

Tietoevry Corporation: Decisions of the Annual General Meeting on 23 March 2023

Tietoevry Corporation
EET

STOCK EXCHANGE RELEASE

23 March 205.45 p.m.

Tietoevry Corporation's Annual General Meeting (AGM) was held on 23 March 2023 at the company's premises in Espoo, Finland. Shareholders registered to the Annual General Meeting were also able to follow the meeting through a webcast.

There were 281 shareholders represented at the meeting representing altogether 43 688 188 shares and votes. The AGM supported all the proposals by the Shareholders' Nomination Board and Board of Directors and approved the financial statements 2022 and discharged the company's officers from liability for the financial year 2022. The meeting also approved the Remuneration Report through an advisory vote and amendment to section 10 of the Articles of Association according to which 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.

In addition, the AGM made the following decisions:

Dividend payment

The meeting decided on a dividend of total EUR 1.45 per share from the distributable funds of the company for the financial year that ended on 31 December 2022. The payment will be made 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 recorded in the shareholders' register held by Euroclear Finland Oy or the registers of 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 recorded in the shareholders' register held by Euroclear Finland Oy or the registers of 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 in 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.

Board composition and remuneration

The meeting decided that the Board of Directors shall consist of nine members and re-elected the Board's current members Tomas Franzén, Liselotte Hägertz Engstam, Harri-Pekka Kaukonen, Katharina Mosheim and Endre Rangnes. Bertil Carlsén, Elisabetta Castiglioni, Gustav Moss and

Petter Söderström were elected as new members. Tomas Franzén was re-elected as the Chairperson of the Board of Directors.

In addition to the above, the company's personnel has elected two members, both with a personal deputy, to the Board of Directors. Employees have elected the following persons for the term of office that ends at the close of the next Annual General Meeting: Tommy Sander Aldrin (deputy Ilpo Waljus) and Anders Palklint (deputy Thomas Slettemoen).

The meeting approved that the remuneration of the Board of Directors will be annual fees as follows: EUR 133 000 to the Chairperson, EUR 72 000 to the Deputy Chairperson and EUR 54 500 to the ordinary members of the Board of Directors. In addition to these fees, the meeting approved that the Chairperson of a permanent Board Committee receives an annual fee of EUR 20 000 and a member of a permanent Board Committee receives an annual fee of EUR 10 000. In addition, a remuneration of EUR 800 is paid to the Board members elected by the AGM for each permanent or temporary committee meeting. Further, the meeting decided that remuneration for employee representatives elected as ordinary members of the Board of Directors will be an annual fee of EUR 15 000 and remuneration for employee representatives elected as deputy members of the Board of Directors be paid an annual fee of EUR 7 500.

The meeting also approved that part of the annual remuneration may be paid in the company's shares purchased from the market. An elected member of the Board of Directors may, at his/her discretion, choose from the following five alternatives:

- 1 No cash, 100% in shares
- 2 25% in cash, 75% in shares
- 3 50% in cash, 50% in shares
- 4 75% in cash, 25% in shares, or
- 5 100 in cash, no shares

Shares will be acquired directly on behalf of the members of the Board within two weeks from the release of the company's interim report 1 January–31 March 2023. If the remuneration cannot be delivered at that time due to insider regulation or other justified reason, the company shall deliver shares later or pay the remuneration fully in cash.

Remuneration of the employee representatives elected as the ordinary members in the Board of Directors will be paid in cash.

Auditor

The meeting re-elected the firm of authorized public accountants Deloitte Oy as the company's auditor for the financial year 2023. The auditor shall be reimbursed according to the auditor's invoice and in compliance with the purchase principles approved by the Audit and Risk Committee.

Authorizing the Board of Directors to decide on the repurchase of the company's own shares

The Board of Directors was 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.

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 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 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, 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 and of 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 and on the issuance of options and other special rights entitling to shares. The authorization is effective until the next AGM, however, no longer than until 29 April 2024.

Minutes

Minutes of the meeting will be available [at www.tietoenvy.com/agms](http://www.tietoenvy.com/agms) from 6 April 2023 at the latest.

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. Tietoenvy's annual turnover is approximately EUR 3 billion and the company's shares are listed on the NASDAQ exchange

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