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# Notice to the Annual General Meeting of Tieto Corporation

Notice is given to the shareholders of Tieto Corporation to the Annual General Meeting to be held on Thursday 20 March 2014 at 3.00 p.m. (EET) at Finlandia hall (congress swing, hall A), address Mannerheimintie 13 e, 00100 Helsinki, Finland. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 2.00 p.m. (EET).

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

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

- 1 Opening of the meeting**
- 2 Calling the meeting to order**
- 3 Election of persons to scrutinize the minutes and to supervise the counting of votes**
- 4 Recording the legality of the meeting**
- 5 Recording the attendance at the meeting and adoption of the list of votes**
- 6 Presentation of the annual accounts, the report of the Board of Directors and the auditor's report for the year 2013**
  - Review by the CEO
- 7 Adoption of the annual accounts**
- 8 Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.90 per share be paid from the distributable assets for the financial year that ended on 31 December 2013. The dividend shall be paid to shareholders who on the record date for the dividend payment on 25 March 2014 are recorded in the shareholders' register held by Euroclear Finland Oy or the register of Euroclear Sweden AB. The dividend shall be paid as from 10 April 2014.
- 9 Resolution on the discharge of the members of the Board of Directors and the CEO from liability**



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

The Shareholders' Nomination Board proposes that the remuneration of the Board of Directors will be annual fees and remain unchanged: EUR 72 000 to the Chairman, EUR 48 000 to the Deputy Chairman and EUR 31 500 to the ordinary members of the Board of Directors. The same fee as to the Board Deputy Chairman will be paid to the Chairman of Board Committee unless the same individual is also the Chairman or Deputy Chairman of the Board. In addition to these fees it is proposed that the member of the Board of the Directors be paid a remuneration of EUR 800 for each Board meeting and for each permanent or temporary committee meeting. It is the company's practice not to pay fees to Board members who are also employees of the Tieto Group.

The Shareholders' Nomination Board proposes that 40% of the fixed annual remuneration be paid in Tieto Corporation's shares purchased from the market. The shares will be purchased within two weeks from the release of the interim report January 1 – March 31, 2014. According to the proposal, the Annual General Meeting will resolve to acquire the shares directly on behalf of the members of the Board which is an approved manner to acquire the company's shares in accordance with the applicable insider rules. The Shareholders' Nomination Board is of the opinion that increasing long-term shareholding of the Board members will benefit all the shareholders.

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

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

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

The Shareholders' Nomination Board proposes to the Annual General Meeting that the current Board members Kurt Jofs, Eva Lindqvist, Sari Pajari, Risto Perttunen, Markku Pohjola, Teuvo Salminen and Jonas Synnergren be re-elected and in addition Endre Rangnes is proposed to be elected as a new Board member. Ilkka Sihvo has informed that he is not available for re-election. The Shareholders' Nomination Board proposes that Markku Pohjola shall be re-elected as the Chairman of the Board of Directors.

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

Endre Rangnes (born 1959) is the CEO of Lindorff Group, a market-leading European provider of debt-related administrative services. Previously, he has held various positions at IBM, among others the Managing Director of IBM Norway. He has also earlier acted as President of EVRY ASA, the largest IT company in Norway. He has graduated as a Bachelor of Business Administration from Oslo Business School.

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

In addition to the above, the company's personnel shall appoint two members, each with a personal deputy, to the Board of Directors. The term of office for the personnel representatives is two years and Esa Koskinen (deputy Ilpo Waljus) and Ingela Öhlund (deputy Anders Palkint) are appointed to the Board until the Annual General Meeting 2016.

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

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

### **14 Election of auditor**

The Audit and Risk Committee of the Board of Directors proposes to the Annual General meeting that the firm of authorized public accountants PricewaterhouseCoopers Oy be re-elected as the company's auditor for the financial year 2014.

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

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

The amount of own shares to be repurchased shall not exceed 7 200 000 shares, which currently corresponds to approximately 10 % of all the shares in the company. Only the unrestricted equity of the company can be used to repurchase own shares.

Own shares can be repurchased at a price formed in public trading on the date of the repurchase or at a price otherwise formed on the market.

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

The authorization cancels previous unused authorizations to decide on the repurchase of the company's own shares. The authorization is effective until the next Annual General Meeting, however, no longer than until 30 April 2015.

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

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide on the issuance of shares as well as on the issuance of option rights and other special rights entitling to shares

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referred to in chapter 10 section 1 of the Companies Act in one or more tranches as follows:

The amount of shares to be issued based on the authorization (including shares to be issued based on the special rights) shall not exceed 7 200 000 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, option rights 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 longer than until 30 April 2015.

## 17 Closing of the meeting

### B. Documents of the Annual General Meeting

The agenda of the Annual General Meeting, the proposals of the Board of Directors, the Audit and Risk Committee and the Shareholders' Nomination Board and this notice are available on the company's website [www.tieto.com/agm](http://www.tieto.com/agm). The annual report, the report of the Board of Directors and the auditor's report of Tieto Corporation are available on the website during the week commencing on 17 February 2014. These documents are also available at the meeting. Copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the meeting will be available on the company's website latest on 3 April 2014.

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

#### 1 Shareholders registered in the shareholders' register

Each shareholder, who is registered on 10 March 2014 in the shareholders' register of the company held by Euroclear Finland Oy, has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her Finnish book-entry account, is registered in the shareholders' register of the company.

A shareholder, who is registered in the shareholders' register of the company and wants to participate in the Annual General Meeting, shall register for the meeting no later than 17 March at 3.00 p.m. (EET) by giving a prior notice of participation,



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which shall be received by the company no later than on the abovementioned date. Such notice can be given:

- through Tieto's website at [www.tieto.com/agm](http://www.tieto.com/agm)
- by e-mail [agm@tieto.com](mailto:agm@tieto.com)
- by phone +358 20 727 1740 (Mon-Fri 9.00 a.m.-3.00 p.m. EET)
- by telefax +358 20 602 0232 or
- by mail to Tieto, Legal/AGM, P.O. Box 38, FI-00441 Helsinki, Finland.

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

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

## 2 Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the general meeting by virtue of such shares, based on which he/she on the record date of the general meeting, i.e. on 10 March 2014, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Oy. The right to participate in the general meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Oy at the latest by 17 March 2014 by 10 a.m. (EET). As regards nominee registered shares this constitutes due registration for the general meeting.

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

Further information on these matters can be found on the company's website ([www.tieto.com/agm](http://www.tieto.com/agm)).



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### 3 Shares registered in Euroclear Sweden AB

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

- 1 be registered in the shareholders' register maintained by Euroclear Sweden AB not later than on 10 March 2014.

Shareholders whose shares are registered in the name of a nominee must, in order to be eligible to request a temporary registration in the shareholders' register of Tieto Abp maintained by Euroclear Finland Oy, request that their shares are re-registered in their own names in the register of shareholders maintained by Euroclear Sweden AB, and procure that the nominee sends the above mentioned request for temporary registration to Euroclear Sweden AB on their behalf. Such reregistration must be made as of 10 March 2014 and the nominee should therefore be notified well in advance before said date.

- 2 request temporary registration in the shareholders' register of Tieto Abp maintained by Euroclear Finland Oy. Such request shall be submitted in writing to Euroclear Sweden AB no later than on 12 March 2014 at 15:00 Swedish time.

Further information about attending the AGM is found on the company homepage [www.tieto.com/agm](http://www.tieto.com/agm).

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

### 4 Proxy representative and powers of attorney

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

Possible proxy documents should be delivered in originals to Tieto, Legal/AGM, P.O. Box 38, FI-00441 Helsinki, Finland before 17 March 2014.

### 5 Other instructions and information

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



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On the date of this notice to the Annual General Meeting the total number of shares and votes in Tieto Corporation is 73 143 467.

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

Helsinki, 5 February 2014

**Tieto Corporation**  
Board of Directors

