have been repaid in full.

Interest in respect of the Notes will be calculated on the basis of the actual number of days elapsed in the relevant interest period divided by 365 (or, if any portion of the interest period falls in a leap year, 366) (actual / actual ICMA).

5. REDEMPTION

5.1 Redemption at Maturity

The Notes shall be repaid in full at their nominal principal amount on 12 September 2024 (the “**Redemption Date**”), unless the Issuer has prepaid the Notes in accordance with Condition 5.2 (*Voluntary Total Redemption*), Condition 8 (*Change of Control*) or Condition 10 (*Events of Default*) below.

5.2 Voluntary Total Redemption

The Issuer may redeem the Notes, in whole but not in part, at any time during the period commencing on the first Business Day (as defined below under Condition 7 (*Payments*)) falling three (3) months prior to the Redemption Date (such Business Day included) and ending on the Redemption Date (the Redemption Date excluded) (the “**Voluntary Redemption Period**”) (*3 month par call*), at an amount equal to one hundred (100) percent of their nominal principal amount together with any accrued but unpaid interest to but excluding the date of voluntary redemption (the “**Voluntary Redemption Date**”).

Redemption in accordance with this Condition 5.2 shall be made by the Issuer giving not less than thirty (30) but no more than sixty (60) calendar days’ irrevocable notice which shall specify the Voluntary Redemption Date, which shall be a Business Day within the Voluntary Redemption Period, to the Issuer Agent and the holders of the Notes (the “**Noteholders**”), in accordance with Condition 13 (*Notices and Right to Information*).

6. STATUS AND SECURITY

The Notes constitute direct, unsecured, unguaranteed and unsubordinated obligations of the Issuer ranking *pari passu* among each other and *pari passu* with all other present and future unsecured, unguaranteed and unsubordinated obligations of the Issuer, save for such obligations as may be preferred by mandatory provisions of law.

7. PAYMENTS

Interest on and principal of the Notes shall be paid in accordance with the Finnish legislation governing book-entry system and book-entry accounts as well as the rules and decisions of Euroclear Finland.

Should any Interest Payment Date, Prepayment Date (as defined in Condition 8 (*Change of Control*)) or Redemption Date fall on a date which is not a Business Day (as defined below), the payment of the amount due will be postponed to the following Business Day. Any such postponement of the payment date shall not have an impact on the amount payable.

“**Business Day**” means for the purposes of these terms and conditions a day on which banks in Helsinki are open for general business and on which the Trans-European Automated Real-Time Gross Settlement Express Transfer (TARGET2) System is open.

8. CHANGE OF CONTROL

If, after the Issue Date, a Change of Control Event (as defined below) occurs, the Issuer shall promptly after becoming aware thereof notify the Noteholders of such Change of Control Event in accordance with Condition 13 (*Notices and Right to Information*).

Upon the occurrence of a Change of Control Event, the Issuer shall on the Prepayment Date (as defined below) prepay the outstanding nominal principal amount of, and the interest accrued but unpaid on the Notes, but without any premium or penalty, held by the Noteholders who have required prepayment of Notes held by them by a written notice to be given to the Issuer no later than fifteen (15) Business Days before the Prepayment Date. Interest on the Notes to be prepaid accrues until the Prepayment Date (excluding the Prepayment Date).

If Notes representing more than seventy-five (75) percent of the aggregate nominal principal amount of the Notes have been prepaid on the Prepayment Date pursuant to this Condition 8, the Issuer is entitled to prepay also the remaining outstanding Notes at their nominal principal amount with accrued but unpaid interest, but without any premium or penalty, by notifying the relevant Noteholders in accordance with Condition 13 (*Notices and Right to Information*) no later than fifteen (15) Business Days after the Prepayment Date. Such prepayment may be effected at the earliest on the tenth (10th) Business Day and at the latest on the sixtieth (60th) Business Day following the date of publication of such notice.

Any Notes prepaid by the Issuer pursuant to this Condition 8 may at the Issuer's discretion be retained, sold or cancelled by the Issuer.

In this Condition 8:

“acting in concert” (Fi: *yksissä tuumin toimiminen*) means a group of persons who, pursuant to an agreement or understanding (whether formal or informal), actively co-operate, through the acquisition by any of them, either directly or indirectly, of shares in the Issuer, to obtain or consolidate control of the Issuer;

“Change of Control Event” means and is deemed to occur if any person or group of persons acting in concert (as defined above) (i) acquire directly or indirectly, more than fifty (50) percent of the total voting rights represented by the shares of the Issuer (being votes which are capable of being cast at general meetings of shareholders), or (ii) gains capability to appoint or remove at least the majority of the members of the board of directors of the Issuer.

“Prepayment Date” means the date falling forty-five (45) Business Days after the publication of the notice referred to in the first paragraph of this Condition 8.

9. NEGATIVE PLEDGE

So long as any Note remains outstanding, the Issuer shall not, and the Issuer shall ensure that none of its Subsidiaries (as defined below) will, create any mortgage, charge, lien, pledge or other security interest to secure any other notes, bonds or other similar debt securities that are capable of being listed on a stock exchange or subject to trading in a regulated market or multilateral trading facility (nor create any such security interest to secure any guarantee or indemnity over such notes, bonds or other similar debt securities), unless the granting of such security interest is required under Finnish law or other law governing such notes or other debt securities, or unless prior to or simultaneously therewith the Issuer's obligations under the Notes either (i) are secured equally and ratably therewith, or (ii) have the benefit of such other security interest or other arrangement (whether or not it includes the granting of a security interest) as shall be approved by a resolution of the Noteholders (as referred to in Condition 12 (*Noteholders' Meeting and Procedure in Writing*)).

“Subsidiary” means for the purposes of these terms and conditions a subsidiary within the meaning of Chapter 1, Section 6 of the Bookkeeping Act (1336/1997, as amended, Fi: *kirjanpitolaki*).

10. EVENTS OF DEFAULT

If an Event of Default (as defined below) occurs, any Noteholder may by a written notice to the Issuer declare the outstanding nominal principal amount of such Note together with the interest and any other amounts then accrued but unpaid on such Note to be prematurely due and payable at the earliest on the tenth (10th) Business Day from the date such notice was received by the Issuer provided that an Event of Default is continuing on the date of receipt of the notice by the Issuer and on the specified early repayment date (the **“Early Repayment Date”**). Interest on such Note accrues until the Early Repayment Date (excluding the Early Repayment Date). The Issuer shall notify the Noteholders of any Event of Default (and the steps, if any, taken to remedy it) in accordance with Condition 13 (*Notices and Right to Information*) promptly upon becoming aware of its occurrence.

Each of the following events shall constitute an event of default (each an **“Event of Default”**):

- (a) **Non-Payment:** any amount of interest on or principal of the Notes has not been paid within five (5) Business Days from the relevant due date, unless the failure to pay is caused by a reason referred to in Condition 14 (*Force Majeure*);
- (b) **Cross-default and acceleration:** any outstanding Indebtedness (as defined below) of the Issuer or any of its Material Subsidiaries in a minimum amount of ten million euros (EUR 10,000,000) or its equivalent in any other currency is declared to be or otherwise becomes due and payable prior to its specified maturity as a result of an event of default (however described) or if any such Indebtedness is not paid when due nor within any originally applicable grace period, if any, or if any security given by

the Issuer or any of its Material Subsidiaries for any such Indebtedness becomes enforceable by reason of an event of default. A Noteholder shall not be entitled to demand repayment under this paragraph (b) if the Issuer or any of its Material Subsidiaries has bona fide disputed the existence of the occurrence of an Event of Default under this paragraph (b) in the relevant court or in arbitration within forty-five (45) calendar days of the date when the Issuer or its Material Subsidiary became aware of such alleged Event of Default as long as such dispute has not been finally and adversely adjudicated against the Issuer or the relevant Material Subsidiary without any appeal period;

- (c) **Negative Pledge:** the Issuer does not comply with its obligations under Condition 9 (*Negative Pledge*);
- (d) **Cessation of Business:** the Issuer ceases to carry on its current business in its entirety;
- (e) **Winding-up:** an order is made or an effective resolution is passed for the winding-up (Fi: *selvitystila*), liquidation or dissolution of the Issuer or any of its Material Subsidiaries except for (i) actions which are frivolous (Fi: *perusteeton*) or vexatious (Fi: *oikeuden väärinkäyttö*), or (ii) in the case of a Material Subsidiary, on a voluntary solvent basis; or
- (f) **Insolvency:** (i) the Issuer or any of its Material Subsidiaries becomes insolvent; (ii) the Issuer or any of its Material Subsidiaries, by reason of actual or anticipated financial difficulties, commences negotiations with one or more of its creditors other than the Noteholders in their capacity as such with a view to rescheduling any of its Indebtedness; or (iii) an application is filed for the Issuer or any of its Material Subsidiaries becoming subject to bankruptcy (Fi: *konkurssi*) or re-organization proceedings (Fi: *yrittysaneeraus*), or for the appointment of an administrator or liquidator of any of the Issuer's or its Material Subsidiaries' assets, save for any such applications that are contested in good faith and discharged, stayed or dismissed within forty-five (45) calendar days.

“**Indebtedness**” means, for the purposes of these terms and conditions, interest-bearing debt including guarantees (whether principal, premium, interest or other amounts) in respect of any notes, bonds or other debt securities or any borrowed money of the Issuer or any of its Subsidiaries, excluding all indebtedness between members of the Group.

“**Material Subsidiary**” means, for the purposes of these terms and conditions, at any time, any Subsidiary of the Issuer:

- (a) whose net sales (consolidated in the case of a Subsidiary which itself has Subsidiaries) or whose total assets (consolidated in the case of a Subsidiary which itself has Subsidiaries) represent not less than ten (10) percent of the consolidated net sales or the consolidated total net assets of the Group (as defined below) taken as a whole, all as calculated by reference to the then most recent audited financial statements (consolidated or, as the case may be, unconsolidated) of such Subsidiary and the then most recent consolidated audited financial statements of the Issuer; or
- (b) to which is transferred the whole or substantially the whole of the sales or assets and undertakings of a Subsidiary which, immediately prior to such transfer, was a Material Subsidiary.

“**Group**” means for the purposes of these terms and conditions a group (Fi: *konserni*) within the meaning of Chapter 1, Section 6 of the Bookkeeping Act (1336/1997, as amended, Fi: *kirjanpitolaki*).

11. TAXATION

All payments in respect of the Notes by or on behalf of the Issuer shall be made without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature (“**Taxes**”) imposed or levied by or on behalf of Finland or any political subdivision or authority of Finland having power to tax, unless the withholding or deduction of the Taxes is required by law. In such case, the Issuer shall make such payment after such withholding or deduction has been made and shall account to the relevant authorities for the amount so required to be withheld or deducted. The Issuer will not be obligated to make any additional payments to Noteholders in respect of such withholding or deduction.

12. NOTEHOLDERS' MEETING AND PROCEDURE IN WRITING

- (a) The Issuer may convene a meeting of Noteholders (a “**Noteholders' Meeting**”) or request a procedure in writing among the Noteholders (a “**Procedure in Writing**”) to decide on amendments of these terms and conditions or other matters as specified below. Euroclear Finland and the Issuer Agent must be notified of a Noteholders' Meeting or a Procedure in Writing in accordance with the rules of Euroclear Finland.

- (b) Notice of a Noteholders' Meeting and the initiation of a Procedure in Writing shall be published in accordance with Condition 13 (*Notices and Right to Information*) no later than ten (10) calendar days prior to the Noteholders' Meeting or the last day for replies in the Procedure in Writing. Furthermore, the notice or the initiation shall specify the time, place and agenda of the Noteholders' Meeting or the last day and address for replies in the Procedure in Writing (or if the voting is to be made electronically, instructions for such voting) as well as any action required on the part of a Noteholder to attend the Noteholders' Meeting or to participate in the Procedure in Writing. No matters other than those referred to in the notice of Noteholder's Meeting or initiation of the Procedure in Writing may be resolved upon at the Noteholders' Meeting or the Procedure in Writing.
- (c) Only those who, according to the register kept by Euroclear Finland in respect of the Notes, were registered as Noteholders on the fifth (5th) Business Day prior to the Noteholders' Meeting or on the last day for replies in the Procedure in Writing on the list of Noteholders to be provided by Euroclear Finland in accordance with Condition 13 (*Notices and Right to Information*), or proxies authorized by such Noteholders, shall, if holding any of the principal amount of the Notes at the time of the Noteholders' Meeting or the last day for replies in the Procedure in Writing, be entitled to vote at the Noteholders' Meeting or in the Procedure in Writing and shall be recorded in the list of the Noteholders present in the Noteholders' Meeting or participating in the Procedure in Writing.
- (d) A Noteholders' Meeting shall be held in Helsinki, Finland, and its chairman shall be appointed by the Issuer.
- (e) A Noteholders' Meeting or a Procedure in Writing shall constitute a quorum only if one (1) or more Noteholders holding in aggregate at least fifty (50) percent of the principal amount of the Notes outstanding are/is present (in person or by proxy) in the Noteholders' Meeting or provide/provides replies in the Procedure in Writing. Any holdings of the Notes by the Issuer and any companies belonging to its Group are not included in the assessment whether or not a Noteholders' Meeting or a Procedure in Writing shall constitute a quorum.
- (f) If, within thirty (30) minutes after the time specified for the start of the Noteholders' Meeting, a quorum is not present, any consideration of the matters to be dealt with at the Noteholders' Meeting may, at the request of the Issuer, be adjourned for consideration at a Noteholders' Meeting to be convened on a date no earlier than ten (10) calendar days and no later than forty-five (45) calendar days after the original Noteholders' Meeting at a place to be determined by the Issuer. Correspondingly, if by the last day to reply in the Procedure in Writing no quorum is reached, the time for replies may be extended as determined by the Issuer. The adjourned Noteholders' Meeting or the extended Procedure in Writing shall constitute a quorum if one (1) or more Noteholders holding in aggregate at least ten (10) percent of the principal amount of the Notes outstanding are/is present in the adjourned Noteholders' Meeting or provide/provides replies in the extended Procedure in Writing.
- (g) Notice of an adjourned Noteholders' Meeting or the extension of the time for replies in the Procedure in Writing, shall be given in the same manner as notice of the original Noteholders' Meeting or the Procedure in Writing. The notice shall also state the conditions for the constitution of a quorum.
- (h) Voting rights of the Noteholders shall be determined according to the principal amount of the Notes held on the date referred to in Condition 12(c) above. The Issuer and any companies belonging to its Group shall not hold voting rights at the Noteholders' Meeting or in the Procedure in Writing.
- (i) Subject to Condition 12(j) below, resolutions shall be carried by a majority of more than fifty (50) percent of the votes cast.
- (j) A Noteholders' Meeting or a Procedure in Writing is entitled to make the following decisions that are binding on all the Noteholders:
 - (i) to amend these terms and conditions of the Notes; and
 - (ii) to grant a temporary waiver on these terms and conditions of the Notes.

However, consent of at least seventy-five (75) percent of the aggregate principal amount of the outstanding Notes is required to:

 - (i) decrease the principal amount of or interest on the Notes;
 - (ii) extend the maturity of the Notes;

- (iii) amend the requirements for the constitution of a quorum at a Noteholders' Meeting or Procedure in Writing; or
- (iv) amend the majority requirements of the Noteholders' Meeting or Procedure in Writing.

The consents can be given at a Noteholders' Meeting, in the Procedure in Writing or by other verifiable means.

The Noteholders' Meeting and the Procedure in Writing can authorise a named person to take necessary action to enforce the decisions of the Noteholders' Meeting or of the Procedure in Writing.

- (k) When consent from the Noteholders representing the requisite majority, pursuant to Condition 12(i) or Condition 12(j), as applicable, has been received in the Procedure in Writing, the relevant decision shall be deemed to be adopted even if the time period for replies in the Procedure in Writing has not yet expired, provided that the Noteholders representing such requisite majority are registered as Noteholders on the list of Noteholders provided by Euroclear Finland in accordance with Condition 13 (*Notices and Right to Information*) on the date when such requisite majority is reached.
- (l) A representative of the Issuer and a person authorized to act for the Issuer may attend and speak at a Noteholders' Meeting.
- (m) Resolutions passed at a Noteholders' Meeting or in the Procedure in Writing shall be binding on all Noteholders irrespective of whether they have been present at the Noteholders' Meeting or participated in the Procedure in Writing, and irrespective of how and if they have voted.
- (n) Resolutions passed at a Noteholders' Meeting or in the Procedure in Writing shall be notified to the Noteholders in accordance with Condition 13 (*Notices and Right to Information*). In addition, Noteholders are obliged to notify subsequent transferees of the Notes of the resolutions of the Noteholders' Meeting or the Procedure in Writing.

The Issuer shall have the right to amend the technical procedures relating to the Notes in respect of payments or other similar matters without the consent of the Noteholders, a Noteholders' Meeting or a Procedure in Writing. For the sake of clarity, any resolution at a Noteholders' Meeting or in a Procedure in Writing, which extends or increases the obligations of the Issuer, or limits, reduces or extinguishes the rights or benefits of the Issuer, shall be subject to the consent of the Issuer.

13. NOTICES AND RIGHT TO INFORMATION

Noteholders shall be advised of any event or circumstance directly or indirectly relating to the Issuer or the Notes by (i) a notice published on the official website of the Issuer, and/or (ii) with a stock exchange release. Alternatively, the Issuer may deliver notices on the Notes in writing directly to the Noteholders at the address appearing on the list of the Noteholders provided by Euroclear Finland in accordance with the below paragraph (or e.g. through Euroclear Finland's book-entry system or account operators of the book-entry system). Any such notice shall be deemed to have been received by the Noteholders when published in the manner specified in this Condition 13. Notwithstanding the foregoing, the Noteholders should be notified of the occurrence of an Event of Default in accordance with Clause 10.

Notwithstanding any secrecy obligation, the Issuer and the Issuer Agent shall, subject to the rules of Euroclear Finland and applicable laws, be entitled to obtain information on the Noteholders from Euroclear Finland and Euroclear Finland shall be entitled to provide such information to the Issuer. Furthermore, the Issuer and the Issuer Agent shall, subject to the rules of Euroclear Finland and applicable laws, be entitled to obtain from Euroclear Finland a list of the Noteholders, provided that it is technically possible for Euroclear Finland to maintain such list. Each Noteholder shall be considered to have given its consent to actions described above by subscribing or purchasing a Note.

Address for notices to the Issuer is as follows:

Tieto Corporation
Attention: Group Treasurer
P.O. Box 2, FI-02101 ESPOO,
Finland

14. FORCE MAJEURE

The Issuer, the Joint Lead Managers, the Issuer Agent or the Paying Agent shall not be responsible for any losses of the Noteholders resulting from:

- (a) action of any authorities, war or threat of war, rebellion or civil unrest;
- (b) disturbances in postal, telephone or electronic communications or the supply of electricity which are due to circumstances beyond the reasonable control of the Issuer, the Joint Lead Managers, the Issuer Agent or the Paying Agent and that materially affect operations of any of them;
- (c) any interruption of or delay in any functions or activities of the Issuer, the Joint Lead Managers, the Issuer Agent or the Paying Agent as a result of fire or other similar disaster;
- (d) any industrial action, such as strike, lockout, boycott or blockade affecting materially the activities of the Issuer, the Joint Lead Managers, the Issuer Agent or the Paying Agent even if it only affects part of the employees of any of them and whether any of them is involved therein or not; or
- (e) any other similar force majeure or hindrance which makes it unreasonably difficult to carry on the activities of the Issuer, the Joint Lead Managers, the Issuer Agent or the Paying Agent.

15. PRESCRIPTION

In case any payment under the Notes has not been claimed by the respective Noteholder entitled to this payment within three (3) years from the original due date thereof, the right to such payment shall be forfeited by such Noteholder and the Issuer shall be permanently free from such payment.

16. LISTING

Following the issue of the Notes, an application will be made to have the Notes listed on the Helsinki Stock Exchange maintained by Nasdaq Helsinki Ltd.

17. PURCHASES

The Issuer may at any time purchase Notes in any manner and at any price. If purchases are made through a tender offer, the possibility to tender must be available to all Noteholders alike subject only to restrictions arising from mandatory securities laws.

The Issuer shall be entitled to cancel, dispose of or hold the Notes purchased in accordance with the first paragraph of this Condition 17.

18. FURTHER ISSUES OF NOTES

The Issuer may from time to time, without the consent of or notice to the Noteholders, create and issue further notes having the same terms and conditions as the Notes in all respects (or in all respects except for the first payment of interest on them, the issue price and/or the minimum subscription amount thereof) by increasing the maximum principal amount of the Notes or otherwise. For the avoidance of doubt, this Condition 18 shall not limit the Issuer's right to issue any other notes.

19. INFORMATION

Copies of the documents relating to the Notes shall be available for inspection during regular office hours at the office of (i) the Issuer at Keilalahdentie 2-4, FI-02150 Espoo, Finland; (ii) OP Corporate Bank plc, Gebhardinaukio 1, FI-00510 Helsinki, Finland, and (iii) Swedbank AB (publ), through Swedbank AB (publ), Finnish Branch, Mannerheimintie 14 B, FI-00101 Helsinki, Finland.

20. APPLICABLE LAW AND JURISDICTION

The Notes are governed by Finnish law.

Any disputes relating to the Notes shall be settled in the first instance at the District Court of Helsinki (Fi: *Helsingin käräjäoikeus*).

ANNEX B - ADDITIONAL INFORMATION ON THE ISSUE OF THE NOTES

Decisions and authorisations:	Authorisation of the Board of Directors of the Issuer dated 25 April 2018.
Type of the Issue:	Individual issue of Notes offered to institutional investors. The maximum principal amount of the Notes (EUR 100,000,000) was issued on 12 September 2018.
Interests of the Lead Managers:	Business interest normal in the financial markets. The Joint Lead Managers will be paid a fee by the Issuer in respect of the offering and issue of the Notes.
Form of the Notes:	Dematerialised securities issued in book-entry form in the book-entry system maintained by Euroclear Finland Oy.
Depository and Settlement System:	Euroclear Finland Oy, address Urho Kekkosen katu 5 C, FI-00100, Helsinki, Finland, Infinity system of Euroclear Finland Oy.
Listing:	Application has been made for the Notes to be admitted to trading on a regulated market on the Helsinki Stock Exchange maintained by Nasdaq Helsinki Ltd.
Estimated time of listing:	On or about 14 September 2018.
Estimated net amount of the proceeds:	Approximately EUR 100,000,000.
Estimated expenses of issue and listing:	Approximately EUR 0.3 million.
Rate of interest of the Notes:	1.375 per cent per annum.
Effective yield of the Notes:	1.476 per cent per annum.
ISIN Code:	FI4000348982
Use of proceeds:	Refinancing and general corporate purposes.

THE ISSUER

Tieto Corporation
Keilalahdentie 2-4
FI-02150 Espoo
Finland

LEAD MANAGERS

OP Corporate Bank plc
Gebhardinaukio 1
00510 Helsinki
Finland

Swedbank AB (publ)
c/o Swedbank AB (publ), Finnish Branch
Mannerheimintie 14 B
FI-00100 Helsinki
Finland

LEGAL ADVISOR TO THE ISSUER

Borenus Attorneys Ltd
Eteläesplanadi 2
FI-00130 Helsinki
Finland

AUDITOR

PricewaterhouseCoopers Oy
Itämerentori 2
FI-00100 Helsinki
Finland