Charters of the Committees of the Board of F-Secure Corporation

Under the Finnish Companies Act, the Board of Directors is responsible for the company's administration and management of business activities. The Board also ensures the proper arrangements for accounting and financial management.

The Board of F-Secure Corporation has set up two Committees to assist the Board in its duties: Audit Committee and Executive Committee (nomination and compensation issues).

Audit Committee

The Audit Committee reviews, instructs and evaluates risk management, internal supervision systems, IT strategy and practices, financial reporting as well as auditing of the accounts and internal auditing in accordance with this charter. The Audit Committee is neither a decision-making nor an executive body.

Members
The Audit Committee consists of not less than two (2) and not more than four (4) members annually elected by the Board of Directors from among its members. Members of the Audit Committee must have broad business knowledge, as well as an adequate knowledge and experience of financial and supervisory matters. All members of the Audit Committee shall be independent from F-Secure Corporation and from major shareholders in the company.

The Board of Directors elects the chairman and secretary of the Audit Committee. The secretary participates in the preparation for meetings and prepares the minutes of the meetings.

Duties

The duties of the Audit Committee are as follows:

- to evaluate the functioning and adequacy of the Group's internal control systems,
- to supervise the risk management in the company, including financial and juridical risks,
- to study the accounting policies,
- to study the financial statements and interim reports before their public release,
- to make recommendations concerning interim reports and other stock exchange releases,
- to review audit reports concerning financial statements,
- to evaluate the independence of the auditors,
- to assess the auditors' audit plan and the scope and standard of audits,
- to consider the fees and bases for fees of the auditors,
- to make recommendations for the choice of auditors,
- to assess the scope and standard of the internal auditing,
- to review and evaluate the operating plan for internal auditing and to supervise its implementation,
- to supervise the compliance with the administration principles approved by the Board of Directors,
- to follow up inspection reports issued by authorities,
- to review and evaluate company’s IT strategy and practices
- to undertake any other duties assigned separately by the Board of Directors.

Meetings

The Audit Committee convenes at least four (4) times a year as notified by the Committee chairman.

The Audit Committee calls in experts to its meetings if they are necessary for the issues to be discussed (for example, CEO, CFO, or an officer responsible for internal audits)

All members of the Board of Directors may, at their discretion, attend Audit Committee meetings.

Minutes of Audit Committee meetings are distributed to all members of the Board of Directors. Chairman of the Committee presents Committee statements and proposals to the Board whenever necessary.

Executive Committee (Nomination and Compensations issues)

The Executive Committee appointed by the Board prepares material and instructs with issues related to the composition and compensation of the Board of Directors and the remuneration of other members of top management in accordance with this charter. The Executive Committee assists in the preparation of Board proposals to the shareholders related to these issues, as governed by the Finnish Companies Act. The Executive Committee is neither a decision-making nor an executive body.

Members

The Executive Committee consists of not less than two (2) and not more than four (4) members annually elected by the Board of Directors from among its members. Members of the Executive Committee must have broad business knowledge and a thorough understanding of corporate governance best practices. The Board of Directors elects the chairman and secretary of the Executive Committee. The secretary participates in the preparation for meetings and prepares the minutes of the meetings.

Duties

The duties of the Executive Committee are as follows:

- to actively monitor the Board’s composition vis-à-vis the Corporation’s strategic and business ambitions,
- to actively seek and identify new individuals qualified to become members of the Board,
- to prepare the proposals for the general meetings in respect of the composition of the Board to be approved by the shareholders,
- to actively monitor director and top management compensation levels at peer companies,
- to prepare the proposals for the director remuneration to be approved by the shareholders,
- to prepare material on remuneration policies and matters concerning the company's CEO, his direct subordinates, and other key managerial personnel,
- to prepare material on other matters concerning the Group's remuneration systems.
- to hear major shareholders on the nomination of board members.

Meetings

The Executive Committee convenes at least two (2) times a year as notified by the Committee chairman.

The Executive Committee calls in experts to its meetings if they are necessary for the issues to be discussed (for example, CEO, CFO, Head of Human Resources, or outside experts)

All members of the Board of Directors may, at their discretion, attend Executive Committee meetings.

Minutes of Executive Committee meetings are distributed to all members of the Board of Directors. Chairman of the Committee presents Committee statements and proposals to the Board whenever necessary.