



Proposals of the Board of Directors of TietoEVERY Corporation to the Annual General Meeting to be held on 24 March 2022

TietoEVERY Corporation STOCK EXCHANGE RELEASE 17 February 2022 8.05 a.m. EET

The Annual General Meeting ("AGM") of Shareholders of TietoEVERY Corporation (the "Company") shall be held on Thursday, 24 March 2022 at 4 p.m. (Finnish time) at Company's premises, address Keilalahdentie 2-4, 02150 Espoo, Finland. The Board of Directors of the Company has decided that the AGM will be held under exceptional meeting procedures based on the legislative act concerning temporary deviations from the Finnish Companies Act (375/2021).

The AGM will be held without the presence of shareholders or their representatives in order to hold the meeting in a predictable manner, taking into consideration the health and safety of the Company's shareholders, personnel and other stakeholders. This means that the shareholders of the Company and their proxy representatives may participate in the meeting and exercise shareholder rights only through voting in advance as well as by making counterproposals and presenting questions in advance.

The Company will publish the notice of the AGM on or about 2 March 2022, which will include more detailed information on participation in and voting at the meeting. The notice of the AGM will also include more detailed information on making counterproposals and presenting questions. The deadline for making counterproposals is planned to be on 7 March 2022 at 12:00 noon (Finnish time), and the deadline for presenting questions to the Company's management pursuant to Chapter 5, Section 25 of the Finnish Companies Act is planned to be on 11 March 2022 at 4.00 p.m. (Finnish time). The registration period and advance voting period for the AGM are planned to commence on 8 March 2022 at 10.00 a.m. (Finnish time), after the deadline for delivering counterproposals to be put to a vote has expired.

In addition to the proposals of the Board of Directors presented below, the proposals by the Shareholders' Nomination Board to the AGM regarding the composition and remuneration of the Board of Directors have been announced by a separate stock exchange release on 31 January 2022.

1. Distribution of dividend

The Board of Directors proposes to the AGM that, based on the balance sheet to be adopted for the financial year, which ended 31 December 2021, a dividend in the total amount of EUR 1.40 per share be paid from the distributable funds of the Company in two instalments as follows:

- The first dividend instalment of EUR 0.70 per share shall be paid to shareholders who on the record date for the first dividend instalment on 28 March 2022 are registered in the shareholders' register maintained by Euroclear Finland Oy or the registers maintained by Euroclear Sweden AB or Verdipapirsentralen ASA (VPS). The first dividend instalment shall be paid beginning from 6 April 2022 in accordance with the procedures applicable in Euroclear Finland, Euroclear Sweden and the VPS.
- The second dividend instalment of EUR 0.70 per share shall be paid to shareholders who on the record date for the second dividend instalment on 26 September 2022 are registered in the shareholders' register maintained by Euroclear Finland Oy or the registers maintained by Euroclear Sweden AB or Verdipapirsentralen ASA (VPS). The second dividend instalment shall be paid beginning from 5 October 2022 in accordance with the procedures applicable to Euroclear Finland, Euroclear Sweden and the VPS.

Dividends payable to Euroclear Sweden-registered shares will be forwarded by Euroclear Sweden AB and paid in Swedish crowns. Dividends payable to VPS-registered shares will be forwarded by Nordea Bank Plc's branch in Norway and paid in Norwegian crowns.

2. Remuneration Report

The Board of Directors presents the Remuneration Report for the financial year 2021 and proposes that the AGM adopt the report. The Remuneration Report (to be published on 2 March) and Remuneration Policy are available at www.tietoevry.com/agm. The AGM's resolution on the adoption of the Remuneration Report is advisory.

3. Remuneration of the auditor

The Board of Directors proposes to the AGM, in accordance with the recommendation of the Audit and Risk Committee of the Board of Directors, that the auditor to be elected at the AGM be reimbursed according to the auditor's invoice and in compliance with the purchase principles approved by the Committee.

4. Election of the auditor

The Board of Directors proposes to the AGM, in accordance with the recommendation of the Audit and Risk Committee of the Board of Directors, that the firm of authorized public accountants Deloitte Oy be re-elected as the Company's auditor for the financial year 2022. The firm of authorized public accountants Deloitte Oy has notified that APA Jukka Vattulainen will act as the auditor with principal responsibility.

5. Authorizing the Board of Directors to decide on the repurchase of the Company's own shares

The Board of Directors proposes to the AGM that the Board of Directors be authorized to decide on the repurchase of the Company's own shares as follows:

- The number of own shares to be repurchased shall not exceed 11 800 000 shares, which currently corresponds to approximately 10% of all the shares in the Company. Only the unrestricted equity of the Company can be used to repurchase own shares.
- Own shares can be repurchased at a price formed in public trading on the date of the repurchase or at a price otherwise formed on the market.
- The Board of Directors decides how the share repurchase will be carried out. Own shares can be repurchased inter alia by using derivatives. The Company's own shares can be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase).

The authorization cancels previous unused authorizations to decide on the repurchase of the Company's own shares. The authorization is effective until the next AGM, however, no longer than until 28 April 2023.

6. Authorizing the Board of Directors to decide on the issuance of shares as well as on the issuance of option rights and other special rights entitling to shares

The Board of Directors proposes to the AGM that the Board of Directors be authorized to decide on the issuance of shares as well as on the issuance of option rights and other special rights entitling to shares referred to in chapter 10 section 1 of the Finnish Companies Act in one or more instalments as follows:

- The number of shares to be issued based on the authorization (including shares to be issued based on the special rights) shall not exceed 11 800 000 shares, which currently corresponds to approximately 10% of all the shares in the Company. However, out of the above maximum number of shares to be issued, no more than 950,000 shares, currently corresponding to less than 1% of all of the shares in the Company, may be issued as part of the Company's share-based incentive programs.
- The Board of Directors decides on the terms and conditions of the issuance of shares as well as of option rights and other special rights entitling to shares. The authorization concerns both the issuance of new shares as well as the transfer of treasury shares. The issuance of shares as well as of option rights and other special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive right (directed issue).

The authorization cancels previous unused authorizations to decide on the issuance of shares as well as on the issuance of option rights and other special rights entitling to shares. The authorization is effective until the next AGM, however, no longer than until 28 April 2023.

7. Amendment to the Articles of Association

On 19 January 2022, the Company published its renewed brand and identity, which included a new logo for the Company. In order to align the Company's business name with the new brand and logo, the Board of Directors proposes to the AGM that section 1 of the Articles of Association be amended to read as follows:

"1 § Company name and domicile

The company name in Finnish is Tietoevry Oyj, in Swedish Tietoevry Abp and in English Tietoevry Corporation.

The domicile of the company is Espoo, Finland."

16 February 2022

TietoEVRY Corporation

Board of Directors

For further information, please contact:

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Tietoevry creates purposeful technology that reinvents the world for good. We are a leading technology company with a strong Nordic heritage and global capabilities. Based on our core values of openness, trust and diversity, we work with our customers to develop digital futures where businesses, societies, and humanity thrive.

Our 24 000 experts globally specialize in cloud, data, and software, serving thousands of enterprise and public sector customers in more than 90 countries. Tietoevry's annual turnover is approximately EUR 3 billion and the company's shares are listed on the NASDAQ exchange in Helsinki and Stockholm, as well as on Oslo Børs. www.tietoevry.com