F-Secure Corporation: Notice to the Annual General Meeting

Notice is given to the shareholders of F-Secure Oyj to the Annual General Meeting to be held on Wednesday, March 24 at 4.00 p.m. at HTC Ruoholahti, Tammasaarenkatu 3, 00180 Helsinki. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 3.30 p.m.

A. Matters on the agenda of the general meeting

At the general meeting, the following matters will be considered:

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to scrutinize the minutes and to supervise the counting of votes
4. Recording the legality of the meeting
5. Recording the attendance at the meeting and adoption of the list of votes
6. Presentation of the annual accounts, the report of the board of directors and the auditor’s report for the year 2009
   - Review by the CEO
7. Adoption of the annual accounts
8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.06 per share be paid to those shareholders that on the record date of March 29, 2010 are registered in the Register of Shareholders held by Euroclear Finland Ltd. The dividend would be paid on April 8, 2010.

Further the Board of Directors proposes to the General Meeting that Board is authorized to grant during year 2010 no more than EUR 100 000 to support activities of universities and colleges.

9. Resolution on the discharge of the members of the board of directors and the CEO from liability

10. Resolution on the remuneration of the members of the board of directors

The Board of Directors’ Executive Committee proposes to the Annual General Meeting that annual remuneration of the Board members would be in the previous year’s level as follows: Chairman EUR 55,000, Chairman of committees EUR 40,000 and other members EUR 30,000. Approximately 40% of the annual remuneration would be paid as company shares.

11. Resolution on the number of members of the board of directors

The Executive Committee proposes to the Annual General Meeting that the number of board members would remain at six (6).

12. Election of members of the board of directors

The Executive Committee proposes that Sari Baldauf, Pertti Ervi, Juho Malmberg and Risto Siilasmaa will continue as members of the Board of Directors and Anu Nissinen and Jussi Arovaara be elected as new members to the Board for a term that will continue until the closing of the next Annual General Meeting.
Alexis Sozonoff, who has served as member of Board since 2004 and Marko Ahtisaari, who has served as member of Board since 2007, have informed the Committee that they will not stand for re-election to the Board at the Annual General Meeting 2010. The candidates have given their consent to the election. The candidates’ personal details will be available on the company's website at www.f-secure.com under Company, Investor Relations, General Meetings.

13. Resolution on the remuneration of the Auditor

The Board of Directors’ Audit Committee proposes that auditors’ fee would be paid against approved invoice.

14. Election of Auditor

The Audit Committee proposes that Ernst & Young Oy would be re-elected as Auditor.

15. Authorizing the Board of Directors to decide on the repurchase of the company’s own shares

The Board of Directors proposes that the Board of Directors may pass a resolution to purchase a maximum of 13,000,000 of the Company. The proposed amount represents approximately 8.3% of all the shares issued by the Company. The authorization would be valid for one year. The authorization covers the purchase of shares through public trading on the NASDAQ OMX Helsinki Ltd. in accordance with its rules or through a public tender offer made to the shareholders of the Company. The consideration payable for the shares shall be based on the market price. In purchasing of the Company's own shares derivative, share lending and other contracts customary to the capital markets may be concluded pursuant to law and applicable legal provisions.

The authorization entitles the Board of Directors to pass a resolution to purchase the shares by deviating from the shareholders’ pre-emptive rights (directed purchase) subject to the provisions of the applicable law. The own shares will be purchased to be used for making acquisitions or implementing other arrangements related to the Company’s business, to improve the Company’s financial structure, to be used as part of the incentive compensation plan or for the purpose of otherwise assigning or cancelling the shares. The Board of Directors shall have the right to decide on other matters related to the purchase of the Company’s own shares.

16. Authorizing the Board of Directors to decide on the transfer of own shares

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide on a transfer of a maximum of 15,500,000 own shares of the Company either against consideration or without payment. The authorization would be valid for one year. The Board of Directors is authorized to transfer the shares in deviation from the shareholders’ pre-emptive rights (directed transfer) subject to the provisions of the applicable law. The shares may be transferred as a consideration to finance acquisitions or in other arrangements and used as part of the equity-based incentive plans of the Company as decided by the Board of Directors. The Board of Directors shall also have the right to sell the shares through public trading on the NASDAQ OMX Helsinki Ltd. The Board of Directors shall have the right to decide on other matters related to a transfer of own shares.

17. Authorizing the Board of Directors to decide on the issuance of shares

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide on the issuance of shares. The amount of shares to be issued based on this authorization shall not exceed 40,000,000 shares. Board of Directors decides on all the conditions of the issuance of shares. The authorization concerns both the issuance of new shares as well as the transfer of treasury shares. The issuance of shares may be carried out in deviation from the shareholders’ pre-emptive rights (directed issue).
The Board of Directors proposes that the authorization is valid for 18 months. In connection with registering this authorization, the authorization by the AGM 2009 for a directed share issue shall be reversed.

18. Closing of the meeting

B. Documents of the general meeting

The proposals of the board of directors and its committees relating to the agenda of the general meeting as well as this notice are available on F-Secure Oyj's website at www-f-secure.com under Company, Investor Relations. The annual report of F-Secure Oyj, including the company's annual accounts, the report of the board of directors and the auditor’s report, is available on the above-mentioned website no later than March 3, 2010. The proposals of the board of directors and the annual accounts are also available at the meeting. Copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the meeting will be available on the above-mentioned website no later than April 7, 2010.

C. Instructions for the participants in the general meeting

1. The right to participate and registration

Each shareholder, who is registered on March 12, 2010 in the shareholders’ register of the company held by Euroclear Finland Ltd., has the right to participate in the general meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders’ register of the company. A shareholder, who wants to participate in the general meeting, shall register for the meeting no later than March 19 at 10 a.m. Finnish time by giving a prior notice of participation. Such notice can be given:

a) by e-mail agm@f-secure.com;
b) by telephone +358 9 2520 4800; on working days between 9 a.m to 4 p.m. Finnish time
c) by telefax +358 9 2520 5001 or
d) by regular mail to F-Secure Corporation, Reception/AGM, Tammasaarentu 7, PL 24, 00180 Helsinki, Finland.

Pursuant to chapter 5, section 25 of the Companies Act, a shareholder who is present at the general meeting has the right to request information with respect to the matters to be considered at the meeting.

2. Proxy representative and powers of attorney

A shareholder may participate in the general meeting and exercise his/her rights at the meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the general meeting. When a shareholder participates in the general meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the general meeting.

Possible proxy documents should be delivered in originals to the above mentioned address before the last date for registration.

3. Holders of nominee registered shares

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the shareholder’s register of the company, the issuing of proxy documents and registration for the general meeting from his/her custodian bank. The account management
organization of the custodian bank will register a holder of nominee registered shares, who wants to participate in the general meeting, to be temporarily entered into the shareholders’ register of the company held by Euroclear Finland at the latest before March 19, 2010 at 10 a.m. Finnish time. A holder of nominee registered shares is advised to request necessary instructions regarding the registration in the shareholder’s register of the company, the issuing of proxy documents and registration for the general meeting from his/her custodian bank.

4. Other information

On the date of this notice to the general meeting March 24, 2010 the total number of shares in F-Secure Oyj is 157,469,243 shares. Every share has one vote.

Helsinki, February 18, 2010

F-Secure Oyj
Board of Directors