

# Charter of SNB

## 1 Background and purpose

The Shareholders' Nomination Board (the "SNB") of Tieto Corporation (the "Company") is a body of shareholders responsible for preparing the proposals to the Annual General Meeting for the election and remuneration of the chairperson and members of the Board of Directors.

The main purpose of the SNB is to ensure that the Board of Directors and its members maintain and represent a sufficient level of knowledge and competence for the needs of the company and for this purpose to prepare well-founded proposals for the election and remuneration of the Board members to the Annual General Meeting. In its work, the SNB must comply with all statutory and self-regulatory requirements, including the Finnish Corporate Governance Code and stock exchange rules applicable to the Company.

## 2 Election and composition of the SNB

The SNB consists of five (5) members. Four members shall represent the four shareholders who on 1 June preceding the Annual General Meeting represent the largest number of the votes of all shares in the Company and who wish to participate in the nomination process. Should a shareholder not wish to use its nomination right, the right transfers to the next largest shareholder according to the shareholders' register who would otherwise not have a nomination right. The chairperson of the Board of Directors shall be the fifth member of the SNB. The representative of the largest shareholder shall be the chairperson of the SNB unless otherwise decided by the SNB.

The largest shareholders are determined on the basis of the shareholdings registered in the Finnish, Norwegian and Swedish book-entry systems. The Company can also accept other reliable information provided to it. In case two shareholders own an equal amount of shares and votes and representatives of both shareholders cannot be appointed to the SNB, the decision shall be made by drawing lots.

Before the said date the Company pursues to inform largest known nominee-registered shareholders about their possibilities to participate in the SNB appointment process. Shareholder, who has divided its ownership e.g. into a number of funds and has an obligation to disclose the shareholding under the Finnish Securities Markets Act, may request its shareholding to be counted as one by notifying the chairperson of the Board of Directors of the Company in writing by 1 June preceding the Annual General Meeting.

Term of the office of the SNB expires when the new SNB has been appointed.

Should a shareholder divest more than half of its shareholding, and as result of the divestment no longer be amongst the ten largest shareholders of the Company, the appointed representative of such shareholder shall resign. The SNB may appoint a new member to replace a prematurely vacated seat. It is in the discretion of the SNB to offer a vacant seat to a shareholder of the Company. The SNB must decide on replacements if the number of SNB members decreases to less than three during its term of office.

A shareholder has at any time during the term of the SNB full discretion to nominate a new representative to replace the member it has appointed.

### 3 Decision-making

The SNB shall have a quorum when more than half of its members are present. No decision shall be made unless all members have been reserved the possibility to consider the matter and participate in the meeting. The material for meetings shall be distributed at least three days before the meeting. Based on unanimous decision, the SNB may handle matters on a shorter schedule.

Decisions of the SNB shall be unanimous. If consensus cannot be reached, members of the SNB shall present their own proposals individually or jointly with other members of the SNB.

All decisions of the SNB must be recorded in the SNB's minutes. The minutes shall be dated and numbered and be preserved in a safe manner. The minutes shall be signed by the chairperson together with at least one SNB member.

### 4 Duties of the SNB

The duties of the SNB shall include to:

- prepare and present the proposal to the Annual General Meeting on matters pertaining to the remuneration of the chairperson and members of the Board of Directors (incl. employee representatives) in accordance with the remuneration policy;
- prepare and present the proposal to the Annual General Meeting on the number of the members of the Board of Directors;
- prepare and present the proposal to the Annual General Meeting on the appointment of the chairperson, the vice chairperson and members of the Board of Directors;
- take care of the succession planning of the members of the Board of Directors; and
- prepare the diversity principles of the Board of Directors.

#### 4.1 General rules on preparing the proposal

The proposal to be presented to the Annual General Meeting on the composition of the Board of Directors is prepared by the SNB. However, any shareholder of the Company may also make such a proposal directly to the Annual General Meeting. The performance of the current Board is assessed annually and the results are notified to the SNB when preparing the proposal for the composition of the new Board of Directors. The SNB shall take the results of the assessment into account in the SNB work. The SNB may also employ the services of an outside consultant for candidate search.

#### 4.2 Qualifications

The Board of Directors of the Company shall be professionally competent and as a group have sufficient knowledge of and competence in the Company's field of business and markets.

In order to ensure the required competence the SNB shall take into due consideration the relevant legislation and requirements set out in the recommendations of the Finnish Corporate Governance Code.

In particular, the Board as a group shall have sufficient knowledge of and competence in:

- the Company's field of business and markets
- the management of a public limited company of corresponding size
- accounting

- risk management
- corporate acquisitions and divestments
- corporate governance
- sustainability matters.

In addition to professional competence, the Board shall be diversified, including gender, occupational and professional background. Further, the SNB shall consider the recommendations and independence requirements of the Finnish Corporate Governance Code and the relevant Stock Exchange rules.

## 5 Tasks of the chairperson

The overall task of the chairperson of the SNB is to direct the activities of the SNB in such way that the SNB achieves its objectives efficiently and observes the expectations of the shareholders and interests of the Company.

In this context the chairperson:

- convenes and chairs the meetings of the SNB, and
- supervises that the SNB meetings set out in the timetable are convened and convenes unscheduled meetings, if judging these to be necessary, or if requested by a SNB member, to be held within 14 days of the date of request.

## 6 Proposals to the Annual General Meeting

The SNB shall present and explain its proposals to the Annual General Meeting. The proposals shall be included in the notice of the Annual General Meeting and the SNB must submit its contemplated proposals to the Board of Directors at the latest on 1 February preceding the Annual General Meeting.

The SNB shall report in the Annual General Meeting on how its work was conducted.

The information shall be published on the website of the Company.

## 7 Confidentiality

The SNB members and shareholders they represent shall keep the information regarding the proposals confidential until the final decision has been made by the SNB and published by the Company. The chairperson of the SNB shall have the right at his/her discretion to decide whether the Company enters into non-disclosure agreements with the shareholders with respect to their representative in the SNB.

## 8 Other

If a date mentioned in this charter is not a working day, it shall be interpreted that the charter refers to the preceding working day.

The SNB shall review this charter annually and propose possible changes to the Annual General Meeting.

The SNB is authorized to execute necessary technical updates and amendments to this charter.