



# Proposal by the Shareholders' Nomination Board of TietoEVRY Corporation to the Annual General Meeting to be convened on 26 March 2020

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The Shareholders' Nomination Board of TietoEVRY Corporation proposes to the Annual General Meeting that the meeting would decide as follows:

## 1 Remuneration of the Board of Directors

The Shareholders' Nomination Board proposes that the remuneration of the Board of Directors elected by the Annual General Meeting will be annual fees as follows, taking into consideration the recent merger between Tieto and EVRY: EUR 125 000 (current EUR 98 000) to the Chairperson, EUR 70 000 (current EUR 58 000) to the Deputy Chairperson and EUR 53 000 (current EUR 38 000) 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 receives an annual fee of EUR 20 000 and a member of a permanent Board Committee receives 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 for 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 long-term shareholding of the Board members will benefit all the shareholders. Every Board member elected by the Annual General Meeting is expected to over a five-year period accumulate a shareholding in TietoEVRY that exceeds his/hers one-time annual remuneration.

The Shareholders' Nomination Board therefore proposes that part of the annual remuneration may be paid in TietoEVRY Corporation'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
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 interim report 1 January–31 March 2020 of TietoEVRY Corporation. 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.

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

## 2 Number of the members of the Board of Directors

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

## 3 Composition of the Board of Directors

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, Niko Pakalén, Endre Rangnes and Leif Teksum be re-elected and in addition, Katharina Mosheim proposed to 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.

It was noted that 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.

Katharina Mosheim (born 1976), an Austrian citizen, is co-owner and CEO of Alpha Pianos AS which develops and produces evolutionary digital music instruments. She has earlier acted in various executive and managerial positions in Telia, Accenture and Capgemini in Norway and the Nordics, as well as Nokia Siemens Networks and Siemens Mobile Phones. Katharina Mosheim holds a Ph.D. (Business Administration) from Karl-Franzens University in Graz, Austria.

The biographical details of the candidates and information on their holdings shall be available on TietoEVRY's website at [www.tietoevry.com/cv](http://www.tietoevry.com/cv).

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

## 4 Shareholders' Nomination Board

The Annual General Meeting 2010 of TietoEVRY Corporation decided to establish a Shareholders' Nomination Board to prepare proposals for the election and remuneration of the members of the Board of Directors to the Annual General Meeting.

The Shareholders' Nomination Board comprises four members nominated by the largest shareholders and the Chairperson of the Board of Directors. The largest shareholders of the company were determined on the basis of shareholdings registered in the Finnish and Swedish book-entry systems on 31 August 2019. The composition was revised on the basis of the shareholdings registered in the Finnish, Norwegian and Swedish book-entry systems on 9 December 2019 after the merger between EVRY ASA and Tieto Corporation.

The composition of the Shareholders' Nomination Board having prepared the proposal for AGM 2020 is the following:

Martin Oliw, Partner, Cevian Capital AB,  
Gabriele Cipparrone, Partner, Apax Partners LLP,  
Petter Söderström, Investment Director, Solidium Oy,  
Mikko Mursula, Chief Investment Officer, Ilmarinen Mutual Pension Insurance Company, and  
Tomas Franzén, Chairperson of the Board of Directors, TietoEVRY Corporation.

The Shareholders' Nomination Board shall report in the Annual General Meeting on how its work was conducted.

**For further information, please contact:**

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