

Tieto Corporation Annual General Meeting 2019-01

Date 21 March 2019, 4:00- 17:30 p.m. (EET)

Place Headquarters of Tieto Corporation, Keilalahdentie 2-4, Espoo, Finland

Participants 516 shareholders representing 50,600,467 shares and votes were present at the meeting, in person or represented by proxy. The shareholders as well as their representatives and assistants have been specified in the list of votes adopted at the meeting.

Moreover, participants included all the members of the Board of Directors except for Jonas Synnergren, the proposed members for the Board of Directors, the President and CEO, the company's responsible auditor, representatives of the company's executive management and technical personnel.

1 Opening of the meeting

Kurt Jofs, the Chairman of the Board of Directors, opened the meeting, welcomed the shareholders 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 Deputy General Counsel Esa Hyttinen 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 23 January 2019 and the proposals of the Board of Directors had been made public by a stock exchange release on 6 February 2019. The proposals had been included in the notice of the meeting and kept available on the company's website as from 23 January 2019 and 6 February 2019. The proposals were attached to the minutes (Appendices 2 and 3).

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 have stated that their clients support or oppose the proposals under 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 unless there will be a vote, the opposing and abstaining votes will be recorded in the minutes. Further, the chairman noted that the opposing votes included in the summary lists shall be recorded in 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 the custody banks was attached to the minutes (Appendix 4).

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

Jari Eskelinen and Mari Vanninen 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 2019 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 8 February 2019.

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 5, 6 and 7).

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 516 shareholders were present either in person, by legal representative or by proxy. It was noted that 50,600,467 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 8). 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 10,120,091 votes based on the situation at the beginning of the meeting.

6 Presentation of the annual accounts, the report of the Board of Directors and the auditor's report for the year 2018

The Chairman of the Board of Directors Kurt Jofs reported on the activities of the Board during the financial year 2018. The President and CEO Kimmo Alkio presented a review of the company's operations in 2018, including highlights in the financial statements and report of the Board of Directors, and issues relating to the company's services and the execution of the strategy. The presentation of the Board Chairman and the President and CEO's review were attached to the minutes (Appendices 1 and 9).

The annual accounts for the period of 1 January 2018 – 31 December 2018, 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 28 February 2019, in addition to which they were available at the meeting venue. The documents were attached to the minutes (Appendix 10).

The auditor's report was presented and attached to the minutes (Appendix 11). The responsible auditor Jukka Vattulainen described the audit work and his presentation was attached to the minutes (Appendix 12).

7 Adoption of the annual accounts

The General Meeting **resolved** to adopt the annual accounts for the period 1 January 2018 – 31 December 2018.

Under this agenda item 34,048 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 2018 were approximately EUR 625 million.

It was noted that the Board of Directors had proposed to the General Meeting that based on financial year 2018 a dividend of EUR 1.45 per share be paid. The proposal consisted an ordinary dividend of EUR 1.25 and an additional dividend of EUR 0.20. The proposal corresponds approximately to EUR 107 million in aggregate. According to the proposal, the dividend shall be paid to shareholders who on the record date of the dividend payment 25 March 2019 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 9 April 2019. The proposal of the Board of Directors was attached to the minutes (Appendix 3).

The General Meeting **resolved**, in accordance with the proposal of the Board of Directors, that a dividend of EUR 1.45 per share be paid from the distributable funds of the parent company. The dividend shall be paid to shareholders who on the record date of the dividend payment 25 March 2019 are recorded in the shareholders' register held by Euroclear Finland Oy or register held by Euroclear Sweden AB. The dividend shall be paid out as from 9 April 2019.

Under this agenda item 97,386 opposing 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 concerns all persons having served either as a member of the Board of Directors or as a deputy member during the financial year as well as the President and CEO.

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 35,339 opposing votes and 54,048 abstaining votes of nominee registered shareholders were recorded.

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

Chairman of the Shareholders' Nomination Board Martin Oliw reported on the work of the Nomination Board and the preparation of the proposals made to the General Meeting. The report was attached to the minutes (Appendix 13).

It was recorded that the Shareholders' Nomination Board had proposed to the General Meeting that remuneration to 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 the Annual General Meeting 2020 be paid in accordance with the proposal attached to the minutes (Appendix 2). It was recorded that the Shareholders' Nomination Board had clarified its proposal so that also to the Chairman of the Board of Directors be paid meeting fee (Appendix 2a).

The General Meeting **resolved**, in accordance with the amended proposal of the Shareholders' Nomination Board, that the following remuneration be paid for the term of office starting at the end of this General Meeting and expiring at the closing of Annual General Meeting 2020:

- Chairman of the Board EUR 98,000,
- Deputy Chairman of the Board EUR 58,000,
- ordinary members of the Board of Directors EUR 38,000,

- Chairman of Board Committee EUR 58,000 unless the same individual is also the Chairman or Deputy Chairman of the Board.

According to the amended proposal the Chairman of the Board of Directors, the Deputy Chairman of the Board of Directors and the members of the Board of Directors would also be paid a remuneration of EUR 800 for each Board meeting and for each permanent or temporary Board committee meeting.

No remuneration shall be paid to Board members who are also employees of Tieto Group.

It was noted that the Shareholders' Nomination Board is of the opinion that increasing long-term shareholding of the Board members will benefit all the shareholders. Every member of the Board of Directors is expected to over a five year period accumulate a shareholding in Tieto that exceeds his/her one-time annual remuneration.

Part of the fixed annual remuneration may be paid in Tieto Corporation's shares purchased from the market. An elected member of the Board of Directors may, at his/her discretion, choose to receive the fee from the following five alternatives:

- (i) No cash, 100 percent in shares
- (ii) 25 percent in cash, 75 percent in shares
- (iii) 50 percent in cash, 50 percent in shares
- (iv) 75 percent in cash, 25 percent in shares, or
- (v) 100 percent in cash, no shares.

The shares will be purchased in accordance with an acquisition program prepared by the company. If the remuneration cannot be paid in shares due to insider regulation, termination of the Board member's term of office or other reason relating to the member of the Board, the remuneration shall be paid fully in cash.

Under this agenda item 20,000 opposing 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.

12 Election of members of the Board of Directors and Chairman

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 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 be elected in accordance with the proposal attached to the minutes (Appendix 2) for a term of office commencing at the closing of this General Meeting and expiring at the closing of the next Annual General Meeting.

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 next Annual General Meeting: Kurt Jofs, Harri-Pekka Kaukonen, Timo Ahopelto, Liselotte Högertz Engstam, Johanna Lamminen and Endre Rangnes, and that Tomas Franzén and Niko Pakalén be elected as new members.

The General Meeting **resolved** in accordance with the proposal of the Shareholders' Nomination Board to elect Kurt Jofs as the chairman of the Board of Directors.

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

Under this agenda item 116,629 abstaining votes of nominee registered shareholders were recorded.

13 Resolution on the remuneration of the auditor

Chairman of the Audit and Risk Committee of the Board of Directors Harri-Pekka Kaukonen reported on the preparation of the proposals regarding the auditors. The presentation was attached to the minutes (Appendix 14).

It was noted that the Board of Directors had proposed to the Annual General Meeting, in accordance with the recommendation of the Audit and Risk Committee, 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 Board of Directors was attached to the minutes (Appendix 3).

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

Under this agenda item 551,195 opposing votes of nominee registered shareholders were recorded.

14 Election of the auditor

According to the Articles of Association the company has one auditor. The term of the auditor expires at the closing of the first Annual General Meeting following the election.

It was noted that the Board of Directors had proposed to the General Meeting, in accordance with the recommendation of the Audit and Risk Committee, that Deloitte Oy be 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 Board of Directors was attached to the minutes (Appendix 3). Deloitte Oy has stated that CPA Jukka Vattulainen would act as the responsible auditor.

The General Meeting **resolved**, in accordance with the proposal of the Board of Directors, that Deloitte Oy be elected as the auditor of the company for a term of office expiring at the end of the Annual General Meeting 2020.

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 7,400,000 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 2020.

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.

Under this agenda item 51,701 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 7,400,000 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 as well as of option rights and other special rights entitling to shares. The authorization concerns both the issuance of new shares as well as the transfer of treasury shares. The issuance of shares as well as of option rights and other special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive right (directed issue).
- The authorization cancels previous unused authorizations to decide on the issuance of shares as well as on the issuance of option rights and other special rights entitling to shares. The authorization is effective until the next Annual General Meeting, however, no longer than until 30 April 2020.

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 39,478 opposing 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.

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 4 April 2019.

The chairman announced the General Meeting closed.

Chairman of the meeting

In witness thereof

MANNE AIRAKSINEN
Manne Airaksinen
chairman

ESA HYTTINEN
Esa Hyttinen
secretary

Minutes reviewed and approved by

JARI ESKELINEN
Jari Eskelinen
scrutinizer

MARI VANNINEN
Mari Vanninen
scrutinizer

Appendices

- 1 Presentation of the Chairman of the Board of Directors
- 2 Proposals of the Shareholders' Nomination Board
 - 2a Amended proposal of the Shareholders' Nomination Board for the remuneration of the Board of Directors
- 3 Proposals of the Board of Directors
- 4 Summary of voting instructions
- 5 Notice of the General Meeting as published on the company's website
- 6 Advertisement regarding the notice of the meeting, Helsingin Sanomat
- 7 Advertisement regarding the notice of the meeting, Dagens Nyheter
- 8 Attendance status report and list of votes
- 9 The President and CEO's review
- 10 Financial statements for 2018
- 11 Auditor's report
- 12 Responsible auditor's speech
- 13 Report of the Shareholders' Nomination Board
- 14 Speech of the Chairman of the Audit and Risk Committee of the Board of Directors