

### **Appendix 3**

#### **Description of assets, liabilities and shareholders' equity and valuation of the Merging Company and the preliminary presentation of the balance sheet of the Combined Company**

Balance sheets of the Recipient Company and Merging Company as at 31 March 2019 prior merger and the Recipient Company's indicative post-merger balance sheet 31 March 2019, adjusted by the estimated merger adjustments by applying the acquisition method are presented below.

Appendix 3 - Description of assets, liabilities and shareholders' equity of the Merging Company and of the circumstances relevant to their valuation, of the preliminary effect of the Merger on the balance sheet of the Recipient Company

Balance sheets of the recipient company and merging company as at 31 March 2019 prior merger and the recipient company's indicative post merger balance sheet 31 March 2019, adjusted by the estimated merger adjustments by applying the acquisition method are presented below.

as at 31 March 2019	Tieto Oyj, the recipient company prior merger	EVRY ASA, the merging company prior merger a)	Estimated merger adjustments	Note	The Recipient company merger Balance Sheet
<b>in EUR million</b>					
<b>Assets</b>					
Non-current assets	952,2	843,7	948,5	1)	2744,4
Current assets	215,5	11,7	- 199,4	1) 2)	27,8
<b>Total assets</b>	<b>1 167,7</b>	<b>855,4</b>	<b>749,1</b>		<b>2772,2</b>
<b>Total equity</b>	<b>610,8</b>	<b>367,7</b>	<b>749,1</b>	1)	<b>1727,6</b>
<b>Liabilities</b>					
Non-current liabilities	185,3	377,9			563,2
Current liabilities	371,6	109,8		2)	481,5
<b>Total liabilities</b>	<b>556,9</b>	<b>487,7</b>			<b>1044,6</b>
<b>Total equity and liabilities</b>	<b>1 167,7</b>	<b>855,4</b>	<b>749,1</b>		<b>2772,2</b>

a) NOK have been translated to EUR with an exchange rate EUR/NOK 9.659

1) For illustration purposes, the preliminary merger consideration is EUR 1 316.2 million, of which consists of EUR 1 116.8 million consideration in shares calculated by using 31 May 2019 closing price of Tieto Oyj's share 25.20 eur and 44 316 520 shares to be issued, and of EUR 199.4 million consideration in cash. The difference of EUR 948.5 million between the preliminary merger consideration and EVRY ASA's net assets is allocated to Non-current assets. Preliminary merger consideration in shares is allocated to equity and preliminary merger consideration in cash is adjusted from current assets. As acquisition method is applied the equity of the merging company is eliminated from the recipient company merger balance sheet. Details relating to merger consideration are described in the paragraph 7 of the Merger plan.

2) The annual general meeting of Tieto Oyj held on 21 March 2019 resolved to distribute approximately EUR 107.2 million as dividends. Amount is included to Tieto Oyj's 31 March 2019 Balance Sheet as a current liability and deduction from equity.

The annual general meeting of EVRY ASA held on 11 April 2019 resolved to distribute approx. NOK 646 million ( approx. EUR 66.9 million with end of March 2019 exchange rate) as dividends. Amount is not included to EVRY ASA's 31 March 2019 balance sheet.

These dividends have been paid during April and May 2019, and thus decreased the combined cash and cash equivalents in the respective periods after 31 March 2019