

Rules of Procedure of the Board of Directors of F-Secure Corporation

1. General

The operation of the Board of Directors is governed by the Companies Act, the Articles of Association of F-Secure Corporation and decisions at the annual shareholders' meeting. The Board of Directors represents all shareholders. The Board of Directors shall always work to the advantage of the company. The aim of the Board of Directors is to guide the company business in such a way that it will on the long term generate the best possible return on the capital invested in the company and to its shareholders. The Board of Directors shall evaluate its procedures annually.

2. Members of the Board of Directors

According to the Articles of Association, the Board of Directors of F-Secure Corporation shall contain a minimum of 3 and a maximum of 7 permanent members and one deputy member. The annual shareholders' meeting shall decide on the number of Board members in accordance with the Articles of Association and elect the Board members. The Board members will select a chairman and secretary for the Board among its members. The term of the Board members is one year and the term ends at the end of the first annual shareholders' meeting following the election of the Board members. The number of terms of the Board members is not restricted.

The distribution of the tasks or areas of responsibility of the Board members is not specified.

3. Meetings of the Board of Directors

The Board of Directors meets at least 8 times during its term upon the request of the Chairman. The aim is to have meetings at regular intervals as well as when deemed necessary. If at least two Board members request that the Board convenes, the Board shall meet in no less than four weeks from the said request.

The Board meetings shall be chaired by the Chairman of the Board and if he/she is not present by the Secretary of the Board. The Secretary shall keep minutes of the meeting and on the decisions made and the minutes shall be reviewed and signed in the following Board meeting. The minutes of the meeting shall be signed by the Chairman and the Secretary of the Board.

If necessary, the meeting of the Board can be held in the form of a conference call.

4. Agenda for the meetings of the Board of Directors

The Chairman of the Board shall prepare an agenda for a meeting with the help of the Secretary. The meeting of the Board shall discuss all items listed on the agenda. Also other matters than those on the agenda can be dealt with, if a majority of two thirds of the Board so decides. Members of the Board are entitled to propose items to be included on the meeting agenda. Efforts are made to include such items on the agenda of the next meeting following the proposal.

5. Decisions by the Board of Directors

The Board of Directors forms a quorum when at least three fifths (3/5) of the members are present.

The Board of Directors primarily strives at unanimous decisions. If a decision cannot be made unanimously, the decision will be made by voting and with single majority. If the votes are even, the Chairman's vote is decisive.

If one or more Board members are disqualified from participating in the decision-making of the Board, they shall refrain from such decision-making. A Board member, who disagrees with a Board decision,

may present a dissenting opinion to be included in the minutes of the meeting. A dissenting opinion shall be expressed as soon as a decision has been made.

6. Duties of the Board of Directors

The duties and responsibilities of the Board of Directors of F-Secure Corporation are defined according to the Companies Act, the Articles of Association of F-Secure Corporation and other applicable laws and regulations. The Board is authorized to deal with any matters, which the law or the Articles of Association do not stipulate to be decided or performed by other organs.

The Board of Directors is responsible for ensuring that the controlling of the company accounting and financial management is duly organized. The meetings of the Board will regularly discuss reports presented by the CEO of the company on the financial status and operations of the Corporation. Furthermore, it is the duty of the Board to prepare matters to be handled by the shareholders' meeting, to decide on the convening of the shareholders' meeting and to ensure that the decisions made at the shareholders' meeting are put into effect.

Any matters that are significant or far-reaching from the company's point of view shall be dealt with by the Board of Directors. These include strategic outlines, approval of budgets and operating plans and supervision of how these are put into effect, acquisitions and corporate structure, any major investments in regard with the company operation, organization of the supervision of accounting and financial management, internal monitoring systems and risk management as well as personnel policies and reward systems. The matters requiring a Board decision or Board approval are listed in Appendix 1 to this document.

7. Committees set by the Board of Directors

The Board of Directors may appoint, among itself, temporary or permanent committees for a specific task and to define rules of procedure for such committees. The committees shall report on their activities to the Board as a whole.

APPENDIX 1 TO THE BOARD WORKING ORDER OF F-SECURE OYJ

Resolutions, which are done by the Board or which requires the Board approval. This appendix complements, what is defined in F-Secure Oyj's Articles of association and the Finnish company law.

1. Appointment and dismissal of the chairman of the board and the managing director.
2. Approval of company's strategy;
3. Approval of key figures of the annual budget (sales, profit, investments, financing and cash flow);
4. An investment or series of investments not approved in the budget that exceeds the sum of 100.000 €;
5. Investments, which are not a part of the Company's normal business and financing of those investments;
6. A loan or a comparable liability not approved in the budget (including leasing-, instalment- and factoring arrangements) that for the individual arrangement or series of arrangements exceeds the sum of 100.000 €;
7. All agreements and business transactions (including sale, leasing, transfer, pledge or mortgage of fixed and current assets and industrial rights) with the management team of the Company or their intimates, including companies they own or control;
8. Terms of employment and pension schemes of the managing director and management team;
9. Management team pension and incentive arrangements, which differ materially from normal practice;
10. Warranties, guarantees, securities or loans outside the approved budget or warranties, guarantees, securities or loans to the shareholders' intimates including companies they own or control;
11. Establishment of a new subsidiary or affiliate, acquisition of shares or business, sale of subsidiaries or affiliates, dissolution, sale or closing down of business;
12. Redemption of the shares of the Company, issuance of options, convertible bonds or option loans within the authorisation given by the shareholders meeting;
13. Material change to the business of the Company;
14. Material deviation from the business plan;
15. Agreements, which are material to the Company;
16. Approval of merger plan;
17. Proposal for distribution of profits for shareholders meeting;

18. Stock exchange releases, which are issued in the name of the Board, including annual and quarterly financial information:
19. Division of the responsibilities between the board and the managing director;
20. Declaring the Company bankrupt or making a petition for the reorganisation procedure described in the Act (47/1993) concerning reorganization of companies.