

# Notice to the Annual General Meeting

Notice is given to the shareholders of F-Secure Corporation of the Annual General Meeting to be held on Wednesday, April 8, 2015 at 3:30 p.m. at company headquarters (address: Tammasaarenkatu 7, Helsinki). The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 2:45 p.m.

## **A. Matters on the agenda of the Annual General Meeting**

### **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 2014**

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 and an extra dividend of EUR 0.10 per share and be paid for the financial year of 2014. The dividend would be paid to shareholders who on the record date for the dividend payment on April 10, 2015 are recorded in the shareholders' register held by Euroclear Finland Ltd. The dividend would be paid on April 21, 2015.

### **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 Executive Committee (Nomination and Compensation) proposes to the Annual General Meeting that annual remuneration of the Board members would be in the previous year's level and paid 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 the company's shares purchased from the market.

### **11. Resolution on the number of members of the Board of Directors**

The Executive Committee (Nomination and Compensation) proposes to the Annual General Meeting that the number of Board members be reduced by one bringing the total number of Board members to six (6).

### **12. Election of members of the Board of Directors**

The Executive Committee (Nomination and Compensation) proposes that Risto Siilasmaa, Jussi Arovaara, Pertti Ervi, Matti Heikkonen, Juho Malmberg and Anu Nissinen will be re-elected as members of the Board of Directors for a term that will continue until the closing of the next Annual General Meeting. Board member Peter Vesterbacka has announced he will not be available as member of the Board of Directors of F-Secure Corporation. The Board members' personal details are available at the company's website at [www.f-secure.com/agm](http://www.f-secure.com/agm).

### **13. Resolution on the remuneration of the Auditor**

The Board of Directors proposes, in accordance with the recommendation of the Board's Audit Committee, that auditors' fee would be paid against approved invoice.

### **14. Election of Auditor**

The Board of Directors proposes, in accordance with the recommendation of the Board's Audit Committee, 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 to the Annual General Meeting that the Board of Directors be authorized to decide on the repurchase of a maximum of 10,000,000 own shares of the company in one or multiple tranches with the company's unrestricted equity. The authorization entitles the Board of Directors to decide on the repurchase also in deviation from the proportional holdings of the shareholders (directed repurchase). The authorization covers the repurchase of shares either in trading at the regulated market organized by NASDAQ OMX Helsinki Ltd in accordance with its rules and guidelines, in which case the shares must be purchased at the prevailing market price at the time of repurchase, or through a public tender offer to the shareholders, in which case the price offered must be the same for all shareholders. The repurchased shares will be used for making acquisitions or implementing other arrangements related to the company's business, for improving the company's financial structure, for use as part of the company's incentive scheme or otherwise for further assigning or cancelling the shares. The authorization includes the right for the Board of Directors to decide upon all other terms and conditions related to the repurchase of the company's own shares. The authorization is proposed to be valid for 12 months, and the previous authorization granted to the Board of Directors by the 2014 Annual General Meeting regarding the repurchase of the company's own shares would expire upon the new authorization.

#### **16. Authorizing the Board of Directors to decide on the issuance of shares and other special rights entitling to shares**

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide on the issuance of a maximum of 53,004,812 shares or the issuance of special rights entitling to shares referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act in one or multiple tranches. The authorization concerns both the issuance of new shares as well as the transfer of treasury shares. The authorization includes the right for the Board of Directors to decide upon all terms and conditions related to the issuance of shares and special rights. The issuance of shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue). The authorization can be used for implementing potential acquisitions, other arrangements or equity-based incentive plans or for other purposes decided by the Board of Directors. The Board of Directors also has the right to decide on the sale of company shares at the regulated market in accordance with NASDAQ OMX Helsinki Ltd's rules and regulations. The authorization is proposed to be valid for 18 months, and the previous authorization granted to the Board of Directors by the 2014 Annual General Meeting regarding the issuance of shares and transfer of own shares would expire upon the new authorization.

#### **17. Closing of the meeting**

##### ***B. Documents of the Annual General Meeting***

The proposals for the matters on the agenda of the Annual General Meeting as well as this notice are available on company's website at [www.f-secure.com/agm](http://www.f-secure.com/agm). The annual report, the report of the Board of Directors and the auditor's report of F-Secure are available on the above-mentioned website no later than March 18, 2015. The proposals for decisions and the other above-mentioned documents 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 22, 2015.

##### ***C. Instructions for the participants in the Annual General Meeting***

###### **1. Shareholders registered in the shareholders' register**

Each shareholder, who is registered on March 25, 2015 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 is registered in the shareholders' register of the company and who wants to participate in the general meeting, shall register for the meeting no later than April 1, 2015 by 4 p.m. by giving a prior

notice of participation, which shall be received by the company no later than on the above-mentioned date. Such notice can be given:

- a) Internet: [www.f-secure.com/agm](http://www.f-secure.com/agm)
- b) Telephone: +358 9 2520 4800 (Mon - Fri 9 a.m. - 4 p.m. Finnish time)
- c) Regular mail: F-Secure Corporation, Reception/AGM, Tammasaarenkatu 7, PL 24, 00180 Helsinki, Finland

In connection with the registration, a shareholder shall notify his/her name, personal identification number, address, telephone number and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. The personal data given to F-Secure Corporation is used only in connection with the general meeting and with the processing of related registrations.

## **2. Holders of nominee registered shares**

A holder of nominee registered shares has the right to participate in the general meeting by virtue of such shares, based on which he/she on the record date of the general meeting, i.e. on March 25, 2015 would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the general meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd. at the latest on April 1, 2015 by 10 a.m. As regards nominee registered shares this constitutes due registration for the general meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary 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 has to register a holder of nominee registered shares, who wants to participate in the general meeting, temporarily into the shareholders' register of the company at the latest by the time stated above.

## **3. 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 book-entry 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 at the latest by April 1, 2015 by 4 p.m.

## **4. Other information**

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.

On the date of this notice to the general meeting the total number of shares in F-Secure Corporation is 158,798,739 shares. Every share has one vote.

In Helsinki, February 13, 2015,

F-SECURE CORPORATION  
Board of Directors