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**Tieto discloses information on a governance agreement between Lyngen Holdco S.A.R.L, Cevian Capital Partners Limited and Solidium Oy relating to Tieto**

In connection with the announcement on 18 June 2019 of a merger agreement to combine Tieto Corporation ("Tieto" or "the Company") and EVRY ASA ("EVRY") (the "Merger"), the Company announced it had been informed that funds advised by Apax Partners LLP, acting through the company Lyngen Holdco S.A.R.L. ("Apax"), Cevian Capital Partners Limited ("Cevian") and Solidium Oy ("Solidium") intended to enter into a binding governance agreement concerning the nomination of members of the Company's Board of Directors.

The Company has been informed that Apax, Cevian and Solidium (the "Parties") have on 3 September 2019 entered into such governance agreement (the "Agreement"). Based on information received by the Company, the Parties have undertaken to vote in the Company's general meetings in favour of the election of members to the Board of the Company so that:

- (i) no less than (i) two (2) members of the Board shall be persons nominated by Apax so long as Apax's ownership of shares in the Company exceeds 10% of all outstanding shares and (ii) no less than one (1) member of the Board shall be a person nominated by Apax so long as Apax ownership of shares in the Company exceeds 5% of all outstanding shares;
- (ii) no less than one (1) member of the Board shall be a person nominated by Cevian so long as Cevian's ownership of shares in the Company exceeds 5% of all outstanding shares; and
- (iii) no less than one (1) member of the Board shall be a person nominated by Solidium so long as Solidium's ownership of shares in the Company exceeds 5% of all outstanding shares;

(such board members, the "Designated Board Members") provided always that such members shall in no event include more than a minority of the total number of Company Board members, without taking into account personnel representatives.

The Parties have also undertaken in all other matters related to the Company to act in good faith and use their best efforts to:

- (i) ensure that the composition of the Company's Board is in compliance at all times with the recommendations set out in the Finnish Corporate Governance Code regarding the independence of directors both vis-à-vis the Company and its significant shareholders;
- (ii) take all actions that are necessary for and consistent with upholding and supporting the governance structures set out in the Agreement and their efficient operation;
- (iii) refrain from endeavouring to reduce the total number of members in the Company's Board from its current number of nine members; and

- (iv) if a Board member other than a Designated Board Member resigns or otherwise ceases to be a Board member at any time and such event results in the number of members of the Board becoming less than nine, cause an extraordinary shareholders meeting of the Company to be convened to elect one or more new Board members who shall be independent of each of the Parties.

According to information received by the Company, Apax, Cevian and Solidium have received a statement from the FIN-FSA to the effect that the Agreement does not, as such, constitute acting in concert as defined under the Finnish Securities Market Act (746/2012, as amended).

The Agreement shall enter into force and be binding upon the Parties only (i) upon the completion of the Merger, (ii) and no earlier than the date prior to the date of the general meeting following the completion of the Merger that shall elect board members to the Company.

The Agreement shall terminate automatically and with immediate effect:

- (i) on the day after the second annual general meeting of the Company following the completion of the Merger;
- (ii) with respect to Apax only, if and when Apax ceases to hold at least 5% of the Company's shares, directly or indirectly, for more than 30 consecutive days following the completion of the Merger;
- (iii) with respect to Cevian only, if and when Cevian ceases to hold at least 5% of the Company's shares, directly or indirectly, for more than 30 consecutive days following the completion of the Merger;
- (iv) with respect to Solidium only, if and when Solidium ceases to hold at least 5% of the Company's shares, directly or indirectly, for more than 30 consecutive days following the completion of the Merger; and
- (v) if the Merger is not completed by the long-stop date agreed in the merger agreement between EVRY and the Company or at the latest 30 April 2020.

**For further information, please contact:**

Tieto

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TIETO CORPORATION

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**EVRY** is a leading Nordic tech and consulting company. Together with our customers and an ecosystem of the best global digital experts, we shape the future today by applying new technologies to improve end user experiences, and the performance of people, processes and systems.

We are close to our customers and represent a Nordic mindset on responsibility, quality and security.

We leverage our Nordicness to do business in more than 18 countries. EVRY is listed on Oslo Stock Exchange. Our 8 800 employees are passionate about creating digital advantage and shaping the future – today.

#### IMPORTANT INFORMATION

This announcement is not an offer to sell or a solicitation of any offer to buy any securities issued by Tieto Corporation ("Tieto" or the "Company") or EVRY ASA ("EVRY") in any jurisdiction where such offer or sale would be unlawful.

In any EEA Member State, other than Finland or Norway, where Regulation (EU) 2017/1129 (the "Prospectus Regulation") is applicable, this communication is only addressed to and is only directed at "qualified investors" in that Member State within the meaning of the Prospectus Regulation.

In the United Kingdom, this document and any other materials in relation to the securities described herein is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation who are (i) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order; or (iii) other persons to whom it may otherwise be lawfully communicated (all such persons together being referred to as "relevant persons"). In the United Kingdom, persons who are not relevant persons should not take any action on the basis of this document and should not act or rely on it.

This document is not a prospectus for the purposes of the Prospectus Regulation. A prospectus prepared pursuant to the Prospectus Regulation can be obtained from [www.tieto.com/tietoevry](http://www.tieto.com/tietoevry). Investors should not subscribe for any securities referred to in this document except on the basis of information contained in the prospectus.

No part of this release, nor the fact of its distribution, should form the basis of, or be relied on in connection with, any contract or commitment or investment decision whatsoever. The information contained in this release has not been independently verified. No representation, warranty or undertaking, expressed or implied, is made as to, and no reliance should be placed on, the fairness, accuracy, completeness or correctness of the information or the opinions contained herein. Neither Tieto nor EVRY, nor any of their respective affiliates, advisors or representatives or any other person, shall have any liability whatsoever (in negligence or otherwise) for any loss however arising from any use of this release or its contents or otherwise arising in connection with the release. Each person must rely on their own examination and

analysis of Tieto, EVRY, their respective subsidiaries, their respective securities and the merger, including the merits and risks involved.

This release includes "forward-looking statements." These statements may not be based on historical facts, but are statements about future expectations. When used in this release, the words "aims," "anticipates," "assumes," "believes," "could," "estimates," "expects," "intends," "may," "plans," "should," "will," "would" and similar expressions as they relate to Tieto, EVRY, the merger or the combination of the business operations of Tieto and EVRY identify certain of these forward-looking statements. Other forward-looking statements can be identified in the context in which the statements are made. Forward-looking statements are set forth in a number of places in this release, including wherever this release include information on the future results, plans and expectations with regard to the combined company's business, including its strategic plans and plans on growth and profitability, and the general economic conditions. These forward-looking statements are based on present plans, estimates, projections and expectations and are not guarantees of future performance. They are based on certain expectations, which, even though they seem to be reasonable at present, may turn out to be incorrect. Such forward-looking statements are based on assumptions and are subject to various risks and uncertainties. Shareholders should not rely on these forward-looking statements. Numerous factors may cause the actual results of operations or financial condition of the combined company to differ materially from those expressed or implied in the forward-looking statements. Neither Tieto nor EVRY, nor any of their respective affiliates, advisors or representatives or any other person undertakes any obligation to review or confirm or to release publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise after the date of this release.

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