

**Appendix 2 C**

**Amended Articles of Association of the Combined Company**

## **Articles of association of TietoEVERY Corporation**

### **1. Company name and domicile**

The company name in Finnish is TietoEVERY Oyj, in Swedish TietoEVERY Abp and in English TietoEVERY Corporation. The domicile of the company is Espoo, Finland.

### **2. Branch of industry**

The company's field of business is the development and provision of information technology-related products and services and other related business. In addition, the company carries on maintenance, service and consulting activities related to the aforementioned businesses. The company can create, acquire and license intangible assets and software and carry on other industrial and commercial business. The company can carry on its business directly, through subsidiary and associated companies, and joint ventures. The company may own securities and real estate, engage in securities trading, and engage in investment and financing activities supporting the company's business.

### **3. Board of Directors**

The company has a Board of Directors, which consists of not less than six (6) nor more than twelve (12) members. The Chairman of the Board shall be elected by the General Meeting.

The term of the members of the Board of Directors expires at the closing of the first Annual General Meeting following the election. Should the Chairman resign or become otherwise unable to act as the Chairman in the middle of the term, the Board of Directors shall elect a new Chairman.

### **4. Managing Director**

The company has a Managing Director appointed by the Board of Directors.

### **5. Representation of the Company**

Members of the Board of Directors, acting two together or one of them acting together with the Managing Director, shall have the right to represent the company.

The Board of Directors may give the right to represent the company to persons employed by the company, so that they act either two together or each together with a member of the Board of Directors or the Managing Director.

### **6. Auditor**

The company has one ordinary auditor who shall be an audit firm with a KHT auditor as the auditor with principal responsibility.

The term of office of the auditor expires at the closing of the first Annual General Meeting following his election.

## **7. Notice of General Meeting**

The Notice of a General Meeting shall be issued by publishing it on the company's website.

## **8. Registration to General Meetings**

In order to be allowed to attend a General Meeting, a shareholder must inform the company of his intention to attend the meeting no later than on the day mentioned in the summons, which can be ten days before the Meeting at the earliest.

## **9. Annual General Meeting**

The Annual General Meeting is held no later than the end of April on a date determined by the Board of Directors.

At the Meeting, the following shall be

decided

1. Adoption of the annual accounts
2. Measures called for by the profit and 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 and auditor
5. Number of members of the Board of Directors;

elected

6. Chairman and members of the Board of Directors
7. Auditor

## **10. Place of the General Meeting**

A General Meeting may, according to a decision of the Board of Directors, be held in either Helsinki or Espoo.

## **11. Voting at a General Meeting**

No shareholder is allowed to vote at a General Meeting with more than one fifth (1/5) of the votes represented at the Meeting.

**12. Accounting Period**

The company's accounting period begins on 1 January and ends on 31 December.

**13. Book-Entry Securities System**

The company's shares are included in the book-entry securities system