Notice to the Annual General Meeting of TietoEVRY Corporation

TietoEVRY Corporation Stock Exchange Release 2 March 2021 1.00 p.m. EET

Notice is given to the shareholders of TietoEVRY Corporation (the "Company") to the Annual General Meeting to be held on Thursday 25 March 2021 at 4.00 p.m. EET at TietoEVRY's premises, address Keilalahdentie 2-4, Espoo, Finland. In order to limit the spread of the Covid-19 pandemic, the Annual General Meeting will be held without the presence of shareholders or their representatives at the meeting venue. The shareholders of the Company and their proxy representatives may participate in the Annual General Meeting and exercise their rights as shareholders only through voting in advance as well as by making counterproposals and presenting questions in advance. Instructions for shareholders are presented in this notice under section C. "Instructions for the participants in the Annual General Meeting" and at www.tietoevry.com/agm.

The Board of Directors of the Company has resolved on the exceptional procedure for the meeting based on the legislative act concerning temporary deviations from the Finnish Companies Act to limit the spread of the Covid-19 pandemic (677/2020), which entered into force on 3 October 2020 (the "Temporary Act"). The Company has resolved to take actions enabled by the Temporary Act in order to hold the meeting in a predictable manner, taking into account the health and safety of the Company's shareholders, personnel and other stakeholders.

It is possible to follow the Annual General Meeting via a webcast, and the link to the webcast will be available on www.tietoevry.com/agm. Following the meeting via the webcast is not considered participation in the Annual General Meeting, and it is not possible to present questions or vote via the webcast. A shareholder's right to present questions pursuant to the Finnish Companies Act and to exercise other shareholders' rights are possible only in advance as described below. The President and CEO will also present his review via the webcast. The CEO's review is not part of the materials of the General Meeting but it will be made available on the Company's website www.tietoevry.com/agm after the Annual General Meeting.

After the Annual General Meeting, the webcast will continue with a separate one-hour Q&A session where shareholders can present questions to the management. Shareholders are requested to take into consideration that the Q&A session is not part of the Annual General Meeting and questions presented in it are not questions pursuant to Chapter 5, Section 25 of the Finnish Companies Act.

A. Matters on the agenda of the Annual General Meeting

At the Annual General Meeting, the following matters will be considered:

1 Opening of the meeting

2 Calling the meeting to order

Seppo Kymäläinen, Attorney-at-law, will act as the Chair of the Annual General Meeting. If Seppo Kymäläinen is not able to act as Chair due to a weighty reason, the Board of Directors will nominate a person it deems most suitable to act as Chair.

3 Election of persons to scrutinize the minutes and to supervise the counting of votes

tieto EVRY

Jussi Tokola, General Counsel, will act as the person to scrutinize the minutes and supervise the counting of votes. If Jussi Tokola is unable to act as the person to scrutinize the minutes and supervise the counting of the votes due to a weighty reason, the Board of Directors will nominate a person it deems most suitable to act as a person to confirm the minutes and supervise the counting of votes.

4 Recording the legality of the meeting

5 Recording the attendance at the meeting and adoption of the list of votes

Shareholders who have voted in advance within the advance voting period and have the right to attend the Annual General Meeting under Chapter 5, Section 6 and Chapter 5, Section 6a of the Finnish Companies Act shall be deemed shareholders represented at the meeting. The list of votes will be adopted based on information delivered by Euroclear Finland Ov.

6 Presentation of the annual accounts, the report of the Board of Directors and the auditor's report for the year 2020

As participation in the Annual General Meeting is possible only in advance, the annual accounts, including the report of the Board of Directors and the auditor's report, which have been published by the Company by a stock exchange release on 2 March 2021 and which are available on the Company's website www.tietoevry.com/agm, shall be deemed to have been presented to the Annual General Meeting.

7 Adoption of the annual accounts

8 Resolution on the use of the profit shown on the balance sheet and the distribution of dividend

The Board of Directors proposes to the Annual General Meeting that, based on the balance sheet to be adopted for the financial year which ended 31 December 2020, a dividend of total EUR 1.32 per share be distributed from the distributable funds of the Company in two instalments as follows:

- The first dividend instalment of EUR 0.66 per share shall be paid to shareholders who on the record date for the dividend payment on 29 March 2021 are recorded in the shareholders' register held by Euroclear Finland Oy or the registers of Euroclear Sweden AB or Verdipapirsentralen ASA (VPS). The dividend shall be paid beginning from 8 April 2021 in accordance with the procedures applicable in Euroclear Finland, Euroclear Sweden and the VPS.
- The second dividend instalment of EUR 0.66 per share shall be paid to shareholders who on the record date for the dividend payment on 27 September 2021 are recorded in the shareholders' register held by Euroclear Finland Oy or the registers of Euroclear Sweden AB or Verdipapirsentralen ASA (VPS). The dividend shall be paid beginning from 6 October 2021 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.

9 Resolution on the discharge of the members of the Board of Directors and the CEO from liability



10 Presentation and adoption of the Remuneration Report

As participation in the Annual General Meeting is possible only in advance, the Remuneration Report 2020 published by the Company by a stock exchange release and on the website www.tietoevry.com/agm on 2 March 2021, is deemed to have been presented to the Annual General Meeting. The Remuneration Report 2020 describes the implementation of the Company's Remuneration Policy and provides information on the remuneration of the Company's governing bodies during the financial year 2020. The resolution by the Annual General Meeting on adoption of the Remuneration Report is advisory.

11 Resolution on the remuneration of the members of the Board of Directors

The Shareholders' Nomination Board proposes that the remuneration of the Board of Directors elected by the Annual General Meeting and employee representatives elected as ordinary members of the Board of Directors be kept at the same level as in 2020.

According to the proposal, the annual fees of the Board of Directors elected by the Annual General Meeting would be as follows: EUR 125 000 to the Chairperson, EUR 70 000 to the Deputy Chairperson and EUR 53 000 to the ordinary members of the Board of Directors. In addition to these fees, it is proposed that the Chairperson of a permanent Board Committee will receive an annual fee of EUR 20 000 and a member of a permanent Board Committee an annual fee of EUR 10 000. It is also proposed that the Board members elected by the Annual General Meeting will be paid EUR 800 for each Board meeting and for each permanent or temporary committee meeting. Further, it is proposed that the remuneration of the employee representatives elected as ordinary members of the Board of Directors will be an annual fee of EUR 15 000.

The Shareholders' Nomination Board is of the opinion that increasing the long-term shareholdings of the Board members will benefit all the shareholders. Every Board member elected by the Annual General Meeting is expected to accumulate, over a five-year period, a shareholding in TietoEVRY that exceeds his/her one-time annual remuneration.

The Shareholders' Nomination Board therefore proposes that part of the annual remuneration may be paid in the form of TietoEVRY Corporation 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.

The 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 2021. If the remuneration cannot be delivered at that time due to insider regulations or another justified reason, the Company shall deliver the shares later or pay the remuneration fully in cash.

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

12 Resolution on the number of members of the Board of Directors

The Shareholders' Nomination Board proposes to the Annual General Meeting that the Board of Directors shall have eleven members elected by the Annual General Meeting.

tieto EVRY

13 Election of members of the Board of Directors and the Chairperson

The Shareholders' Nomination Board proposes to the Annual General Meeting that the current Board members Tomas Franzén, Salim Nathoo, Harri-Pekka Kaukonen, Timo Ahopelto, Rohan Haldea, Liselotte Hägertz Engstam, Katharina Mosheim, Niko Pakalén, Endre Rangnes and Leif Teksum be re-elected. In addition, it is proposed that Angela Mazza Teufer be elected as a new Board member. The Shareholders' Nomination Board proposes that Tomas Franzén shall be re-elected as the Chairperson of the Board of Directors.

The term of office of the Board members ends at the close of the next Annual General Meeting. All the proposed candidates have given their consent to being elected.

Angela Mazza Teufer (born 1973), an Italian and Swiss citizen, is a Senior Vice President for ERP, EPM and SCM for Oracle in Europe and is based in Switzerland. Oracle sells database software and technology, cloud engineered systems, and enterprise software products. Throughout her career Angela has gained deep experience of technology and industries as well as the impact of innovations like cloud, IoT, blockchain and AI in addressing business challenges. She has acted in various executive and managerial positions at SAP. Angela holds a degree in business administration. She is independent of the Company and of the significant shareholders. Currently, Mazza Teufer does not own shares in TietoEVRY.

The biographical details of the candidates and information on their shareholdings in the Company is also available on TietoEVRY's website.

In addition to the above candidates, the Company's personnel has elected four members, each with a personal deputy, to the Board of Directors. Employees have elected the following persons until the Annual General Meeting 2022: Tommy Sander Aldrin (deputy Sigmund Ørjavik), Ola Hugo Jordhøy (deputy Sigve Sandvik Lærdal), Anders Palklint (deputy Robert Spinelli) and Ilpo Waljus (deputy Jenni Tyynelä).

14 Resolution on the remuneration of the auditor

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

15 Election of the auditor

The Board of Directors proposes to the Annual General Meeting, 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 elected as the company's auditor for the financial year 2021. The firm of authorized public accountants Deloitte Oy has notified that APA Jukka Vattulainen will act as the auditor with principal responsibility.

The recommendation of the Audit and Risk Committee is included in the proposal of the Board of Directors that is available on www.tietoevry.com/agm.

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

The Board of Directors proposes to the Annual General Meeting 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 Annual General Meeting, however, no longer than until 29 April 2022.

17 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 Annual General Meeting 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 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 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 Annual General Meeting, however, no longer than until 29 April 2022.

18 Closing of the meeting

B. Documents of the Annual General Meeting

The proposals for decisions relating to the agenda of the Annual General Meeting, this notice, the Remuneration Report 2020 of TietoEVRY Corporation, as well as the annual report, the report of the Board of Directors and the auditor's report are available on the Company's website www.tietoevry.com/agm. A copy of the annual report will be sent to shareholders upon request. The minutes of the meeting will be available on the Company's website at the latest on 8 April 2021.



C. Instructions for the participants in the Annual General Meeting

In order to limit the spread of the Covid-19 pandemic, the Annual General Meeting will be held without the presence of shareholders or their representatives at the meeting venue. The shareholders of the Company and their proxy representatives may participate in the Annual General Meeting and exercise their rights as shareholders only through voting in advance as well as by making counterproposals and presenting questions in advance.

1 Shareholders registered in the shareholders' register

Each shareholder, who is registered on 15 March 2021 in the shareholders' register of the Company held by Euroclear Finland Oy, has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her Finnish book-entry account, is registered in the shareholders' register of the Company. A shareholder may not participate in the Annual General Meeting in any other manner than by voting in advance in the manner described below and by making counterproposals and presenting questions in advance.

2 Notice of participation and voting in advance

The registration period and advance voting period commence on 8 March 2021 at 10 a.m. EET, when the deadline for delivering counterproposals to be put to a vote has expired. A shareholder, who is registered in the Company's shareholders' register and who wishes to participate in the Annual General Meeting by voting in advance, must register for the Annual General Meeting by giving a prior notice of participation and by delivering his/her votes in advance. Both the notice of participation and votes have to be received by no later than on 19 March 2021 at 4 p.m. EET.

In connection with the registration, a shareholder shall notify his/her name, personal/business identification number, address, telephone number and the name of any assistant or proxy representative as well as the personal identification number of a proxy representative. The personal data given to Euroclear Finland Oy will be used only in connection with the Annual General Meeting and with the processing of related registrations.

Shareholders with a Finnish book-entry account can register and vote in advance on certain matters on the agenda during the period 8 March 2021 at 10 a.m.–19 March 2021 at 4 p.m. EET in the following manners:

 on the website: www.tietoevry.com/agm. For natural persons, the electronic voting in advance requires secured strong electronic authentication and the shareholder may register and vote by logging in with his/her Finnish online banking codes or a mobile certificate.

For shareholders that are legal persons, no strong electronic authentication is required. However, shareholders that are legal persons must notify their book-entry account number and other required information.

The terms and other instructions concerning the electronic voting are available on the Company's website www.tietoevry.com/agm.

 by regular mail or e-mail: A shareholder may deliver an advance voting form available on the Company's website www.tietoevry.com/agm to Euroclear Finland Oy by regular mail to Euroclear Finland Oy, Yhtiökokous, P.O. Box 1110, FI-00101 Helsinki, Finland or by e-mail to yhtiokokous@euroclear.eu.

page 6/10



The advance voting form will be available on the Company's website no later than on 8 March 2021 at 10 a.m. EET. A representative of the shareholder must in connection with delivering the voting form produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the Annual General Meeting. If a shareholder participates in the Annual General Meeting by delivering votes in advance to Euroclear Finland Oy, the delivery of the votes shall constitute due registration for the Annual General Meeting. The terms and other instructions concerning the voting by regular mail or e-mail are available on the Company's website www.tietoevry.com/agm. Further information is available by telephone at +358 40 716 5920 during weekdays between 9 a.m.–12 noon.

3 Proxy representative and powers of attorney

Shareholders of the Company may participate in the Annual General Meeting through a proxy representative. A proxy representative of a shareholder must also vote in advance in the manner described in this notice.

A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the Annual General Meeting. If a shareholder participates in the Annual General Meeting by means of several proxy representatives representing the shareholder with shares in different securities accounts, the shares in respect of which each proxy representative represents the shareholder shall be identified in connection with the registration for the Annual General Meeting.

Possible proxy documents should be delivered to Euroclear Finland Oy, Yhtiökokous, P.O. Box 1110, FI-00101 Helsinki, Finland or by e-mail to yhtiokokous@euroclear.eu. before 19 March 2021.

4 Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the Annual General Meeting by virtue of such shares, based on which he/she on the record date of the Annual General Meeting, i.e. on 15 March 2021, would be entitled to be registered in the shareholders' register of the TietoEVRY Corporation held by Euroclear Finland Oy. The right to participate in the Annual General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Oy at the latest by 22 March 2021 by 10 a.m. EET. As regards nominee registered shares this constitutes due registration for the Annual General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholders' register of TietoEVRY Corporation, the issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank. The account management organization of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the Annual General Meeting, into the temporary shareholders' register of the Company at the latest by 22 March 2021 by 10 a.m. In addition, the account management organisation of the custodian bank must see to the voting in advance on behalf of a nominee-registered shareholder within the registration period applicable to nominee-registered shares.

Further information on the Annual General Meeting is available on www.tietoevry.com/agm.



5 Shares registered in Euroclear Sweden AB

A shareholder with shares registered in Euroclear Sweden AB's Securities System who wishes to attend and vote at the Annual General Meeting must be registered in the shareholders' register maintained by Euroclear Sweden AB no later than on 15 March 2021.

Shareholders whose shares are registered in the name of a nominee must, in order to be eligible to request a temporary registration in the shareholders' register of TietoEVRY Corporation maintained by Euroclear Finland Oy, request that their shares are reregistered in their own names in the register of shareholders maintained by Euroclear Sweden AB, and procure that the nominee sends the request for temporary registration to Euroclear Sweden AB on their behalf. Such reregistration must be made as of 15 March 2021 and the nominee should therefore be notified well in advance.

Also shareholders, whose share are registered in the shareholders' register maintained by Euroclear Sweden AB, may only participate in the meeting and exercise their rights as shareholders through voting in advance.

Shareholders with a Swedish book-entry account can register and vote in advance on certain matters on the agenda during the period 8 March–17 March 2021 either by regular mail or email.

- A shareholder may deliver an advance voting form available on the Company's website tietoevry.com/agm to Euroclear Sweden AB by regular mail using the following address: "TietoEVRY Oyj AGM 2021", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden or by e-mail to GeneralMeetingService@euroclear.com.
- The advance voting form will be available on the Company's website no later than on 8 March 2021 at 10 a.m. EET. A representative of the shareholder must in connection with delivering the voting form produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the Annual General Meeting. If a shareholder participates in the Annual General Meeting by delivering votes in advance to Euroclear Sweden AB, the delivery of the votes shall constitute due registration for the Annual General Meeting. The terms and other instructions concerning electronical voting or voting by regular mail or e-mail are available on the Company's website www.tietoevry.com/agm.

Further information on attending the Annual General Meeting is available on www.tietoevry.com/agm.

6 Shares registered in Verdipapirsentralen ASA (VPS)

A shareholder with shares registered in Verdipapirsentralen ASA (VPS) Securities System who wishes to attend and vote at the Annual General Meeting must:

1 be registered in the shareholders' register maintained by Verdipapirsentralen ASA (VPS) not later than on 15 March 2021.

Shareholders, whose shares are registered in the name of a nominee must, in order to be eligible to request a temporary registration in the shareholders' register of TietoEVRY Corporation maintained by Euroclear Finland Oy, request that their shares are reregistered in their own names in the register of shareholders maintained by Verdipapirsentralen ASA (VPS), and procure that the nominee sends the request for temporary registration to Verdipapirsentralen ASA (VPS) on their behalf. Such reregistration must be made as of 15 March 2021 and the nominee should therefore be notified well in advance.

page 8/10



2 inform Nordea Bank Plc's branch in Norway (Nordea Bank Abp, filial i Norge, Issuer Service) of his/her participation in the Annual General Meeting and request temporary registration in the shareholders' register of TietoEVRY Corporation maintained by Euroclear Finland Oy. The request for temporary registration shall be submitted in writing to Nordea Bank Plc's branch in Norway no later than on 17 March 2021 at 16.00 Norwegian time.

This temporary registration made through written request to Nordea Bank Plc's branch in Norway is considered a notice of attendance at the Annual General Meeting.

Also shareholders, whose share are registered in Verdipapirsentralen ASA (VPS) Securities System may only participate in the meeting and exercise their rights as shareholders through voting in advance.

Further information on attending the Annual General Meeting is available on www.tietoevry.com/agm.

7 Further instructions and information

Shareholders holding at least one hundredth of all of the shares in the Company have the right to make a counterproposal to the proposals for resolutions on the agenda of the Annual General Meeting, which will be put to a vote. Such counterproposals must be delivered to the Company by e-mail to agm@tietoevry.com by no later than 5 March 2021 at 4 p.m. EET. Shareholders making a counterproposal must in connection with delivering the counterproposal present evidence of his/her shareholdings. The counterproposal will be considered at the Annual General Meeting, provided that the shareholder has the right to participate in the Annual General Meeting and that the shareholder holds shares corresponding to at least one hundredth of all of the shares in the Company on the record date of the Annual General Meeting. If the counterproposal will not be taken up for consideration at the Annual General Meeting, the votes given in favour of the counterproposal will not be taken into account. The Company will publish possible counterproposals to be put to a vote on the Company's website www.tietoevry.com/agm by no later than 8 March 2021.

A shareholder may present questions pursuant to Chapter 5, Section 25 of the Finnish Companies Act until 11 March 2021 by e-mail to agm@tietoevry.com or by mail to the address TietoEVRY Oyj, Legal/AGM, P.O.Box 2, FI-02101 Espoo, Finland. Such questions by shareholders, responses to such questions by the Company's management as well as other counterproposals than those put up to a vote on are available on the on the Company's website www.tietoevry.com/agm by no later than 16 March 2021. As a prerequisite for presenting questions or counterproposals, a shareholder must present sufficient evidence to the Company of his/her shareholdings.

Changes in shareholding after the record date of the Annual General Meeting will not affect the right to participate in the General Meeting or the number of votes of such shareholder at the Annual General Meeting.

The information concerning the Annual General Meeting required under the Companies Act and the Securities Market Act is available at www.tietoevry.com/agm.

On the date of this notice to the Annual General Meeting the total number of shares and votes in TietoEVRY Corporation is 118 425 771, and the Company has in its possession 150 978 own shares. These shares are not entitled to exercising voting right at the meeting.

The meeting will include presentations both in Finnish and in English, and simultaneous translations will be available into English and as necessary into Finnish in the webcast. Further instructions on the

tieto EVRY

webcast and other arrangements of the Annual General Meeting are available on www.tietoevry.com/agm.

2 March 2021

TietoEVRY Corporation

Board of Directors

For further information, please contact:

Esa Hyttinen, Head of Corporate Governance and IPR, tel. +358 20 727 1764, +358 40 766 6196, email esa.hyttinen (at) tietoevry.com

DISTRIBUTION NASDAQ Helsinki Oslo Børs Principal Media

TietoEVRY creates digital advantage for businesses and society. We are a leading digital services and software company with local presence and global capabilities. Our Nordic values and heritage steer our success.

Headquartered in Finland, TietoEVRY employs around 24 000 experts globally. The company serves thousands of enterprise and public sector customers in more than 90 countries. TietoEVRY's annual turnover is approximately EUR 3 billion and its shares are listed on the NASDAQ in Helsinki and Stockholm as well as on the Oslo Børs. www.tietoevry.com