

## **Notice of the Annual General Meeting of F-Secure Corporation**

Notice is given to the shareholders of F-Secure Corporation of the Annual General Meeting to be held on Wednesday, 16 March 2022, starting at 2:00 p.m. at the Company headquarters at the address Tammasaarenkatu 7, Helsinki, Finland. The Company's shareholders may participate in the General Meeting and exercise their shareholder rights only by voting in advance and by submitting counterproposals and asking questions in advance. Instructions for shareholders are provided in this notice's section C. Instructions for the participants in the General Meeting.

The Board of Directors of the Company has resolved on exceptional meeting procedures based on the so-called temporary act which came into force on 8 May 2021 in order to take into account the health and safety of the shareholders, employees and other stakeholders of the Company.

It will not be possible to participate in the General Meeting in person at the meeting venue.

If a shareholder wishes to submit questions to the Company's management, such questions to the General Meeting referred to in chapter 5, section 25 of the Limited Liability Companies Act need to be submitted in advance as further described below in section 5, Other instructions and information, of this notice.

The Company plans to publish a separate pre-recorded information session with the Company's top management regarding the key proposals to the Annual General Meeting. The recording will be published later at <https://www.f-secure.com/gb-en/investors/governance>. The key proposals to the Annual General Meeting will also be discussed in the Q4 webcast, which will be held on 17 February 2022. Shareholders are requested to observe that the session and the webcast are not a part of the General Meeting or the official General Meeting material.

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

#### **1. Opening of the meeting**

#### **2. Calling the meeting to order**

Attorney Merja Kivelä will serve as chairman of the meeting. In the event Merja Kivelä is prevented from serving as the chairman, the Board of Directors will appoint the person they deem the most suitable to serve as the chairman.

#### **3. Election of person to scrutinise the minutes and to supervise the counting of votes**

The Company's Vice President, General Counsel Tiina Sarhimaa will scrutinise the minutes and supervise the counting of votes. In the event Tiina Sarhimaa is prevented from scrutinising the minutes and supervising the counting of votes, the Board of Directors will appoint the person they deem the most suitable to scrutinise the minutes and 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**

Shareholders who have voted in advance within the advance voting period and who are entitled to participate in the General Meeting in accordance with Chapter 5, Sections 6 and 6 a of the Limited Liability Companies Act will be deemed shareholders participating in the meeting.

The list of votes will be adopted according to the information provided by Euroclear Finland Oy and Innovatics Ltd.

#### **6. Presentation of the annual accounts, the consolidated annual accounts, the report of the Board of Directors and the Auditor's report for the year 2021**

As participation in the General Meeting is possible only by voting in advance, the annual review to be published by the Company on Thursday, 17 February 2022, which includes the Company's annual accounts, consolidated accounts, the report of the Board of Directors and the Auditor's report is deemed to have been presented to the

General Meeting. The annual review shall be available on the Company's website no later than on the above-mentioned date.

## **7. Adoption of the annual accounts and the consolidated annual accounts**

## **8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The Company's dividend policy is to pay approximately half of its profits as dividends. On 31 December 2021, F-Secure Corporation's distributable funds totalled EUR 81.4 million of which net profit for the financial year that ended on 31 December 2021 was EUR 15.7 million. No material changes have taken place in the Company's financial position after the date of the balance sheet.

F-Secure Corporation's Board of Directors proposes that no dividend will be paid for the financial year 2021 due to the contemplated separation of the Company's consumer security business that has been communicated by the Company by a separate stock-exchange release at the date of this notice.

As the Board of Directors has proposed that no dividend will be paid, the Company's shareholders have the right to demand a dividend equalling the minority dividend provided for in chapter 13, section 7 of the Limited Liability Companies Act. The amount of the minority dividend would be EUR 7,857,143.94 (based on the situation on the date of this notice, EUR 0.04961 per share), i.e. 7.84% of the equity of the Company and 50% of the Company's result of the year. A dividend equalling the minority dividend would become distributable if shareholders with at least one-tenth of all the shares in the Company so demand. A demand for minority dividend would be deemed to have been made if a shareholder votes for the minority dividend in the advance voting, and no separate demand or counterproposal is required to be made.

## **9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**

## **10. Handling of the remuneration report for governing bodies**

As participation in the General Meeting is possible only by voting in advance, the remuneration report published by a stock exchange release of the Company on Thursday, 17 February 2022, is deemed to have been presented to the General Meeting. The remuneration report shall be available on the Company's website no later than the above-mentioned date.

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

The Personnel Committee of the Board of Directors proposes that the annual remuneration of the Board of Directors shall remain unchanged and be paid as follows: EUR 80,000 for the Chairman of the Board of Directors, EUR 48,000 for the Committee Chairmen, EUR 38,000 for the members of the Board of Directors, and EUR 12,667 for the member of the Board of Directors employed by the Company. Further, the Committee proposes that approximately 40% of the remuneration be paid as shares in the Company repurchased from the market and that the Company pay any transfer tax levied on the repurchase of shares. The Company will repurchase the shares or transfer shares held by the Company as treasury shares in the name and on behalf of the members of the Board of Directors. The travel expenses and other costs of the members of the Board of Directors directly related to board work are paid in accordance with the Company's compensation policy in force from time to time. Each member of the Board of Directors is paid a predetermined travel fee in addition to travel expenses for meetings held outside their country of residence in accordance with the Company's travel policy in force from time to time. In addition, the Chairman of the Board of Directors is offered assistant and administrative services.

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

The Personnel Committee of the Board of Directors proposes that the number of members of the Board of Directors be seven (7).

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

The Personnel Committee of the Board of Directors proposes that Risto Siilasmaa, Keith Bannister, Pertti Ervi, Päivi Rekonen and Tuomas Syrjänen are to be re-elected as ordinary members of the Board of Directors and Kirsi Sormunen and Tony Smith, who belongs to the personnel of F-Secure Corporation, are to be elected as

new members of the Board of Directors. Åsa Riisberg, a current member of the Board of Directors, has notified that she is not available for re-election.

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

The Board of Directors proposes upon recommendation of the Audit Committee that the remuneration to the Auditor be paid in accordance with the approved invoice.

#### **15. Election of the Auditor**

The Board of Directors proposes upon recommendation of the Audit Committee that audit firm PricewaterhouseCoopers Oy be re-elected as Auditor of the Company. PricewaterhouseCoopers Oy has stated that Mr Janne Rajalahti, APA, will act as the Responsible Auditor.

#### **16. Authorising the Board of Directors to decide on the repurchase of the Company's own shares**

The Board of Directors proposes that the General Meeting authorise the Board of Directors to decide upon the repurchase of a maximum of 10,000,000 of the Company's own shares in total in one or several tranches and with the Company's unrestricted equity. The authorisation entitles the Board of Directors to decide on the repurchase also in deviation from the proportional holdings of the shareholders (directed repurchase). The authorisation comprises the repurchase of shares either in the public trading or otherwise in the market on the trading price determined for the shares in public trading on the date of purchase, or with a purchase offer to the shareholders in which case the repurchase price must be the same for all shareholders. The Company's own shares shall be repurchased to be used for carrying out acquisitions or implementing other arrangements related to the Company's business, for optimizing the Company's capital structure, as part of the implementation of the Company's incentive scheme or otherwise to be transferred further or cancelled. The authorisation includes the right of the Board of Directors to decide on all other terms related to the repurchase of the Company's own shares. The authorisation is proposed to be valid until the conclusion of the next Annual General Meeting, in any case until no later than 30 June 2023, and it would terminate the authorisation given to the Board of Directors by the Annual General Meeting of year 2021 concerning the repurchase of the Company's own shares.

#### **17. Authorising the Board of Directors to decide on the issuance of shares as well as the issuance of options and other special rights entitling to shares**

The Board of Directors proposes that the General Meeting authorise the Board of Directors to decide on the issuance of a maximum of 31,759,748 shares in total through a share issue as well as by issuing options and other special rights entitling to shares pursuant to Chapter 10, Section 1 of the Limited Liability Companies Act in one or several tranches. The proposed maximum number of the shares corresponds to 20 % of the Company's registered number of shares. The authorisation concerns both the issuance of new shares and the transfer of treasury shares held by the Company. The authorisation entitles the Board of Directors to decide on all terms related to the share issue as well as the issuance of options and other special rights entitling to shares. The issuance of shares may be carried out in deviation from the shareholders' pre-emptive subscription right (directed issue). The authorisation may be used for a potential share issue that may be arranged by the Company to finance the implementation of the Company's growth strategy relating to its corporate security business remaining with the Company after the completion of the contemplated demerger, as communicated by the Company by a separate stock-exchange release at the date of this notice, as well as for potential acquisitions or other arrangements, share-based incentive schemes or otherwise for purposes decided by the Board of Directors. The authorisation is proposed to be valid until the conclusion of the next Annual General Meeting, in any case until no later than 30 June 2023, and it would terminate the authorisation given to the Board of Directors by the Annual General Meeting of year 2021 concerning the issuance of shares as well as the issuance of options and other special rights entitling to shares.

#### **18. Amendment of the Articles of Association**

The Board of Directors proposes that the section 1 of the Articles of Association of the Company shall be amended to read as follows:

"1 The business name and domicile of the Company

The business name of the Company is WithSecure Oyj and in English WithSecure Corporation and the domicile is Helsinki.”

## **19. Closing of the meeting**

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

This notice that includes all the proposals for the decisions on the matters on the agenda of the General Meeting is available on F-Secure Corporation’s website at <https://www.f-secure.com/gb-en/investors/governance>. F-Secure Corporation’s annual review including the Company’s annual accounts, consolidated annual accounts, the report of the Board of Directors and the Auditor’s report as well as the remuneration report are available on said website on Thursday, 17 February 2022. A copy of the annual review will be sent to shareholders upon request. The minutes of the General Meeting will be available on the above-mentioned website at the latest on Wednesday, 30 March 2022.

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

In order to prevent the spread of the COVID-19 pandemic, the General Meeting will be organised so that the shareholder or the shareholder’s proxy representative is not allowed to participate in the General Meeting at the meeting venue. The Company’s shareholder can participate in the General Meeting and exercise the shareholder rights only in advance in accordance with the instructions set out below.

#### **1. Shareholder registered in the shareholders’ register**

Each shareholder who is registered on Friday, 4 March 2022, the record date of the General Meeting, in the shareholders’ register of the Company held by Euroclear Finland Oy, has the right to participate in the General Meeting. A shareholder, whose shares are registered on the shareholder’s personal Finnish book-entry account, is registered in the shareholders’ register of the Company. The shareholder can participate in the General Meeting only by voting in advance and by submitting counterproposals and asking questions in advance as described below.

#### **2. Notification of participation and voting in advance**

Notification of participation may be submitted as of, and advance voting will begin at 4:00 p.m. on Wednesday, 23 February 2022 following the end of the deadline for submitting counterproposals to be put up for a vote. A shareholder who wishes to participate in the General Meeting by voting in advance must register for the General Meeting and vote in advance no later than by Wednesday, 9 March 2022 at 4:00 p.m., by which time the notice of participation and advance votes must be received.

The requested information, such as the shareholder’s name, date of birth personal identification number and contact details, must be provided in connection with the registration. The personal data given to F-Secure Corporation or Innovatics Ltd by shareholders will be used only in connection with the General Meeting and with the processing of related registrations.

A shareholder whose shares are registered on the shareholder’s Finnish book-entry account can submit the notice of participation and vote in advance on certain matters on the agenda of the General Meeting between 4:00 p.m. on Wednesday, 23 February 2022 and 4:00 p.m. on Wednesday, 9 March 2022 in the following ways:

- a) Online through the Company’s website <https://www.f-secure.com/gb-en/investors/governance>

The strong identification for the electronic registration and voting in advance requires the use of Finnish or Swedish online banking credentials or mobile certificate.

b) By mail or email

A shareholder voting in advance by mail or email must send the advance voting form available on the Company's website <https://www.f-secure.com/gb-en/investors/governance> or corresponding information to Innovatics Ltd by mail to the address Innovatics Ltd, General Meeting/F-Secure Corporation, Ratamestarinkatu 13 A, 00520 Helsinki or by email to the address [agm@innovatics.fi](mailto:agm@innovatics.fi).

If the shareholder participates in the meeting by sending the votes in advance by mail or email to Innovatics Ltd so that they are received before the end of the time limit of the registration and advance voting period, this constitutes registration for the General Meeting, provided that the shareholder's notice of participation includes the information required for registration that is mentioned on the advance voting form.

The voting instructions will be available on the Company's website at the address <https://www.f-secure.com/gb-en/investors/governance>. Additional information is also available by telephone at +358 10 2818 909 during the time reserved for the notice of participation and advance voting between 9:00 a.m. and 12:00 noon and 1:00 and 4:00 p.m. on weekdays.

### **3. Proxy representative and powers of attorney**

A shareholder may participate in the General Meeting and exercise the shareholder rights at the meeting by way of proxy representation. The proxy representative may only participate in the General Meeting by voting in advance in the manner instructed in this notice. The proxy representative must personally identify themselves in the electronic identification service and for advance voting using strong identification, after which the proxy representative can register and vote in advance on behalf of the shareholder the proxy representative represents. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate such representative's right to represent the shareholder at the General Meeting. A statutory representation right can be demonstrated by utilising the suomi.fi e-Authorisations service used in the electronic registration service.

When a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares in 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.

Proxy and voting instruction templates are available on the Company's website at the address <https://www.f-secure.com/gb-en/investors/governance> at the latest on Wednesday, 23 February 2022 at 4:00 p.m. following the end of the deadline for submitting counterproposals to be put up for a vote. Proxy documents are to be delivered primarily as an attachment in connection with the electronic registration, by email to the address [agm@innovatics.fi](mailto:agm@innovatics.fi) or by mail to the address Innovatics Ltd, General Meeting/F-Secure Corporation, Ratamestarinkatu 13 A, 00520 Helsinki before the end of the notification of participation period, by which time the proxy documents must be received. F-Secure Corporation may, if it so wishes, demand original proxy documents if regarded necessary by the Company.

Submitting a proxy to Innovatics Ltd before the end of the notification of participation period constitutes due registration for the General Meeting, provided that the required information for the participation listed in this notice is given.

A holder of nominee registered shares is advised to follow the instructions of such holder's custodian bank regarding proxies as described in section 4. Holder of nominee registered shares below. If a holder of nominee registered shares wishes to be represented by some other person than such holder's custodian, the representative must provide Innovatics Ltd a dated proxy demonstrating the right to represent the shareholder.

### **4. Holder 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 the holder of nominee registered shares on the record date of the General Meeting, Friday, 4 March 2022, is entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Oy. In addition, the right to participate requires that the holder of nominee registered shares be temporarily entered into the shareholders' register held by Euroclear Finland Oy based on these shares at the latest by Friday, 11 March 2022 at 10:00 a.m. As regards nominee registered shares, this constitutes due reg-

istration for the General Meeting. Changes in shareholding after the record date do not affect the right to participate in the General Meeting or the number of voting rights.

A holder of nominee registered shares is advised to request in good time the necessary instructions regarding registration in the temporary shareholders' register of the Company, the issuing of proxy documents and registration for the General Meeting from such shareholder's custodian bank. The account management organisation of the custodian bank has to temporarily register a holder of nominee registered shares, who wants to participate in the General Meeting, into the shareholders' register of the Company at the latest by the time stated above. The account management organisation of the custodian bank shall also arrange voting in advance on behalf of the holder of nominee registered shares within the registration period applicable to holders of nominee registered shares.

Further information is available on the Company's website at the address <https://www.f-secure.com/gb-en/investors/governance>.

## **5. Other instructions and information**

Shareholders who hold at least one-hundredth of all the shares in the Company have the right to make counterproposals on the matters on the agenda of the General Meeting to be put up for a vote. Such counterproposals are required to be sent to the Company by email to [investor-relations@f-secure.com](mailto:investor-relations@f-secure.com) no later than on Tuesday, 22 February 2022 at 4:00 p.m. In connection with making a counterproposal, shareholders are required to provide adequate evidence of their shareholding. The counterproposal will be put up for a vote in the General Meeting subject to the shareholder having the right to participate in the General Meeting and holding at least one-hundredth of all shares in the Company on the record date of the General Meeting. Should the counterproposal not be put up for a vote at the General Meeting, advance votes in favour of the proposal will not be taken into account. The Company will at the latest on Wednesday, 23 February 2022 at 4:00 p.m. publish any counterproposals that may be voted on, on its website at the address <https://www.f-secure.com/gb-en/investors/governance>.

A shareholder has the right to ask questions referred to in chapter 5, section 25 of the Limited Liability Companies Act with respect to the matters to be considered at the General Meeting. Such questions may be delivered in the electronic registration service or by email to [investor-relations@f-secure.com](mailto:investor-relations@f-secure.com) or by mail to the address F-Secure Corporation/General Meeting, Tammasaarenkatu 7, 00180 Helsinki no later than on Wednesday, 2 March 2022 at 4:00 p.m., by which time the questions must have been received. Such questions from shareholders, the Company's management's answers to them, and any counterproposals that have not been put up for a vote will be available on the Company's website at <https://www.f-secure.com/gb-en/investors/governance> at the latest on Monday, 7 March 2022. Shareholders are required to provide adequate evidence of their shareholding in connection with submitting questions.

On the date of this notice, Thursday, 17 February 2022, the total number of shares in F-Secure Corporation is 158,798,739 shares, which represent an equal number of votes. On the date of this notice, the Company holds 411,358 treasury shares. Pursuant to the Limited Liability Companies Act, treasury shares do not entitle to participation in the General Meeting.

In Helsinki, 17 February 2022

F-SECURE CORPORATION  
Board of Directors

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