



# Notice to the Annual General Meeting of Tietoevry Corporation

Tietoevry Corporation   STOCK EXCHANGE RELEASE   4 March 2025 at 1 p.m. EET

Notice is given to the shareholders of Tietoevry Corporation ("Tietoevry" or the "company") to the Annual General Meeting to be held on Tuesday 25 March 2025 at 4 p.m. (Finnish time) at Tietoevry's premises, address Keilalahdentie 2-4, 02150 Espoo, Finland. The reception of attendees who have registered for the meeting and the distribution of voting tickets will commence at the meeting venue at 3 p.m. (Finnish time).

Shareholders can also exercise their right to vote by voting in advance. Instructions for advance voting are presented in this notice under section C.

Shareholders registered to the Annual General Meeting may also follow the meeting through a webcast. Additional information regarding the webcast is presented in this notice under section C. It is not possible to present questions, make proposals, speak or vote through the webcast, and following the meeting through the webcast is not considered as participation in the Annual General Meeting or exercise of shareholder rights under the Finnish Companies Act.

Further information on the Annual General Meeting is available on the company's website at [tietoevry.com/agm](https://tietoevry.com/agm).

## 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**
- 3 **Election of persons to scrutinize the minutes and to 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**
- 6 **Presentation of the annual accounts, the report of the Board of Directors and the auditor's report for the year 2024**
  - CEO review
  - The annual accounts, the report of the Board of Directors (which includes the sustainability statement), the auditor's report and the sustainability reporting assurance report are available on the company's website at [tietoevry.com/agm](https://tietoevry.com/agm).
- 7 **Adoption of the annual accounts**
- 8 **Resolution on the use of the profit shown on the balance sheet and the distribution of dividend and/or return of capital**

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 2024, a total amount of EUR 1.50 per share would be distributed from the distributable funds of the company either as dividend from retained earnings or as distribution of funds from the reserve for invested unrestricted equity or as a combination of these. The Board of Directors would, when implementing the distribution, be authorized to decide whether and to what extent the distribution is made as dividend from retained earnings and whether and to what extent the distribution is made from the reserve for invested unrestricted equity, and the company will publish such decisions of the Board separately. The distribution of funds would be implemented in two instalments as follows:

- The first instalment of EUR 0.75 per share in aggregate shall be paid to shareholders who on the record date for the first instalment on 27 March 2025 are registered in the shareholders' register maintained by Euroclear Finland Oy or the registers maintained by Euroclear Sweden AB or Verdipapirsentralen ASA (VPS). For shareholders whose shares are registered with Euroclear Finland Oy, the payment date is on 3 April 2025. Outside of Finland, the first instalment is paid to shareholders in accordance with the practices of Euroclear Sweden AB and VPS, and may occur at a later date.
- The second instalment of EUR 0.75 per share in aggregate shall be paid to shareholders who on the record date for the second instalment on 23 September 2025 are registered in the shareholders' register maintained by Euroclear Finland Oy or the registers maintained by Euroclear Sweden AB or Verdipapirsentralen ASA (VPS). For shareholders whose shares are registered with Euroclear Finland Oy, the payment date is on 2 October 2025. Outside of Finland, the second instalment is paid to shareholders in accordance with the practices of Euroclear Sweden AB and VPS, and may occur at a later date.

Instalments payable to Euroclear Sweden AB-registered shares will be forwarded by Euroclear Sweden AB and paid in Swedish crowns. Instalments payable to VPS-registered shares will be forwarded by Nordea Bank Plc's branch in Norway and paid in Norwegian crowns.

The Board of Directors would also be authorized to decide, if necessary, on a new record date and payment date for the second instalment of the distribution, for example if the rules of Euroclear Finland Oy or statutes applicable to the Finnish book-entry system change or otherwise so require.

## **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**

The Board of Directors presents the Remuneration Report for the company's governing bodies for the financial year 2024 and proposes that the Annual General Meeting adopts the report through an advisory decision. The published Remuneration Report and the company's current Remuneration Policy are available on the company's website at [tietoevry.com/agm](https://tietoevry.com/agm).

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

The Shareholders' Nomination Board proposes that the annual fees payable to the members of the Board of Directors elected by the Annual General Meeting be as follows:

- EUR 140 200 to the Chairperson (2024: EUR 137 500, increase of approximately 2.0%),
- EUR 75 000 to the Deputy Chairperson (2023: EUR 73 500, increase of approximately 2.0%),
- EUR 56 700 to the ordinary members (2023: EUR 55 600, increase of approximately 2.0%).

In addition to these fees, it is proposed that the Chairperson of a permanent Board committee be paid, in accordance with previous practice, an annual fee of EUR 20 000, and a member of a permanent Board committee be paid an annual fee of EUR 10 000. It is also proposed that the members elected by the Annual General Meeting will be paid, in accordance with previous practice, EUR 800 for each Board meeting and for each permanent or temporary committee meeting. Further, it is proposed that the employee representatives elected as ordinary members of the Board of Directors be paid an annual fee of EUR 15 600 (2024: EUR 15 300, increase of approximately 2.0%) and the employee representatives elected as deputy members of the Board of Directors be paid an annual fee of EUR 7 800 (2024: EUR 7 650, increase of approximately 2.0%).

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

The Shareholders' Nomination Board therefore proposes 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 their discretion, choose from the following five alternatives:

- No cash, 100% in shares
- 25% in cash, 75% in shares
- 50% in cash, 50% in shares
- 75% in cash, 25% in shares, or

- 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 2025. If the remuneration cannot be delivered at that time due to insider regulation or other justified reason, the company shall deliver the shares later or pay the remuneration fully in cash. The remuneration of the employee representatives elected as members of the Board of Directors will be paid in cash.

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

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

## **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 members of the Board of Directors Bertil Carlsén, Elisabetta Castiglioni, Tomas Franzén, Harri-Pekka Kaukonen, Gustav Moss and Petter Söderström be re-elected, and Nina Bjornstad and Marianne Dahl be elected as new members. Liselotte Hägertz Engstam and Katharina Mosheim have informed that they are not available for re-election. 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 members of the Board of Directors ends at the close of the next Annual General Meeting. All the proposed candidates have given their consent to being elected.

Nina Bjornstad (born 1977), a Norwegian citizen, is a professional board member and advisor at her own company, Sway Consulting AS. With over 20 years of experience working for technology pioneers such as Dell, Amazon, Microsoft, and Google, she has held various roles across the US, UK, and Western Europe. Currently, she serves as a Board member and Chairperson at BRP Systems AB and is also a Board member of Utopi Ltd, Mace Group Ltd and Telenor ASA. Bjornstad holds an M.Sc. in Finance and Economics from the University of Washington Foster School of Business. She is independent of the company and its significant shareholders. Currently, Bjornstad does not own any shares in Tietoevry.

Marianne Dahl (born 1974), a Danish citizen, is Senior Advisor with the Tech, Media, and Telco (TMT) Practice at Boston Consulting Group. She has previously served as Managing Director & Partner at Boston Consulting Group leading the Nordic TMT practice, as Vice President Sales, Marketing & Operations for Microsoft Western Europe and as Country CEO for Microsoft Denmark & Iceland. Marianne Dahl is an experienced commercial leader with over 20 years of TMT experience driving growth through sales, marketing, innovation, and product development, and she has more than five years' experience serving on the boards of public listed companies. Dahl holds a M.Sc. in Economics and Business Administration from Aarhus University. She is independent of the company and its significant shareholders. Currently, Dahl does not own any shares in Tietoevry.

The members of the Board of Directors proposed to be re-elected are independent of the company and its major shareholders, excluding Petter Söderström, who is independent of the company but not of one of its major shareholders, Solidium Oy. The biographical details of the candidates and information on their holdings are available on the company's [website](#).

The Shareholders' Nomination Board has considered in their proposal the composition of the Board of Directors as to its overall structure as well as the individual members' versatile and mutually complementary professional expertise and experience. The Shareholders' Nomination Board therefore proposes that the Board of Directors is elected as a whole.

In addition to the above candidates, the company's personnel has elected two members 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: Ilpo Waljus and Tommy Sander Aldrin with deputies Minna Kilpala and Anders Palkint.

## **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 re-elected as the company's auditor for the financial year 2025. Deloitte Oy has notified the company that APA Marika Nevalainen will act as the auditor with principal responsibility.

The Audit and Risk Committee confirms that its recommendation for the election of the auditor is free from the influence of a third party and that the Audit and Risk Committee has not been required to comply with a clause of the kind referred to in paragraph 6 of Article 16 of the EU Audit Regulation (537/2014), which would restrict the decision-making of the Annual General Meeting or the company regarding the election of the auditor. The recommendation of the Audit and Risk Committee is included in the proposal of the Board of Directors which is available on the company's website at tietoevry.com/agm.

#### **16 Remuneration of the sustainability reporting assurance provider**

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 sustainability reporting assurance provider to be elected at the Annual General Meeting be reimbursed according to the sustainability reporting assurance provider's invoice and in compliance with the purchase principles approved by the Committee.

#### **17 Election of the sustainability reporting assurance provider**

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 Deloitte Oy be elected as the sustainability reporting assurance provider for the financial year 2025. Deloitte Oy has notified the company that APA, Authorized Sustainability Auditor (ASA), Marika Nevalainen would act as the sustainability auditor with principal responsibility.

#### **18 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 2026.

#### **19 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 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 to be used 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 2026.

## **20 Amendment of the Articles of Association**

The Board of Directors proposes that the Annual General Meeting would decide to amend the company's Articles of Association to better reflect currently applicable regulations and market practice. The material amendments proposed to the Articles of Association are:

- Addition of a new Section 7 concerning the sustainability reporting assurance provider.
- Amendment of Section 10 (current Section 9) concerning the Annual General Meeting by adding decisions on the remuneration policy and the adoption of the remuneration report, as well as decisions on the remuneration and election of the sustainability reporting assurance provider as matters to be considered at the Annual General Meeting; and
- Complete removal of the section regarding the voting restriction at a General Meeting (current Section 11). The purpose of the removal is to enable voting at a General Meeting in a manner whereby the voting rights of each shareholder at a meeting correspond to the number of shares owned in the company.

As a result of the amendment to the Articles of Association, the consecutive numbering of the sections of the Articles of Association would be changed to reflect the amendments made;

According to the proposal, the new Section 7 of the Articles of Association would read in its entirety as follows:

### **"§ 7 Sustainability reporting assurance provider**

One Authorized Sustainability Audit Firm, whose appointed Authorized Sustainability Auditor with principal responsibility must be an Authorized Sustainability Auditor (ASA) as referred to in the Finnish Auditing Act, shall be elected as the company's sustainability reporting assurance provider. The company's auditor with a special qualification as an Authorized Sustainability Auditor can also be elected to this office.

The term of office of the sustainability reporting assurance provider expires at the closing of the first Annual General Meeting following its election."

Additionally, the proposed Section 10 of the Articles of Association (current Section 9) would read in its entirety as follows:

### **"10 § Annual General Meeting**

The Annual General Meeting is held no later than the date determined by the Finnish Companies Act.

At the Annual General Meeting, the following shall be

decided

- 1 Adoption of the annual accounts,
- 2 Measures called for by the profit and/or other non-restricted capital pursuant to the adopted balance sheet,
- 3 Discharge from liability of the members of the Board of Directors and the Managing Director,
- 4 Fees for the members of the Board of Directors, the auditor and the sustainability reporting assurance provider,
- 5 Number of members of the Board of Directors,
- 6 The remuneration policy, if necessary,
- 7 Adoption of the remuneration report, and

elected

- 8 Chairperson and members of the Board of Directors
- 9 Auditor, and
- 10 Sustainability reporting assurance provider.

Additionally, other matters mentioned in the notice of the meeting shall be considered at the Annual General Meeting."

The proposal of the Board of Directors for the amended Articles of Association as well as a comparison against the current Articles of Association are available in their entirety on the company's website at [tietoevry.com/agm](https://tietoevry.com/agm).

## **21 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 proposal for the amended Articles of Association, the Remuneration Report, as well as the annual accounts, the report of the Board of Directors, the auditor's report and the sustainability reporting assurance report for the year 2024 are available on the company's website at [tietoevry.com/agm](https://tietoevry.com/agm).

The minutes of the Annual General Meeting will be available on the company's website at [tietoevry.com/agm](https://tietoevry.com/agm) at the latest on 8 April 2025.

### **C. Instructions for the participants in the Annual General Meeting**

#### **1 Registration for the Annual General Meeting and advance voting**

The right to participate in the Annual General Meeting requires registration in accordance with the instructions provided below. In addition to attending the Annual General Meeting at the meeting venue, shareholders may also exercise their voting rights by voting in advance on certain agenda items of the Annual General Meeting, if they wish. Instructions for registration and advance voting for shareholders registered in Finland, Norway, and Sweden, as well as for holders of nominee registered shares, can be found in section C.1, subsections a-d of this notice of the Annual General Meeting.

If shareholders who have voted in advance wish to exercise other rights under the Finnish Companies Act, such as the right to ask questions, the right to make proposals, the right to demand a vote, or to vote on any counter-proposals or other proposals made at the meeting, they must participate in the Annual General Meeting at the meeting venue either personally or through a proxy representative.

A proposal subject to advance voting is considered to be presented unchanged at the Annual General Meeting.

A shareholder, their legal representative, or proxy representative must be able to verify their identity and/or authority to represent at the venue if necessary.

Further information is available on the company's website at [tietoevry.com/agm](https://tietoevry.com/agm).

#### **a) Shareholders with shares registered with Euroclear Finland Oy in Finland**

Each shareholder who is registered in the company's shareholders' register maintained by Euroclear Finland Oy on the record date of the Annual General Meeting, 13 March 2025, has the right to participate in the Annual General Meeting and to vote in advance. Shareholders, whose shares are registered on their Finnish book-entry account or equity savings account, are registered in the shareholders' register of the company.

The registration and advance voting period commences on 4 March 2025 at 1 p.m. Finnish time. A shareholder, who is registered in the company's shareholders' register and who wishes to participate in the Annual General Meeting, must register for the Annual General Meeting latest on 19 March 2025 at 4 p.m. Finnish time, by which time the registration must be received.

Shareholders whose shares in the company are registered in their personal Finnish book-entry account or equity savings account may vote in advance during the period 4 March 2025–19 March 2025 at 4:00 p.m. (Finnish time) on certain agenda items of the Annual General Meeting in accordance with the following instructions.

#### **Electronic registration and advance voting**

Registration and advance voting for the Annual General Meeting may be carried out electronically at [tietoevry.com/agm](https://tietoevry.com/agm)

- For shareholders that are natural persons, electronic registration and advance voting require secure strong identification. Shareholders can register by logging in with their Finnish bank credentials, mobile certificate, or book-entry account number as well as other required information.

- Shareholders that are legal entities can use the electronic Suomi.fi authorization, which requires strong electronic identification from the authorized person using bank credentials or a mobile certificate for registration and advance voting. More information can be found at suomi.fi/e-authorizations. However, shareholders that are legal entities are not required to have strong electronic identification, but they must provide their book-entry account number and other required information.

### **Other registration methods**

Shareholders may also register for the Annual General Meeting by:

- email: [agm@tietoevry.com](mailto:agm@tietoevry.com)
- phone: +358 40 716 5920, Monday to Friday from 9:00-12:00 a.m. (Finnish time), or
- regular mail: Tietoevry Corporation, AGM, P.O.Box 2, FI-02101 Espoo, Finland.

When registering by phone, the requested information, such as the shareholder's name, date of birth or business ID, contact details, and the name of any assistant or proxy representative and the proxy representative's date of birth, must be provided. When registering by email or regular mail please use the registration and advance voting form available on the company's website at [tietoevry.com/agm](https://tietoevry.com/agm) or provide the corresponding information.

The personal data provided by shareholders to Tietoevry Corporation or Euroclear Finland Oy will only be used in connection with the Annual General Meeting and with the processing of related necessary registrations. The privacy notice is available at [tietoevry.com/agm](https://tietoevry.com/agm).

### **Other ways to vote in advance**

Shareholders may also vote in advance by submitting a completed registration and advance voting form available on the company's website at [tietoevry.com/agm](https://tietoevry.com/agm) to Euroclear Finland Oy, either:

- by regular mail to Euroclear Finland Oy, General Meeting/Tietoevry, P.O. Box 1110, FI-00101 Helsinki, Finland, or
- by email to [yhtiokokous@euroclear.com](mailto:yhtiokokous@euroclear.com).

Advance votes must be received by the end of the advance voting period. Submitting advance votes in this manner before the end of the registration and advance voting will be considered as registration for the Annual General Meeting, provided that the above-mentioned information required for registration is provided.

A legal representative or proxy representative of the shareholder must in connection with delivering the registration and advance voting form produce a dated proxy authorization document or otherwise in a reliable manner demonstrate their right to represent the shareholder at the Annual General Meeting.

### **b) Holders of nominee registered shares**

Holders of nominee registered shares have the right to participate in the Annual General Meeting by virtue of such shares, based on which they on the record date of the Annual General Meeting, i.e. on 13 March 2025 would be entitled to be registered in the shareholders' register of the Tietoevry Corporation maintained 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 temporarily registered into the shareholders' register maintained by Euroclear Finland Oy no later than on 20 March 2025 by 10 a.m. Finnish time. As regards nominee registered shares this constitutes due registration for the Annual General Meeting.

For the sake of clarity, it is noted that holders of nominee registered shares cannot directly register for the Annual General Meeting or vote in advance electronically on the company's website. For holders of nominee registered shares, registration and advance voting is carried out via their account manager. The account manager may cast advance votes on behalf of the holders of nominee registered shares that they represent in accordance with the voting instructions provided by the holders of nominee registered shares during the registration period for the nominee registered shares.

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

A holder of nominee registered shares is advised to request without delay necessary instructions from their custodian bank regarding the temporary registration in the shareholders' register of Tietoevry Corporation, the issuing of proxy authorization documents and voting instructions, as well as registration for the Annual General Meeting and advance voting.



The account manager of the custodian bank shall temporarily register a holder of nominee registered shares, who wants to participate in the Annual General Meeting, into the shareholders' register of Tietoevry Corporation at the latest by 20 March 2025 by 10 a.m. (Finnish time) and, if necessary, take care of advance voting on behalf of a holder of nominee registered shares prior to the end of the registration period concerning holders of nominee registered shares.

### **Special instructions regarding shares registered in Sweden and Norway**

For the sake of clarity, instructions for shareholders whose shares are registered in Sweden or Norway are set out in subsections 1.c) and 1.d).

#### **c) Shareholders with shares registered with Euroclear Sweden AB in Sweden**

Shareholders whose shares are registered in the securities system maintained by Euroclear Sweden AB and who wish to participate in the Annual General Meeting and use their voting rights at the meeting must be registered in the shareholders' register maintained by Euroclear Sweden AB latest on 13 March 2025. The shares of these shareholders will be re-registered in the shareholder register maintained by Euroclear Finland Oy, provided that the shareholder has registered for the Annual General Meeting in accordance with the instructions below. The shareholder must register, submit any proxy authorization documents, and, provide any advance votes in accordance with the following instructions no later than 17 March 2025 by which time the registration, possible proxy authorization documents, and possible advance votes must be received.

Registration can be done either by regular mail to Tietoevry Oyj "AGM 2025", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, or by email at [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com). When registering, the requested information must be provided, such as the shareholder's name, date of birth or corporate/individual identification number, contact details, the name of any assistant or proxy representative, and the date of birth of a proxy representative.

Shareholders whose shares are registered in a Swedish book-entry account can vote in advance on certain agenda items of the Annual General Meeting during 4 March 2025 - 17 March 2025 either by regular mail or email by submitting the registration and advance voting form available on the company's website at [tietoevry.com/agm](https://tietoevry.com/agm) to Euroclear Sweden AB by regular mail to Tietoevry Oyj "AGM 2025", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, or by email to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com).

For the sake of clarity, it is noted that shareholders whose shares are registered with Euroclear Sweden AB in Sweden cannot directly register for the Annual General Meeting or vote in advance electronically on the company's website; instead, registration and advance voting information must be submitted by regular mail or email.

The legal representative or proxy representative of the shareholder must in connection with delivering the registration and advance voting form produce a dated proxy authorization document or otherwise in a reliable manner demonstrate their right to represent the shareholder at the Annual General Meeting. If the shareholder participates in the Annual General Meeting by submitting advance votes to Euroclear Sweden AB, the submission of advance votes will be considered as registration for the Annual General Meeting. The advance votes must be received by the end of the advance voting period.

#### **Owners of shares registered in a nominee account in Sweden**

Shareholders whose shares are nominee registered in Sweden and who wish to participate in the Annual General Meeting and use their voting rights at the meeting must instruct the nominee to re-register their shares in the shareholders' own name in the shareholders' register maintained by Euroclear Sweden AB in good time prior to the deadline for re-registration, which is on 17 March 2025. The shareholder must also take care of issuing of possible proxy authorization documents and advance votes.

#### **d) Shareholders with shares registered with Euronext Securities Oslo/Verdipapirsentralen ASA (VPS) in Norway**

To participate in the Annual General Meeting and, if desired, to vote in advance on certain agenda items of the Annual General Meeting, the shareholder must be registered in the shareholders' register maintained by Euronext Securities Oslo/Verdipapirsentralen ASA (VPS) on 13 March 2025, and instruct Nordea Issuer Services to temporarily register their shares in the shareholders' register of Tietoevry Corporation maintained by Euroclear Finland Oy.

The request for temporary registration and possible voting instructions for advance voting must be submitted in writing to Nordea Issuer Services in Norway either by email to [nis@nordea.com](mailto:nis@nordea.com) or by regular mail to Nordea, Issuer Services, Postboks 1166, Sentrum, 0107 Oslo, Norway.



The request and possible voting instructions for advance voting must be received by no later than 18 March 2025 at 12:00 p.m. (Norwegian time). Shareholders must also take care of issuing any proxy authorization documents. Temporary registration through Nordea Issuer Services is considered a registration for the Annual General Meeting.

For the sake of clarity, it is noted that shareholders whose shares are registered with Euronext Securities Oslo/Verdipapirsentralen ASA (VPS) in Norway cannot directly register for the Annual General Meeting or vote in advance electronically on the company's website; instead, requests for temporary registration and any voting instructions for advance voting must be submitted to Nordea Issuer Services by regular mail or email.

## **2 Proxy representatives and powers of attorney**

Shareholders may participate and exercise their rights in the Annual General Meeting also through a proxy representative. A proxy representative of a shareholder may also vote in advance in the manner described in this notice.

Proxy representatives registering or voting in advance electronically for the Annual General Meeting must identify themselves personally through strong electronic authentication, after which they can register on behalf of the shareholder they represent. The same applies to voting in advance electronically.

- Shareholders that are natural persons can authorize a proxy representative in connection with the electronic registration or issue the authorization through the Suomi.fi service, in which case the representative must authenticate themselves using strong electronic identification during registration. After this, the electronic authorization will be automatically verified. Strong electronic identification works with bank credentials or mobile certificates. More information is available at [suomi.fi/e-authorizations](https://suomi.fi/e-authorizations).
- If a shareholder participates in the Annual General Meeting through multiple proxy representatives representing the shareholder's shares in different securities accounts, the shares based on which each proxy representative represents the shareholder must be specified in connection with the registration.
- Shareholders that are legal entities can also use the electronic suomi.fi e-authorization service instead of a traditional proxy authorization document. In this case, the legal entity authorizes its designated representative in the Suomi.fi service at [suomi.fi/e-authorizations](https://suomi.fi/e-authorizations) using the authorization matter "Representation at the General Meeting." In Euroclear Finland Oy's general meeting service, the authorized representative must authenticate themselves using strong electronic identification in connection with the registration, after which the electronic authorization will be automatically verified. Strong electronic identification works with bank credentials or mobile certificates. More information is available at [suomi.fi/e-authorizations](https://suomi.fi/e-authorizations).

The proxy representative of the shareholder shall produce a dated proxy authorization document or otherwise in a reliable manner demonstrate their right to represent the shareholder at the Annual General Meeting. The right to represent can also be demonstrated by using the suomi.fi authorizations service available in the electronic registration service.

Any proxy authorization documents are requested to be submitted by regular mail to Tietoevry Corporation, AGM, P.O. Box 2, 02101 Espoo, or by email as an attachment in connection with the registration to [agm@tietoevry.com](mailto:agm@tietoevry.com) no later than 19 March 2025, at 4:00 p.m. (Finnish time), by which time the proxy authorization documents must be received. In addition to submitting proxy authorization documents, the shareholder or their proxy representative must take care of registration for the Annual General Meeting and, if necessary, advance voting in the manner described in this notice.

Further information is available on the company's website at [tietoevry.com/agm](https://tietoevry.com/agm).

## **3 Following the meeting via webcast**

A shareholder who has registered for the Annual General Meeting and who has the right to participate in the Annual General Meeting may also follow the meeting via webcast. The shareholder must provide their email address in connection with the registration, to which a participation link and password will be sent no later than 24 March 2025. A shareholder registered for the Annual General Meeting can also request the link to the webcast by email from [agm@tietoevry.com](mailto:agm@tietoevry.com) by 19 March 2025, at 4:00 p.m. (Finnish time) The request should include the name of the registered shareholder and their email address.

It is recommended to log in to the webcast well in advance of the time the meeting opens. Using the online connection does not require any paid software or downloads. It is recommended to use the latest versions of the following browsers for participation: Chrome, Edge, Firefox, or Safari. Additionally, a computer, smartphone, or other similar device with speakers or headphones for audio playback is required.

It is not possible to present questions, make proposals, speak or vote through the webcast, and following the meeting through the webcast is not considered as participation in the Annual General Meeting or exercise of shareholder rights under the Finnish Companies Act.

More information about the webcast is available on the company's website at [tietoevry.com/agm](https://tietoevry.com/agm).

#### **4 Further instructions and information**

The meeting is conducted in Finnish and will include presentations both in Finnish and in English. Simultaneous translation will be available into English and, as necessary, into Finnish.

Pursuant to Chapter 5, Section 25 of the Finnish Companies Act, a shareholder who is present at the Annual General Meeting has the right to request information with respect to the matters to be considered at the Annual General Meeting.

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 a shareholder at the Annual General Meeting.

The information concerning the Annual General Meeting required under the Finnish Companies Act and the Finnish Securities Market Act is available at [tietoevry.com/agm](https://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 holds 45 239 own shares. It is not possible to exercise voting rights at the Annual General Meeting with the own shares held by the company.

Coffee will be served after the meeting.

4 March 2025

**Tietoevry Corporation**  
Board of Directors

For further information, please contact:  
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**Tietoevry** creates purposeful technology that reinvents the world for good. We are a leading technology company with a strong Nordic heritage and global capabilities. Based on our core values of openness, trust and diversity, we work with our customers to develop digital futures where businesses, societies, and humanity thrive.

Our 23 000 experts globally specialize in cloud, data, and software, serving thousands of enterprise and public-sector customers in around 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](https://www.tietoevry.com)