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Tieto Corporation Annual General Meeting 2014-01

Date 20 March 2014, 3:00 - 4:25 pm

Place Finlandia hall, Mannerheimintie 13 e, Helsinki

Participants 548 shareholders representing 46,873,226 shares and votes were present at the meeting, in person or represented by proxy. The participants comprised the shareholders specified in the list of votes adopted at the meeting.

Moreover, participants included members of the Board of Directors, the President and CEO, the company's auditor, representatives of the company's executive management and technical personnel.

1 Opening of the meeting

Markku Pohjola, the Chairman of the Board of Directors, opened the meeting, welcomed the shareholders and gave a brief overview of the activities of the Board of Directors during 2013 and presented the company's remuneration principles. The presentation of the Chairman was attached to the minutes (Appendix 1).

2 Calling the meeting to order

Attorney-at-law Manne Airaksinen was elected as the chairman of the General Meeting and he called General Counsel Jouko Lonka to act as the secretary.

The chairman explained the procedures for handling matters on the agenda of the meeting.

It was noted that the meeting was conducted in Finnish and translated simultaneously into English.

It was noted that the proposals of the Shareholders' Nomination Board had been made public by a stock exchange release on 28 January 2014 and the proposals of the Board of Directors and its Audit and Risk Committee had been made public by a stock exchange release on 6 February 2014. The proposals had been included in the notice of the meeting and made on 6 February 2014 available on the company's website. The proposals were attached to the minutes (Appendices 2, 3 and 4).

The chairman noted that the company had received voting instructions of certain nominee registered shareholders before the meeting and that the custody banks representing these shareholders Nordea Pankki Suomi Oyj (represented by Katariina Mansukoski), Skandinaviska Enskilda Banken AB (represented by Pontus Bäckström) ja Svenska Handelsbanken AB (represented by Iris Rauhalampi) have notified that their clients support or oppose the proposals under



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certain agenda items, or that they abstain from taking part in the decision-making, however without presenting any counterproposal under such agenda items.

The chairman noted that opposing and abstaining votes will be recorded in the minutes, unless a voting shall be conducted. Further, the chairman noted that the opposing votes included in the summary lists shall be recorded to the minutes only to the extent they support a counterproposal eligible for voting.

The summary list of the voting instructions of the shareholders represented by Nordea Pankki Suomi Oyj, Skandinaviska Enskilda Banken AB and Svenska Handelsbanken AB was attached to the minutes (Appendix 5).

3 Election of persons to scrutinize the minutes and to supervise the counting of votes

Carita Finni and Lauri Vaittinen were elected to scrutinize the minutes of the meeting and to supervise the counting of votes, if needed.

4 Recording the legality of the meeting

It was noted that the notice of the meeting had been made public in its entirety by a stock exchange release on 6 February 2014 and published on the same date on the company's website www.tieto.com/agm. It was also noted that newspaper advertisements regarding the notice had been published in Helsingin Sanomat and Dagens Nyheter on 10 February 2014.

It was noted that the General Meeting had been legally convened in accordance with the provisions of Articles of Association and the Companies Act and therefore constituted a quorum.

Extracts of the notice of the meeting and advertisements published in the aforementioned newspapers were attached to the minutes (Appendices 6, 7 and 8).

5 Recording the attendance at the meeting and adoption of the list of votes

A list of attendees as of the beginning of the meeting and a list of votes represented at the meeting were presented, according to which 548 shareholders were present either in person, by legal representative or by proxy. It was noted that 46,873,226 shares and votes were represented at the beginning of the meeting.

The list of attendees at the beginning of the meeting and the list of votes were attached to the minutes (Appendix 9). It was noted that the list of votes will be adjusted to correspond to the attendance at the beginning of a possible vote.

It was recorded that according to the Articles of Association, no shareholder is allowed to vote with more than one fifth (1/5) of the votes represented at the meeting, i.e. with more than 9,374,645 votes.



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6 Presentation of the annual accounts, the report of the Board of Directors and the auditor's report for the year 2013

The President and CEO Kimmo Alkio presented a review of the company's operations in 2013, company's services as well as issues relating to the execution of the company's strategy. The President and CEO's review was attached to the minutes (Appendix 10).

The annual accounts for the financial year 2013, consisting of the income statement, balance sheet, cash flow statement, notes to the financial statements and the consolidated annual accounts as well as the report by the Board of Directors, were presented.

It was noted that the company's annual accounts had been available on the company's website since 20 February 2014, in addition to which they were available at the meeting venue. The documents were attached to the minutes (Appendix 11).

The auditor's report was presented and attached to the minutes (Appendix 12).

7 Adoption of the annual accounts

The General Meeting **resolved** to adopt the annual accounts for the financial year 2013.

Under this agenda item 65,300 abstaining votes of nominee registered shareholders were recorded.

8 Resolution on the use of the profit shown on the balance sheet and the payment of dividend

It was noted that the distributable funds according to the parent company's balance sheet as at 31 December 2013 were EUR 685,450,876.43.

It was noted that the Board of Directors had proposed to the General Meeting that a dividend of EUR 0.90 per share be paid which corresponds approximately to EUR 65.5 million based on the amount of shares as per the General Meeting date. According to the proposal, the dividend shall be paid to shareholders who on the record date of the dividend payment 25 March 2014 are recorded in the shareholders' register held by Euroclear Finland Oy or in the register held by Euroclear Sweden AB. According to the proposal, the dividend shall be paid out as from 10 April 2014. It was noted that dividend shall not be paid for own shares in the company's and its subsidiaries' possession, in total 510,620 shares on the date of the General Meeting. The proposal of the Board of Directors was attached to the minutes (Appendix 3).

The General Meeting **resolved**, in accordance with the proposal by the Board of Directors, that a dividend of EUR 0.90 per share be paid. The dividend shall be paid to shareholders who on the record date of the dividend payment 25 March 2014 are recorded in the shareholders' register held by Euroclear



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Finland Oy or register held by Euroclear Sweden AB. The dividend shall be paid out as from 10 April 2014.

Under this agenda item 164,119 opposing votes and 17,723 abstaining votes of nominee registered shareholders were recorded.

9 Resolution on the discharge of the members of the Board of Directors and the President and CEO from liability

It was noted that the discharging from liability concerned the following persons:

- members of the Board of Directors as elected by the General Meeting: Kurt Jofs, Eva Lindqvist, Sari Pajari, Risto Perttunen, Markku Pohjola, Teuvo Salminen, Ilkka Sihvo and Jonas Synnergren,
- members of the Board of Directors as elected by the personnel: Jari Länsivuori and Ingela Öhlund their personal deputies Anders Palklint and Esa Koskinen as well as Anders Eriksson who acted as personnel representative until Annual General Meeting 2013, and
- President and CEO Kimmo Alkio.

The General Meeting **resolved** to discharge the members and deputy members of the Board of Directors and the President and CEO from liability.

Under this agenda item 242,572 opposing votes and 65,300 abstaining votes of nominee registered shareholders were recorded.

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

Member of the Shareholders' Nomination Board Timo Ritakallio reported on how the work of the Nomination Board was conducted and proposals were prepared. The report was attached to the minutes (Appendix 13).

It was recorded that the Shareholders' Nomination Board had proposed to the General Meeting that the Board of Directors to be elected for the term of office starting at the end of this Annual General Meeting and expiring at the closing of Annual General Meeting 2015 shall be paid remuneration in accordance with the proposal attached to the minutes (Appendix 2).

The General Meeting **resolved**, in accordance with the proposal of the Shareholders' Nomination Board, that the following annual remuneration be paid from the term of office starting at the end of this General Meeting and expiring at the closing of General Meeting 2015:

- Chairman of the Board EUR 72,000,
- Deputy Chairman of the Board EUR 48,000,
- ordinary members of the Board of Directors EUR 31,500,



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- to the Chairman of Board Committee EUR 48,000 unless the same individual is also the Chairman or Deputy Chairman of the Board. Further, the member of the Board shall be paid a meeting fee of EUR 800 for each Board meeting and for each its permanent or temporary committee meeting.

The General Meeting **resolved**, in accordance with the proposal of the Shareholders' Nomination Board that 40% of the fixed annual remuneration shall be paid in Tieto Corporation's shares purchased from the market. The shares shall be purchased within two weeks from the release of the company's interim report 1 January – 31 March 2014.

Under this agenda item 17,723 abstaining votes of nominee registered shareholders were recorded.

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

It was noted that, in accordance with the Articles of Association, the Board of Directors shall have at least six (6) and at most twelve (12) members.

It was noted that the Shareholders' Nomination Board had proposed to the General Meeting that the number of members of the Board of Directors shall be eight (8).

The proposal of the Shareholders' Nomination Board was attached to the minutes (Appendix 2).

The General Meeting **resolved**, in accordance with the proposal of the Shareholders' Nomination Board, to confirm that the number of the Board of Directors shall be eight (8).

It was noted that Tieto Group has made an agreement on personnel representation in the administration of the Group in accordance with the Act on Personnel Representation in the Administration of Undertakings, and that as stipulated in this agreement, the personnel shall elect two ordinary members and their personal deputies to the Board of Directors in addition to the members elected by the General Meeting.

Under this agenda item 17,723 abstaining votes of nominee registered shareholders were recorded.

Shareholder Ritva Siipi notified that she opposes the election of the personnel representatives to the Board of Directors and wishes to have her opinion recorded in the minutes, but she did not demand a vote in the matter.

12 Election of members of the Board of Directors

It was noted that according to the Articles of Association the members of the Board of Directors are elected for one year at a time, and that the term of a member begins from the closing of the General Meeting at which he or she has

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been elected and expires at the closing of the first Annual General Meeting following the election.

It was noted that the Shareholders' Nomination Board had proposed to the Annual General Meeting that the Board of Directors for a term of office commencing at the closing of this General Meeting and expiring at the closing of the Annual General Meeting 2015 shall be elected in accordance with the proposal of the Shareholders' Nomination Board attached to the minutes (Appendix 2).

The General Meeting **resolved**, in accordance with the proposal of the Shareholders' Nomination Board, that the following individuals be re-elected as members of the Board of Directors for a term of office commencing at the closing of this General Meeting and expiring at the closing of the Annual General Meeting 2015: Kurt Jofs, Eva Lindqvist, Risto Perttunen, Sari Pajari, Markku Pohjola, Teuvo Salminen and Jonas Synnergren and Endre Rangnes elected as new member.

The General Meeting **resolved**, in accordance with the proposal of the Shareholders' Nomination Board, to elect Markku Pohjola as the Chairman of the Board.

It was **noted and recorded** that Anders Palkint (deputy Marita Ekblom) and Esa Koskinen (deputy Ilpo Waljus) are the members elected by the personnel.

Under this agenda item 17.723 abstaining votes of nominee registered shareholders were recorded.

13 Resolution on the remuneration of the auditor

It was noted that the Audit and Risk Committee of the Board of Directors had proposed to the Annual General Meeting that the auditor to be elected be reimbursed according to the auditor's invoice and in compliance with the purchase principles approved by the committee. The proposal of the Audit and Risk Committee of the Board of Directors was attached to the minutes (Appendix 4).

The General Meeting **resolved** that the auditor be reimbursed according to the auditor's invoice and in compliance with the purchase principles approved by the committee.

Under this agenda item 3,939,822 opposing votes and 20,223 abstaining votes of nominee registered shareholders were recorded.

14 Election of the auditor

According to the Articles of Association the company has one auditor which shall be a firm of authorized public accountants approved by the Central Chamber of Commerce. The term of the auditor expires at the closing of the first Annual General Meeting following the election. During the previous financial year



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PricewaterhouseCoopers Oy has acted as the auditor of the company and CPA Kim Karhu has acted as the responsible auditor.

It was noted that the Audit and Risk Committee of the Board of Directors had proposed to the General Meeting that PricewaterhouseCoopers Oy be re-elected as the auditor of the company for a term of office expiring at the end of the next Annual General Meeting. The proposal of the Audit and Risk Committee was attached to the minutes (Appendix 4). PricewaterhouseCoopers Oy has notified that CPA Tomi Hyryläinen would act as the responsible auditor.

The General Meeting **resolved**, in accordance with the proposal of the Audit and Risk Committee, that PricewaterhouseCoopers Oy be re-elected as the auditor of the company for a term of office expiring at the end of the Annual General Meeting 2015.

Under this agenda item 21,588 abstaining votes of nominee registered shareholders were recorded.

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

It was noted that the Board of Directors had proposed to the Annual General Meeting that the Board of Directors be authorized to decide on the repurchase of the company's own shares as follows:

- The amount of own shares to be repurchased shall not exceed 7 200 000 shares, which corresponds to approximately 10% of all of the shares in the company. Only the unrestricted equity of the company can be used to repurchase of own shares.
- The company's own shares can be repurchased at a price formed in public trading on the date of the repurchase or at a price that has otherwise been formed on the market.
- The Board of Directors decides how the share repurchase will be carried out. Own shares can be repurchased, inter alia, by using derivatives. The company's own shares can be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase).
- The authorization cancels previous unused authorizations by the General Meeting to decide on the repurchase of the company's own shares.
- The authorization is effective until the next Annual General Meeting, however, no later than until 30 April 2015.

The proposal of the Board of Directors was attached to the minutes (Appendix 3).

The General Meeting **resolved** to authorize the Board of Directors to decide on the repurchase of the company's own shares in accordance with the proposal of the Board of Directors.



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Under this agenda item 263,072 opposing votes and 17,723 abstaining votes of nominee registered shareholders were recorded.

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

It was noted that the Board of Directors had proposed to the Annual General Meeting that the Board of Directors was authorized to decide on the issuance of shares as well as on the issuance of option rights and other special rights entitling to shares referred to in chapter 10 section 1 of the Companies Act in one or more tranches.

- The amount of shares to be issued based on the authorization (including shares to be issued based on the special rights) shall not exceed 7 200 000 shares, which currently corresponds to approximately 10% of all the shares in the company.
- However, out of the above maximum amount of shares to be issued no more than 700 000 shares, currently corresponding to less than 1% of all of the shares in the company, may be issued as part of the company's share-based incentive programs.
- The Board of Directors decides on the terms and conditions of the issuance of shares and of special rights entitling to shares. The authorization concerns both the issuance of new shares as well as the transfer of treasury shares. The issuance of shares and of special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive right (directed issue).
- The authorization cancels previous unused authorizations to decide on the issuance of shares and on the issuance of options and other special rights entitling to shares.
- The authorization is effective until the next Annual General Meeting, however, no later than until 30 April 2015.

The proposal of the Board of Directors was attached to the minutes (Appendix 3).

The General Meeting **resolved** to authorize the Board of Directors to decide on the issuance of shares as well as on the issuance of option rights and other special rights entitling to shares referred to in chapter 10 section 1 of the Companies Act in accordance with the proposal of the Board of Directors.

Under this agenda item 17,723 abstaining votes of nominee registered shareholders were recorded.

17 Closing of the meeting

It was recorded that all the decisions of the General Meeting had been made unanimously unless otherwise indicated in the minutes.



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The chairman noted that the items on the agenda had been attended to and that the minutes of the meeting would be available on the company's website as from 3 April 2014.

The chairman announced the General Meeting closed.

Chairman of the meeting

In witness thereof

Manne Airaksinen
Chairman

Jouko Lonka
Secretary

Minutes reviewed and approved by

Carita Finni
Scrutinizer

Lauri Vaittinen
Scrutinizer

Appendices

- 1 Presentation of the Chairman of the Board of Directors
- 2 Proposals of the Shareholders' Nomination Board
- 3 Proposals of the Board of Directors
- 4 Proposals of the Audit and Risk Committee of the Board of Directors
- 5 Summary of voting instructions
- 6 Notice of the General Meeting as published on the company's website
- 7 Advertisement regarding the notice of the meeting in Helsingin Sanomat
- 8 Advertisement regarding the notice of the meeting in Dagens Nyheter
- 9 Attendance situation and list of votes
- 10 The President and CEO's review
- 11 Financial statements for 2013
- 12 Auditor's report
- 13 Report of the Shareholders' Nomination Board

