

Proposals of the Board of Directors of TietoEVRY Corporation to the Annual General Meeting to be held on 23 March 2023

TietoEVRY Corporation Stock Exchange Release 15 February 2023 8.05 a.m. EET

The Annual General Meeting (the "AGM") of Shareholders of TietoEVRY Corporation (the "company") shall be held on Thursday, 23 March 2023 at 4 p.m. (Finnish time) at the company's premises, address Keilalahdentie 2-4, 02150 Espoo, Finland.

The company will publish the notice of the AGM on or about 1 March 2023, which will include more detailed information on participation in and voting at the meeting. The registration period and advance voting period for the AGM are planned to commence on 1 March 2023 at 10.00 a.m. (Finnish time).

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 disclosed by a separate stock exchange release on 31 January 2023.

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 2022, a dividend in the total amount of EUR 1.45 per share be paid from the distributable funds of the company in two instalments as follows:

- The first dividend instalment of EUR 0.725 per share shall be paid to shareholders who on the record date for the first dividend instalment on 27 March 2023 are registered in the shareholders' register maintained by Euroclear Finland Oy or the registers maintained by Euroclear Sweden AB or Euronext Securities Oslo/Verdipapirsentralen ASA (VPS). The first dividend instalment shall be paid beginning from 5 April 2023 in accordance with the procedures applicable in Euroclear Finland, Euroclear Sweden and the VPS.
- The second dividend instalment of EUR 0.725 per share shall be paid to shareholders who on the record date for the second dividend instalment on 25 September 2023 are registered in the shareholders' register maintained by Euroclear Finland Oy or the registers maintained by Euroclear Sweden AB or Euronext Securities Oslo/Verdipapirsentralen ASA (VPS). The second dividend instalment shall be paid beginning from 5 October 2023 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 2022 and proposes that the AGM adopts the report. The Remuneration Report (to be published on 1 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 2023. 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 29 April 2024.

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 1 200 000 shares, currently corresponding to approximately 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 29 April 2024.

7. Amendment to the Articles of Association

In order to enable the organization of the company's general meeting, as technology develops, also when necessary, by way of a so-called remote meeting, the Board of Directors proposes to the General Meeting that § 10 of the Articles of Association be amended to read as follows:

“10 § Place of the General Meeting and method of participation

A General Meeting may, according to a decision of the Board of Directors, be held in either Helsinki or Espoo.

The Board of Directors can also decide that the General Meeting is held without a meeting place, so that the shareholders fully exercise their decision-making power referred to in the Finnish Companies Act, up-to-date with the help of a data communication connection and a technical aid during the meeting.”

14 February 2023

Tietoevry Corporation

Board of Directors

For further information, please contact:

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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