

## Appendix 1 B

### **Proposals to the Extraordinary General Meeting of Shareholders of the Recipient Company**

#### **6. Resolutions relating to the merger of Tieto Corporation and EVRY ASA**

##### **6.1 Introduction**

Tieto Corporation ("**Tieto**") announced on 18 June 2019 the merger of Tieto's and EVRY ASA's ("**EVRY**") business operations through a statutory cross-border absorption merger of EVRY into Tieto pursuant to Chapter 16 of the Finnish Companies Act (624/2006, as amended) (the "**Finnish Companies Act**") and Chapter 13 of the Norwegian Public Limited Liability Companies Act of 13 June 1997 No. 45 (the "**Norwegian Public Companies Act**"). As a result of the merger, all assets and liabilities of EVRY will be transferred without a liquidation procedure to Tieto, and EVRY will be dissolved (the "**Merger**"). The shareholders of EVRY will receive new shares in Tieto and cash as merger consideration in proportion to their shareholdings. Tieto and EVRY are hereinafter jointly referred to as the "**Parties**" or the "**Companies Involved in the Merger**" and Tieto after the Merger is hereinafter referred to as the "**Combined Company**".

The purpose of the Merger is to create one of the most competitive digital services and software companies in the Nordics. With combined revenue of close to EUR 3 billion and 24,000 professionals, the Combined Company will be well positioned to create digital advantages for Nordic enterprises and society.

The Merger will combine strong digital competences and industry software with advanced cloud and infrastructure services. Based on the Parties' product and competence portfolios, there is potential to increase the competitiveness for the benefit of customers and employees – and potential to grow across businesses.

The Merger will be highly complementary from a geographical, offering and customer perspective. It will also create one of the largest digital services communities in the Nordics. The Merger further drives scale, longer-term revenue synergies, as well as innovation through combined targeted investments. The combination is expected to create value for shareholders through targeted cost synergies.

Reference is made to the public announcement on the Merger for further information about its rationale and details.

In order to complete the Merger, the Board of Directors of Tieto proposes that the Extraordinary General Meeting resolve on the statutory cross-border absorption merger of EVRY into Tieto in accordance with the merger plan approved by the Boards of Directors of Tieto and EVRY and dated [●] June 2019 and thereafter registered with the Trade Register of the Finnish Patent and Registration Office and the Norwegian Register of Business Enterprises on [DATE] 2019 (the "**Merger Plan**"), and as part of approval of the Merger, conditionally upon the registration of the

execution of the Merger with the Finnish Trade Register and the Norwegian Register of Business Enterprises, and as further set out below:

- (a) approve the amended Articles of Association of the Combined Company in the form appended to the Merger Plan;
- (b) approve the issuance of new shares of Tieto and cash as merger consideration to the shareholders of EVRY;
- (c) resolve on the number of the members of the Board of Directors of the Combined Company;
- (d) resolve on the election of the members of the Board of Directors of the Combined Company;
- (e) resolve on the remuneration of the Board of Directors of the Combined Company; and
- (f) resolve on a temporary deviation from the Charter of the Tieto Shareholders' Nomination Board.

Existing shareholders of Tieto representing in the aggregate approximately [●] percent of all the shares and votes in Tieto as at the date of this notice have undertaken, subject to certain customary conditions, to attend the Extraordinary General Meeting and support and vote for the proposals of the Board of Directors.

## **6.2 Resolution on the Merger**

Pursuant to the Merger Plan, EVRY shall be merged into Tieto through a cross-border absorption merger, so that all assets and liabilities of EVRY shall be transferred without a liquidation procedure to Tieto in a manner described in more detail in the Merger Plan.

The Board of Directors of Tieto proposes that the Extraordinary General Meeting resolves on the cross-border absorption merger of EVRY into Tieto in accordance with the Merger Plan. The resolution on the merger includes among other matters set out in the Merger Plan, the following key items (as specified in the Merger Plan):

### **(a) Amendment of the Articles of Association**

Pursuant to the Merger Plan, the Articles of Association of the Combined Company shall be amended in connection with the execution of the Merger. The amendments set out in the Merger Plan include the change of the company name into TietoEVRY Corporation and a change to the Combined Company's field of business. The amended Articles of Association of the Combined Company have been appended in their entirety to the Merger Plan.

### **(b) Merger consideration**

Pursuant to the Merger Plan the shareholders of EVRY shall receive as merger consideration 0.1200 new shares of Tieto for each share owned in EVRY per each individual book-entry account (the "**Merger Consideration in Shares**" and together with the Merger Consideration in Cash set out below, the "**Merger Consideration**"). The Merger Consideration in Shares shall be issued to the shareholders of EVRY in proportion to their shareholding in EVRY. No Merger Consideration will be

issued with respect to shares in EVRY held by EVRY itself or by Tieto. The allocation of the Merger Consideration will be based on the shareholding in EVRY at a record date to be set in connection with the completion of the Merger.

In case the number of shares received by a shareholder of EVRY (per each individual book-entry account) as Merger Consideration in Shares is a fractional number, the fractions shall be rounded down to the nearest whole share. Fractional entitlements to new shares of Tieto shall be aggregated and sold in public trading on the Helsinki Stock Exchange or Oslo Børs and the proceeds shall be distributed to shareholders of EVRY entitled to receive such fractional entitlements in proportion to holding of such fractional entitlements. Any costs related to the sale and distribution of fractional entitlements shall be borne by Tieto.

In addition to the Merger Consideration in Shares, the shareholders of EVRY shall receive as merger consideration NOK 5.28 in cash for each share owned in EVRY (the "**Merger Consideration in Cash**").

The final total number of shares in the Combined Company to be issued as Merger Consideration in Shares and the final total number for the Merger Consideration in Cash shall be determined on the basis of the number of shares in EVRY held by shareholders of EVRY, other than EVRY itself and Tieto, at a record date to be set in connection with completion of the Merger. Such total number of shares to be issued as Merger Consideration in Shares shall be rounded down to the nearest full share.

On the date of the Merger Plan, the number of issued and outstanding shares in EVRY was 369,304,333. In addition, EVRY held 1,501,744 treasury shares. Based on the situation on the date of the Merger Plan and the agreed Merger Consideration, the total number of shares in Tieto to be issued as Merger Consideration in Shares would therefore be 44,316,519 shares and the final total Merger Consideration in Cash would be NOK 1,949,926,878.24.

The final total amount of Merger Consideration may be affected by, among others, any change concerning the number of shares issued by and outstanding in EVRY, e.g., EVRY issuing new and/or transferring existing treasury shares in accordance with existing share-based incentive plans, prior to the date of registration of the execution of the Merger with the Finnish Trade Register (the "**Effective Date**").

**(c) Number of members of the Board of Directors**

Pursuant to the Merger Plan, the Board of Directors and the Shareholders' Nomination Board of Tieto, after consultation with the Nomination Committee of EVRY, propose that the number of members of the Board of Directors of the Combined Company, including the Chairman of the Board of Directors, shall be nine (9).

In addition to the above mentioned nine members, Tieto and EVRY have agreed that arrangements shall be made to have four (4) employee representatives on the Board of Directors of the Combined Company.

**(d) Composition of the Board of Directors**

Pursuant to the Merger Plan, the Board of Directors and the Shareholders' Nomination Board of Tieto, after consultation with the Nomination Committee of EVRY, propose that Timo Ahopelto, Tomas Franzén, Liselotte Hägertz Engstam, Harri-Pekka Kaukonen, Niko Pakalén and Endre Rangnes

of the current members of the Board of Directors of Tieto be conditionally elected to continue to serve on the Board of Directors of the Combined Company, that Rohan Haldea, Salim Nathoo and Leif Teksum of the current members of the Board of Directors of EVRY be conditionally elected as new members of the Board of Directors of the Combined Company, and that Tomas Franzén, currently a member of the Board of Directors of Tieto, be conditionally elected as Chairman of the Board of Directors of the Combined Company, each for the term commencing on the Effective Date and expiring at the end of the first Annual General Meeting of the Combined Company following the Effective Date.

All the Board nominees are considered independent of the Combined Company and five (5) Board members are considered independent of the significant shareholders of the Combined Company. The Board nominees have given their consent to the election. CVs of the proposed Board members are available on Tieto's website at [www.tieto.com/tietoevry](http://www.tieto.com/tietoevry).

The term of the members of the Board of Directors not conditionally elected to continue in the Board of Directors of the Combined Company for the term commencing on the Effective Date shall end on the Effective Date.

**(e) Remuneration of the new members of the Board of Directors**

Pursuant to the Merger Plan, the Board of Directors and the Shareholders' Nomination Board of Tieto, after consultation with the Nomination Committee of EVRY, propose that in line with the resolutions of the Annual General Meeting of Tieto held on 21 March 2019, the new members of the Board of Directors of Tieto to be elected for the term commencing on the Effective Date and expiring at the end of the first Annual General Meeting of the Combined Company following the Effective Date be paid annual fees as follows: EUR 98 000 to the Chairman, EUR 58 000 to the Deputy Chairman and EUR 38 000 to the ordinary members of the Board of Directors. The same fee as to the Board Deputy Chairman will be paid to the Chairman of a Board Committee unless the same individual is also the Chairman or Deputy Chairman of the Board. In addition, a remuneration of EUR 800 is paid to the Chairman, Deputy Chairman and ordinary members for each Board meeting and for each permanent or temporary committee meeting. The remuneration of the members of the Board of Directors nominated by the employees as employee representatives shall be determined separately but will not in any event exceed the remuneration of the other members of the Board of Directors.

Otherwise the resolutions on Board remuneration made by the AGM of Tieto held on 21 March 2019 shall remain in force unaffected.

Part of the fixed annual remuneration may be paid in the Combined Company's shares purchased from the market. An elected member of the Board of Directors may, at his/her discretion, choose to receive the fee from the following five alternatives:

- (i) No cash, 100 percent in shares
- (ii) 25 percent in cash, 75 percent in shares
- (iii) 50 percent in cash, 50 percent in shares
- (iv) 75 percent in cash, 25 percent in shares, or

- (v) 100 percent in cash, no shares.

The shares will be purchased in accordance with an acquisition program prepared by the Combined Company. The shares will be purchased within two weeks from the release of the first interim report following the completion of the Merger.

If the remuneration cannot be paid in shares due to insider regulation, termination of the Board member's term of office or other reason relating to the member of the Board, the remuneration shall be paid fully in cash.

The annual remuneration of the new Board members elected hereunder shall be paid in proportion to the length of their term in office.

The Board of Directors and the Shareholders' Nomination Board of Tieto, after consultation with the Nomination Committee of EVRY, may amend the above-mentioned proposals concerning the election of members of the Board of Directors of the Combined Company and/or their remuneration, in case one or more of the above-mentioned persons would not be available for election at the Extraordinary General Meeting of Tieto resolving on the merger.

**(f) Temporary deviation from the Charter of the Tieto Shareholders' Nomination Board**

Pursuant to the Merger Plan, the Board of Directors of Tieto proposes to the Extraordinary General Meeting that the Extraordinary General Meeting resolves to make a one-time deviation from the charter of the Shareholders' Nomination Board of Tieto (the "**Charter**"). According to the current Charter, the right to nominate members to the Shareholders' Nomination Board rests with the four largest shareholders who are registered in the shareholders' register on 31 August in the year preceding the General Meeting for which the Shareholders' Nomination Board prepares proposals. The Chairman of the Board of Directors shall be the fifth member of the Shareholders' Nomination Board.

The Board of Directors proposes that, in deviation from the above, the right to nominate members to the Shareholders' Nomination Board preparing proposals for General Meetings held during 2020 and, if the merger has been completed before the end of 2019 also for general meetings held during 2019, in both cases from the completion of the merger onwards, shall rest with the Chairman of the Board of Directors and the four largest shareholders who are registered in the shareholders' register on the date immediately following the registration date of the execution of the merger of EVRY into Tieto or, if not a business day, on the first business day following such registration date. Further, as a precaution for the possibility that the execution of the merger has not taken place by 1 January 2020, it is proposed that the Shareholders' Nomination Board shall have a reasonable time to prepare its proposals before the Annual General Meeting 2020 instead of having time until end of January 2020 and that the Shareholders' Nomination Board shall in such case publish its proposals as soon as practically possible. In all other respects the Shareholders' Nomination Board shall follow the current Charter.

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Pursuant to the Merger Plan, the above proposals under 6.2 (including items (a) – (f)) of the Board of Directors and the Shareholders' Nomination Board of Tieto form an entirety that requires the adoption of all its individual items by a single resolution. The Extraordinary General Meeting may only approve or reject the proposals set out in the Merger Plan, but not amend them.

The Merger as a whole and the proposed changes to the Articles of Association of Tieto, issuance of new shares of Tieto and cash as merger consideration, the number of members of the Board of Directors of Tieto, the composition of the Board of Directors of Tieto, the remuneration of the Board of Directors of Tieto and the temporary deviation from the Charter of the Tieto Shareholders' Nomination Board are conditional upon and will become effective upon the registration of the execution of the Merger. The planned date of execution of the Merger is 1 February 2020. The planned date of execution may change as set out in the Merger Plan.