PROPOSAL OF THE BOARD OF DIRECTORS OF TIETOENATOR CORPORATION TO THE ANNUAL GENERAL MEETING ON 29 MARCH 2000

The Board of Directors of TietoEnator will propose to the AGM that bonds with warrants be offered to employees of the Company, and that the Board of Directors be authorised to buy back Company shares, to issue shares etc, to donate to good causes and to sell shares in joint book-entry account.

The Board of Directors of TietoEnator Corporation will propose to the Annual General Meeting that the following matters be decided:

1 Bonds with warrants to Group employees

That a loan with option rights be raised in accordance with the enclosed attachment (bonds with warrants).

The Board proposes to offer bonds with warrants for subscription by the personnel and about 100 managers of TietoEnator Corporation and its Group and majority-owned companies and by Company's wholly owned subsidiary. The warrants entitle personnel to subscribe total 3,700,000 shares by most, corresponding to 3,111,475,35 EUR increase in share capital by most. The Board proposes that shareholders' pre-emptive subscription rights be disapplied because the bonds with warrants forms part of the Company's employee incentive scheme. In the Board's opinion there exists a weighty financial reason for deviating from shareholders' pre-emptive subscription rights since the bonds with warrants is part of the Group's employee incentive scheme. The Board proposes that the subscription price be based on the market price of the share. The subscription price is the trading volume weighted average share price between 3 April 2000 and 28 April 2000 the aforementioned days included.

Some of the persons entitled to subscribe for these shares are members of the Company's inner circle. The aggregate number of shares owned by such persons, as well as the shares subscribable under previously issued warrants in their possession, represent 0.17 % of the Company's total share capital and voting rights. Should such persons exercise all the warrants offered to them to subscribe for shares and should the rights issue in other respects be subscribed in full, the said holdings could rise to at most 0.29 % of the Company's share capital and the voting rights.

The proposed bonds with warrants forms part of the Company's remuneration and incentive scheme and follows on from the convertible bonds offered to Company employees in 1989 and the bonds with warrants offered to Company employees in 1996, 1998 and 1999.

2 Board's authorization to purchase the Company's own shares

That the Board of Directors be authorized for one year from the close of the Annual General Meeting, i.e. until 29 March 2001, to purchase the Company's own shares on the following terms and conditions: The Company's own shares shall be purchased in order to develop the Company's capital structure and to reduce its negative gearing (net borrowing in relation to shareholders' equity);

Shares may be purchased to the extent that the total number of purchased shares, the total book counter value of the purchased shares, or the total number of votes carried by the shares after their purchase, does not exceed 5 % of the total number of shares, the Company's share capital or total number of votes respectively. The shares may be purchased by using only funds available for distribution. The purchase price will then reduce the Company's distributable funds;

Since in practice it will be impossible to purchase shares from the Company's existing shareholders in proportion to their holdings, shares shall not be purchased in proportion to their holdings but shall be purchased through public trading on the Helsinki Exchanges;
The shares will be purchased at the market price formed during public trading. The purchase price of the shares will be paid to the sellers within the payment period stipulated by the rules of the Helsinki Exchanges and the Finnish Central Securities Depository Ltd;

The Company's share capital totals EUR 64,764,874.18 and there are altogether 77,014,923 shares. The shares have no nominal value. The book counter value of each share is approximately EUR 0.84. Based on the warrants attached to the bonds with warrants issued in 1996, the Company's share capital may be increased by at most 2,073,420 shares during the period of authorization. Should all the shares under these warrants be subscribed, the total number of shares may increase to at most 79,088,343. This means that at most 3,954,417 shares may be purchased under the authorization. The purchased shares would reduce the number of issued shares and the number of votes by at most 5 % of the Company's total number of shares and votes. Hence their purchase will have no material impact on the Company's ownership structure or voting power.

The aggregate number of shares owned by persons belonging to the Company's inner circle, as well as the shares subscribable under previously issued warrants in their possession, represent 0.174 % of the Company's total share capital and such persons hold 0.174 % of the voting rights. Should their holdings remain unchanged, and should all the warrants attached to the 1996 bonds with warrants be exercised to subscribe for shares, and should the Company purchase the maximum amount of shares permitted by the authorization, i.e. 5 % of the total number of shares, the members of the Company's inner circle will own 0.169 % of the Company's share capital and they will hold 0.169 % of the votes carried by the shares before the Company purchases its own shares and 0.178 % after the purchase of own shares.

3 Board's authorization to issue shares etc.

That the Board of Directors be authorized for one year from the close of the Annual General Meeting, i.e. until 29 March 2001, to decide:

1) to raise the Company's share capital through a rights issue in one or several installments, disapplying the pre-emptive subscription rights of shareholders and, if required, in exchange for consideration in kind or on other specific conditions or exercising the right of set-off, such that shares are offered for subscription at the Board's decision and at the price exceeding the book counter value of the share and on other terms and conditions decided by the Board.

2) to issue share options in one or several installments, disapplying the pre-emptive subscription rights of shareholders, such that the share options are offered for subscription on the terms and conditions decided by the Board.

3) to raise a convertible bond loan denominated in euro or another currency disapplying the pre-emptive subscription rights of shareholders and, if required, in exchange for consideration in kind, such that the convertible bonds is offered for subscription on the terms and conditions decided by the Board.
Based on this authorization the share capital may be increased by at most 12,952,974.836 EUR.
Subscription rights will be disapplied with the purpose of safeguarding the Company's ability to develop its operations, both in the domestic and in the international markets, in order to enable and to finance both the acquisition of companies and business operations and also other cooperative arrangements, or to create necessary incentive schemes to the Group's new personnel. Shareholders' pre-emptive rights with respect to share subscriptions, share options or convertible bonds may be disapplied based on the above mentioned grounds only if the Company has weighty financial reason for

doing so. Such a decision may not be made in the interests of a person belonging to the Company's inner circle.

Based on this authorization the Board may decided to raise the share capital by issuing new shares, share options or convertible bonds to the extent that the share capital increases and the votes carried by such shares do not exceed one-fifth (1/5th) of the Company's total issued share capital and aggregate number of votes carried by the shares at the time of the authorization and the Board's decision to raise the share capital or raise a loan.

4 Donations to good causes

That the Board of Directors be authorized for one year from the close of the Annual General Meeting, i.e. until 29 March 2001, to donate amounts totalling at most 70,000 EUR to good causes.

5 Sale of shares in joint book-entry account

That the Board of Directors be authorized to sell at most 32,520 shares on behalf of those shareholders who have not submitted their share certificates to the book-entry securities system for registration of ownership, and to take all requisite measures to implement this decision.

Espoo, 17 February 2000

TietoEnator Corporation
Board of Directors

Olof Lund	Bengt Braun
Thomas Falk	Kalevi Kontinen
Matti Lehti	Eeva Luoto
Kaj-Erik Relander	Aulis Salin
Anders Ullberg	Paul Wiberg

ENCLOSURES

1 Terms and conditions of bonds with warrants 2000

TIETOENATOR CORPORATION
TERMS AND CONDITIONS OF THE BONDS WITH WARRANTS 2000

The Board of Directors of TietoEnator (hereinafter 'the Board of Directors') resolved on 17 February 2000 to propose to the Annual General Meeting of TietoEnator Oyj (hereinafter ‘the Company’) to be held on 29 March 2000 that a bond loan with share warrants be issued under the following terms and conditions:

I TERMS AND CONDITIONS OF THE LOAN

1 Size of the loan and the size of the loan stakes

The maximum amount of the bond loan to be offered to the personnel is EUR 1,800,000 or SEK 16,200,000. The bond issue shall be divided into a maximum of 12,000 loan stakes of a nominal value of EUR 150 or SEK 1,350 each.

The maximum amount of the bond loan to be offered to the managers and the subsidiary of the Company is EUR 1.200.000. The bond issue shall be divided into a maximum of 12.000 loan stakes of a nominal value of EUR 100.

The Board of Directors shall decide on the issuing of bond loan stakes after the subscription period for the bond loan has closed.

2 Right to subscribe

The bond loan is offered for subscription to the officers and employees of the Company, group companies or its majority-owned companies, as determined by the Board of Directors, and to it’s fully owned subsidiary. The subsidiary shall be entitled to later offer the loan stakes it has subscribed for to the personnel or to persons to be recruited.

A deviation from the pre-emptive rights of the Company's shareholders is proposed for the reason that the bond loan is intended as a part of the incentive scheme for the Company’s personnel.

3 Maturity

The bond loan is dated 1 July 2000. Repayment of the bond loan will be made in a bullet payment on 1 June 2003.

The Board of Directors shall at the subscribers’ request and for a particular reason have the right to repay the loan stake in advance, if the employment in the TietoEnator Group is terminated.

4 Issue rate

The bond loan is issued at the rate of 100 per cent.

5 Interest

The interest on the bond loan is 4 per cent per annum. The interest accrued will be capitalized and will be paid together with the principal in a bullet payment in arrears on 1 June 2003.

6 Loan subscription and approval of subscriptions

Subscribers shall have the right to subscribe for one loan stake with a nominal value of EUR150 or SEK 1,350.

The Board of Directors shall separately name the managers within the TietoEnator Group and decide on the amount of loan stakes to be allocated to this group.

The bond loan is open for subscription during the period from 8 May 2000 to 21 June 2000.
The Board of Directors shall decide on the approval of the subscriptions.

7 Issuing of warrants

There will be a maximum of 3,700,000 warrants offered to subscribers in connection with the bond loan. The Board of Directors shall determine the issuing of warrants after the subscription period for the bond loan has closed.

7.1 Bond loan for the personnel

There will be a maximum of 2,500,000 warrants offered to subscribers in connection with the bond loan. The warrants will be divided equally over each loan stake.

A minimum of 200 warrants and a maximum of 1,500 warrants will be attached to each bond stake issued. If all those entitled to subscribe to the bond issue, exercise their rights, there will be a minimum of 200 warrants attached to each loan stake.

7.2 Bond loan for the managers

There will be a maximum of 1,200,000 warrants offered to subscribers in connection with the bond loan. To each bond loan stake issued, there will be attached 100 warrants.

8 Payment of principal and interest

The principal of the bond loan and any interest accrued will be paid in a bullet payment on 1 June 2003.

II TERMS AND CONDITIONS OF THE SUBSCRIPTION OF SHARES

1 Right to subscribe for new shares

Each share warrant entitles the holder thereof to subscribe for one (1) share of the Company with a counter value of EUR 0.84 (not exact). The number of shares of the Company may as a consequence of the subscriptions increase by a maximum of 3,700,000 new shares and the share capital of the Company may increase by a maximum of EUR 3,111,475.35.

The subsidiary is not entitled to subscribe for shares with the warrants.

2 Subscription for shares and payment

The shares are open for subscription for the period starting from 2 May 2003 to 31 May 2006. The Board of Directors may, at their discretion, decide to suspend the subscription for a specified period.

Of the warrants to be offered to the managers and the subsidiary ¼ will be marked with the letter A, ¼ with the letter B, ¼ with the letter C and ¼ with the letter D. The subscription periods for shares based on these warrants begin

on 2 May, 2003 for warrant A;
in 2003, for warrant B, after the issuing of the interim report of the third quarter;
in 2004, for warrant C, after the issuing of the interim report of the first quarter; and
in 2004, for warrant D, after the issuing of the interim report of the third quarter.

The Board of Directors decides yearly in advance on when of the relevant share subscription period shall begin. The subscription period with all warrants will end 31 May 2006.

Subscription for the shares will be made at the Head Office of the Company or at some other location advised by the Company. The shares must be paid for upon subscription.

3 Subscription price of the shares

The subscription price of a share is EUR (.). (The average price of the shares quoted during the period from 3 April 2000 to 28 April 2000. The average quotation price was established on the basis of trades in the shares made on the Helsinki Exchanges during the said period, calculated as a fraction of the monetary value and the number of shares traded, rounded to the nearest 10 cents.)

III OTHER ISSUES

1. Entries in a book-entry account and other procedures

The Board of Directors shall decide on technical matters such as the material form of the bond loan and warrants, the procedure for subscribing for the bonds and shares and the form of repayment of the bond loan and interest.

2 Prohibition to transfer and obligation to offer share warrants

The bond loan stake and/or the share subscription warrant related thereto, in respect of which the subscription period referred to in Paragraph II.2 has not commenced, must not be transferred to any third party without the prior written consent of the Company. Consent is granted by the Board of Directors. The share warrants are freely transferable after the commencement of the subscription period.

Should a bond loan holder's employment or position as an officer of the TietoEnator Group terminate prior to 31 December 2004, the bond loan holder must without delay offer the Company or order the right to acquire free of consideration such share warrants in respect of which the share subscription period has not commenced by the date of termination of the employment or position as an officer. The Company shall have the right, irrespective of whether or not the share warrants have been offered, to apply for and have the right to acquire the share warrants referred to herein transferred from the subscriber's book-entry account to a book-entry account as advised by the Company. A legend regarding the above restriction on the transferability of the bond loan stakes to the benefit of the Company will be recorded on the book-entry account of the subscriber. The Board of Directors has the right to reissue the bond loan stakes acquired according to section I.3.

3 Shareholder rights

The shares subscribed for on the basis of the share warrants entitle their holders to the dividend paid for the financial period during which the shares were subscribed for. Other shareholder rights shall commence upon being entered in the Trade Register of the increase in the share capital.

4 Issue of shares, convertible bonds and share warrants prior to the share subscription

Should the Company, prior to subscription for the shares, increase its share capital through a rights issue or should the Company issue new convertible bonds or share warrants by retaining the pre-emptive rights of the shareholders, the holders of the share warrants shall have the same or equal rights as the shareholders. Equality shall be maintained in the manner decided by the Board of Directors by changing the number of shares to be subscribed for, the subscription prices or both.

Should the Company, prior to subscription for the shares, increase its share capital through a bonus issue, the subscription ratio shall be changed such that the proportion of shares to be subscribed for under the share warrants obtainable from the share capital shall remain unchanged. In the event that the number of shares to be subscribed for under a share warrant would become a fraction, the fraction shall be taken into account by reducing the subscription price.

5 Rights of the holder of the bond loan in certain special circumstances

Should the Company, prior to the subscription for the shares, reduce its share capital other than for the purposes set forth in Chapter 6, Section 1, Paragraph 1, Subparagraphs 1, 4 or 5, of the Companies Act, the subscription right of the holder of the share warrants shall be changed accordingly in the manner set out in the resolution regarding the reduction in the share capital. A reduction in the share capital for the purpose referred to in Chapter 6, Section 1, Paragraph 1, Subparagraphs 1, 4 or 5, of the Companies Act, does not affect the subscription rights held by the share warrants.

Should the Company prior to the expiry of the subscription period under the share warrant acquire its own shares in the same proportion to the existing shareholdings, the holders of the share warrants shall have the same or equivalent rights as the shareholders. Equality shall be maintained in a manner decided by the Board of Directors, either by changing the number or subscription price of the shares to be subscribed for under the share warrants, or both, or alternatively by allowing the holder of the share warrants to exercise the right to subscribe prior to the acquisition, during a period to be determined by the Board of Directors. In the event that the Company acquires its own shares, this shall not have an effect on the subscription rights conferred by the share warrants, unless they are acquired in the same proportion as the existing shareholdings.

Should the Company be voluntarily wound up during the maturity period of the bond loan, the bond loan shall fall due for repayment ninety (90) days after the winding up has been entered in the Trade Register.

Should a shareholder's holding reach or exceed 33 1/3 per cent or 50 per cent of the Company's shares or of the aggregate voting rights in the Company as set out in the Articles of Association of the Company, thus creating an obligation to redeem the other outstanding shares, the holders of the share warrants shall be given an opportunity to exercise their subscription rights during a period to be determined by the Board of Directors; matter referred to in Article 16 of the Articles of the Association of the Company.

Should the event, referred to in Chapter 14, Section 19, of the Companies Act, arise whereby a shareholder holds more than 90 per cent of the shares in the Company as well as the voting rights, thus creating a right and obligation to redeem the outstanding shares, the holders of the share warrants will be given an opportunity to exercise their subscription rights during a period to be determined by the Board of Directors.

Should the Company prior to the subscription period expiring under the share warrants change from a public limited company into private limited company, the holders of the share warrants will be given an opportunity to exercise their rights, during a period to be determined by the Board of Directors.

In the event of the Company merging with another company in whatever form or demerging, the Board of Directors shall determine whether to give the holders of the share warrants the opportunity to subscribe for the shares prior to the merger or demerger during a period at the Board of Directors' discretion, after which the right to subscribe will become void. Alternatively the Board of Directors may decide that the holders of the share warrants are entitled to subscribe for an issue of similar bond loans with the same terms and entitlements as shareholders who have been given shares in the company with which the Company has merged, merged with to form a new company, or demerged, insofar as this has been agreed in the merger or demerger plan.

Should the number of the shares be changed so that the share capital shall remain unchanged, the subscription terms and conditions shall be amended so that the aggregate proportion of the shares to be subscribed for relative to all the shares in the Company and their aggregate subscription price will remain unchanged.

6 Settlement of disputes

Any disputes related to this bond loan with share warrants shall be resolved through arbitration in accordance with the Rules of Arbitration of the Central Chamber of Commerce of Finland.

7 Miscellaneous

The Board of Directors shall decide on other aspects related to the bond loan, share warrants and subscription and allocation there of. The documents related to the bond loan and share warrants shall be available for inspection at the head offices of the Company in Espoo.

These terms and conditions and all aspects related to the bond loan, share warrants and subscription shall be construed in accordance with and governed by Finnish Law. These terms and conditions have been prepared in Finnish, Swedish and English. In case of any discrepancy between the different texts, the Finnish text shall be decisive.

TIETOENATOR CORPORATION

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