



## Insider Rules

Tietoevry

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# 1 Purpose and objectives

The purpose of the Insider Rules is to ensure that Inside Information is managed according to applicable regulations including:

- **Listing requirements:** Tietoevry Corporation (“Tietoevry” or “company”), the Group’s parent company, is publicly listed and its shares are subject to trading in the Nasdaq Helsinki and Stockholm stock exchanges and Oslo Børs.
- **Country of Registration:** Due to the company’s domicile being in Finland, the EU Market Abuse Regulation (“MAR”) applies together with the European Securities and Markets Authority’s (“ESMA”) or Finnish Financial Supervisory Authority’s (“FIN-FSA”) interpretations and practical application guidelines. Tietoevry shall also follow the rules of the Helsinki, Stockholm and Oslo stock exchanges (incl. OSE Rule Books).

All employees in Tietoevry Corporation, including subsidiary companies where Tietoevry directly or indirectly holds more than 50% of the shares or votes, are subject to the Insider Rules.

The objective of the Insider Rules is to:

- State the definition of Inside Information
- Define the individuals who are considered as Tietoevry’s insiders and describe their rights and obligations
- Describe the insider lists maintained by the company, participants and their obligations
- Describe insider management.

This document supplements the Guidelines for insiders as published by the Helsinki Stock Exchange (Appendix 1) and published statements by the Norwegian Financial Supervisory Authority on their interpretation of MAR.

# 2 Rules

## 2.1 Definition of Inside Information

Inside Information is information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more listed companies or to one or more financial instruments. Such information would, if it were made public, be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments.

Table 1: Definition of Inside Information Key Monitoring Controls

Key Monitoring Control	Responsible role	Scope
Definition of Inside Information and procedures associated are documented, communicated and accessible to all relevant stakeholders.	General Counsel	All Tietoevry Corporate Business Services and Businesses

## 2.2 Inside Information restraint

Any person in Tietoevry is not allowed:

- engage or attempt to engage in insider dealing
- when in possession of inside information, recommend that any other person engages in, or induce any other person to engage in dealing, or
- unlawfully disclose inside information.

Both the abuse and unlawful disclosure of Inside Information are punishable criminal acts, and the relevant authorities can also impose administrative penalties against the company and individuals. Even a suspicion of any breaches may lead to severe reputational harm.

Table 2: Inside Information restraint Key Monitoring Controls

Key Monitoring Control	Responsible role	Scope
Transactions with Tietoevry's securities are monitored by relevant authorities.	Financial Supervisory Authority	All Tietoevry Corporate Business Services and Businesses
Penalties for violations of insider trading and unlawful disclosure policies are imposed.	Financial Supervisory Authority	All Tietoevry Corporate Business Services and Businesses

## 2.3 Maintenance of Insider Lists

Insider Lists define the persons who have trading restrictions and notification obligation on their trading directly based on MAR as well as persons to whom Tietoevry has set trading restrictions by the way of internal regulation.

The company keeps the following Insider Lists:

1. Individuals attending market sounding (when applicable)
2. Individuals involved in a specific project which given its nature are deemed to have access to Inside Information.
3. Individuals discharging managerial responsibilities and persons closely associated with them.
4. Recipients of financial information and other persons with trading restrictions (e.g., persons attending the preparation of financial reports).

Use and unlawful disclosure of Inside Information are prohibited by law. The prohibition against insider dealing and unlawful disclosure of Inside Information concerns all natural and legal persons who possess Inside Information, regardless of where and how they have obtained the information – and whether they have been listed as insiders by the company or not.

Table 3: Insider lists maintenance Key Monitoring Controls

Key Monitoring Control	Responsible role	Scope
Insider Lists are established, maintained, and reviewed on a regular basis.	General Counsel	All Tietoevry Corporate Business Services and Businesses

## 2.4 Trading prohibition for Project-specific Insiders

A Project-specific Insider List includes all persons who have access to Inside Information and who are working for the company under a contract of employment, or otherwise performing tasks through which they have access to Inside Information. Advisors to the company may be requested to keep a separate list of their employees participating in the project, for which the company still remains responsible.

The Board of Directors or President and CEO together with the General Counsel make the decision in regard to establishing a Project-specific Insider List. In the same connection, they may also decide on delaying disclosure as defined by MAR.

### 2.4.1 Restrictions

- Project-specific insiders are not allowed to trade with the shares or other financial instruments of Tietoevry or any related derivative instruments while they are Project-specific Insiders.
- If a Project-specific Insider's employment or service contract is discontinued before the project has been published, becomes public in another manner or expires, all confidentiality obligations and trading restrictions still apply to them to the fullest extent until the project is published, becomes public in another manner or expires.

### 2.4.2 Situations when the Project-specific Insider List is updated

- A new person gains access to Inside Information,
- There is a change in the reason for recording a person in the list, or
- A person who is recorded in the list ceases to have access to Inside Information.

Each update specifies the date and time when the change triggering the update occurred. The maintenance of the Project-specific Insider Lists is organised so that only the people authorised to maintain the lists are able to update the information.

A Project-specific Insider List can be terminated when the project has been published, becomes public in another manner or expires. Persons recorded in a Project-specific Insider List are notified in writing or in another verifiable manner, for instance by e-mail, of the termination of the project.

Under the rules of the Oslo Stock Exchange, the insider project needs to be registered with the exchange.

## 2.5 Trading prohibition for persons discharging managerial responsibilities

The members of the Board of Directors and President and CEO of Tietoevry Corporation are defined as persons discharging managerial responsibilities.

The company is obliged to keep an Insider List of these persons and their closely associated persons. A person closely associated with a person discharging managerial responsibilities means the following persons:

- a) a spouse, or a partner considered to be equivalent to a spouse in accordance with national law
- b) a dependent child, in accordance with national law
- c) a relative who has shared the same household for at least one year (on the date of the transaction concerned)
- d) a legal person, trust or partnership, the managerial responsibilities of which are discharged by a “person discharging managerial responsibilities” or by a person referred to in point (a), (b) or (c), which is directly or indirectly controlled by such a person, which is set up for the benefit of such a person, or the economic interests of which are substantially equivalent to those of such a person.

Under the rules of the Oslo Stock Exchange, the list of persons discharging managerial responsibilities and their closely associated persons are registered with the exchange.

### 2.5.1 Notification requirement

Persons discharging managerial responsibilities and persons closely associated with them are subject to notify transactions related to Tietoevry shares and other financial instruments.

Persons discharging managerial responsibilities must inform closely associated persons of the notification requirement that concerns them. Persons in scope must notify all transactions on their own account promptly and no later than three business days after the date of the transaction. This notification must be in written form, and the persons with managerial responsibilities need to retain a copy of it.

The notification is made both to the company and the Financial Supervisory Authority. Tietoevry publishes stock exchange releases on the transactions by persons discharging managerial responsibilities and the persons closely associated with them on their own account.

Transactions that are in the scope of the notification requirement:

- acquisition, disposal, short sale, subscription, exchange, pledging, lending, gift and inheritance
- transactions in connection with unit-linked life insurance policies shall also be notified, if a person discharging managerial responsibilities or a person closely associated with such a person as policyholder bears the investment risk and if the policyholder has the power or discretion to make investment decisions regarding specific instruments in that life insurance policy or to execute transactions regarding specific instruments for that life insurance policy
- transactions executed by a third party under an individual portfolio or asset management mandate on their behalf or for the benefit of a person discharging managerial responsibilities or a person closely associated with such a person shall also be notified.

The list of financial instruments and business transactions is not exhaustive, and the person required to notify is responsible for checking if a specific financial instrument and business transaction is covered by the notification requirement as set out in applicable regulations.

There is a threshold of EUR 20 000 (twenty thousand) during a calendar year for the notification requirement. Acquisitions and disposals in different directions are not netted.

TietoEVRY recommends persons discharging managerial responsibilities and persons closely associated with them to notify the company regardless of the transaction type or instrument or their value to ensure that all relevant transactions are disclosed.

The notification forms and further instructions are available on the Finnish Financial Supervisory Authority's webpages at [www.finanssivalvonta.fi/en/capital-markets/issuers-and-investors/Managers-transactions/](http://www.finanssivalvonta.fi/en/capital-markets/issuers-and-investors/Managers-transactions/)

Under the rules of the Oslo Stock Exchange, the list of persons discharging managerial responsibilities and their closely associated persons must be registered with the Exchange.

Table 4: Notification requirement Key Monitoring Controls

Key Monitoring Control	Responsible role	Scope
All relevant stock exchange releases are disclosed by Investor Relations.	General Counsel	All TietoEVRY Corporate Business Services and Businesses

## 2.6 Restriction on trading

A person discharging managerial responsibilities in TietoEVRY shall schedule the trading of financial instruments issued by the company so that the trading does not undermine confidence in the securities markets.

In practice, it is recommended that a person discharging managerial responsibilities in a listed company makes long-term investments in securities and other financial instruments issued by a listed company. It is also recommended to schedule the trading in these financial instruments to the moments when the market has as exact information as possible about the issues effecting on the prices of the securities and other financial instruments issued by a listed company (e.g., after the disclose of financial report).

## 2.7 Closed period

A person discharging managerial responsibilities within a listed company may not directly or indirectly execute transactions on his or her account or for the account of a third party during a closed period. This restriction applies also when the management of the relevant person's securities and other financial instruments has been assigned to another, e.g., a portfolio manager.

Transactions may not be executed during a closed period of 30 days before the disclosure of an interim financial report or a financial statement release and also the date of disclosure/release (i.e. 30+1 days).

It is recommended that persons discharging managerial duties inform their closely associated persons about the closed periods.

## 2.8 Trading prohibition for persons attending the preparation of financial reports and other applicable persons

TietoEVRY has set trading restrictions on the persons attending the preparation of financial reports and other persons based on specific criteria as defined in Appendix 2. TietoEVRY keeps an up-to-date list of the persons included in the Insider List and informs each of them of their obligations. Closed period (30+1 days) also applies to these persons.

## 2.9 Management and supervision of insider matters

At TietoEVRY, the General Counsel is in charge of insider matters. The General Counsel appoints and instructs other relevant people on their roles and responsibilities.

Table 5: Notification requirement Key Monitoring Controls

Key Monitoring Control	Responsible role	Scope
Roles and responsibilities for persons managing insider matters are documented and communicated to relevant stakeholders.	General Counsel	All TietoEVRY Corporate Business Services and Businesses

### 2.9.1 Prior assessment of transactions

TietoEVRY does not apply a prior information procedure through which the company assesses whether a planned transaction on a financial instrument is in accordance with the law and guidelines. Persons in



charge and managing the insider matters provide support, but do not issue binding recommendations on how individuals should behave.

### **2.9.2 Procedure for notifying concerns or infringements**

Any concerns or suspected abuse of regulations and provisions concerning the financial market are reported to persons in charge and managing the insider matters or anonymously via the whistleblowing tool available for employees and externals on the company's webpages. For avoidance of doubt, suspected criminal conduct can always be reported also directly to the Financial Supervisory Authority and/or the police.

### 3 Applicability

<b>Corporate</b>	<input checked="" type="checkbox"/>	<b>Valid for all TietoEvry legal entities, employees, businesses and operations</b>	<b>Business/Country Supplementary</b>	<input type="checkbox"/>	Supplement to Corporate Rules
			<b>Business-specific</b>	<input type="checkbox"/>	Business-specific requirements

Applicable scope for Key Monitoring Controls is specified as part of this Rules document.

The requirements outlined in these Rules are in alignment and embedded into applicable Rules, Processes and Procedures under Corporate Process Governance as part of TietoEvry Integrated Management System.

Any Exceptions to these Rules, and all Business/Country Supplementary Rules, are submitted to the Corporate Process Owner for approval according to established procedures.

Business-specific Rules are managed by relevant Business according to Corporate Process Governance Rules.

As applicable, these requirements are also embedded into Source to Pay Rules, practices and contract templates which govern partners, suppliers and sub-contractors participating in the delivery of TietoEvry's services and products.

Deviations are directed to Corporate Process Owner according to established procedures to mitigate and prevent reoccurrence.

Suspected Rules violations are reported to the direct manager or relevant escalation point to ensure that applicable mitigating and disciplinary actions are taken.

## Appendix 1 - Guidelines for insiders by the Helsinki Stock Exchange

Up-to-date version at <https://www.nasdaq.com/solutions/rules-regulations-helsinki>

## Appendix 2 - Persons discharging managerial duties and financial information recipients and other persons with trading restrictions

Insider list	Role
<b>Persons discharging managerial duties</b>	Members of the Board of Directors and President and CEO of TietoEVRY Corporation
<b>Financial information recipients and other persons with trading restrictions</b>	<ol style="list-style-type: none"><li>1. Selected employees on job level (L2) or higher</li><li>2. Executive Assistants to the Group Executive Management</li><li>3. All persons who have been granted an access to global-wide financial data in management or reporting systems</li><li>4. Investor Relations team members</li><li>5. Communications team members</li><li>6. Performance Management &amp; Analysis team members</li><li>7. Internal Audit team members</li><li>8. Other employees designated by the General Counsel from time to time</li></ol>

## Appendix 3 - Roles and Responsibilities

Table 1 Roles and responsibilities

Role	Description
General Counsel	The General Counsel is responsible for the management of insider matters.
Head of Investor Relations	Head of Investor Relations is responsible for the disclosure of the transactions and IR Specialist (together with relevant Tietoevry Legal employees) as the substitute.

## Appendix 4 - Glossary

Table 1 Glossary

Term	Definition
Inside Information	Inside Information is information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more listed companies or to one or more financial instruments. Such information would, if it were made public, be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments.
Insider Lists	Insider Lists define the persons who have trading restrictions and notification obligation on their trading directly based on MAR as well as persons to whom Tietoevry has set trading restrictions by the way of internal regulation.
Project-specific Insiders	A Project-specific Insider List includes all persons who have access to Inside Information and who are working for the company under a contract of employment, or otherwise performing tasks through which they have access to Inside Information.