

F-SECURE'S CORPORATE GOVERNANCE STATEMENT 2020

Corporate Governance at F-Secure

F-Secure's corporate governance practices are based on applicable Finnish laws, the rules of Helsinki Stock Exchange (NASDAQ Helsinki Oy) and the regulations and guidelines of Finnish Financial Supervisory Authority as well as with the company's Articles of Association. This statement has been prepared in accordance with the Finnish Corporate Governance Code 2020 (publicly available at <http://cgfinland.fi/en/>) issued by the Securities Market Association of Finland.

Up-to-date information about F-Secure's governance is available on the company's website at <https://www.f-secure.com/en/investors>.

Governing bodies

F-Secure's highest decision-making body is the General Meeting of Shareholders which elects the members of the Board of Directors. The Board of Directors is responsible for the administration of F-Secure Corporation and appropriate organization of its operations. The Board of Directors appoints the CEO. The CEO, assisted by the Leadership Team, is responsible for managing the company's business and implementing its strategic and operational targets.



General Meeting of Shareholders

Under the Limited Liability Companies Act, shareholders exercise their decision-making power at the General Meeting.

The General Meeting is normally held once a year as an Annual General Meeting (AGM). The AGM decides on matters stipulated by the Articles of Association and the Limited Liability Companies Act, including:

- adoption of the Financial Statements
- distribution of profit for the year
- discharging the members of the Board of Directors and the CEO from liability
- selection of members of the Board the decision on the remuneration of the Board members
- approval of the Remuneration Policy and the Remuneration Report
- election of the auditor and the decision on the auditor's remuneration, and
- other proposals submitted to General Meeting

Each share carries one vote in the General Meeting.

A shareholder may propose items to be included on the agenda provided they are within the authority of the meeting, and the Board of Directors has received the request in advance in accordance with the set schedule. The invitation to the AGM is

published as a stock exchange release and is made available on the company's website.

2020:

The AGM was held on 12 May 2020 in the company's headquarters in Helsinki.

The resolutions and the meeting minutes of the AGM are available on F-Secure's website.

Board of Directors

The Board of Directors is responsible for the administration of F-Secure Corporation and appropriate organization of its operations. The Board's operations, responsibilities and duties are based on the Finnish Companies Act and other applicable legislation and are supplemented by the Board Charter. These cover the following main areas:

- approving the strategy of F-Secure, overseeing its operations and annual budgets
- appointing and dismissing the CEO
- approving any major investments, acquisitions, changes in corporate structure or other matters that are significant or far-reaching
- ensuring that the supervision of the company's accounting and financial management is duly organized
- ensuring that internal control and risk management systems are in place
- approving personnel policies and rewards systems
- preparing matters to be handled at the General Meeting

The Board of Directors meets as frequently as necessary and according to the Board Charter at least five times during its term. The Board of Directors has quorum when more than half of the members are present. An annual self-assessment is carried out by the Board to evaluate its operations. The Board of Directors primarily strives at unanimous decisions. If a decision cannot be made unanimously, the decision will be made by voting and

Members of the Board of Directors and the Committees

Members	Independence of the company	Independence of major shareholders	Board (Meeting attendance)	Audit Committee (Meeting attendance)	Personnel Committee (Meeting attendance)
Risto Siilasmaa	Yes	No ¹⁾	Chairman (15/15)		Chairman/Member ⁵⁾ (4/4)
Pertti Ervi	Yes	Yes	Member (15/15)	Chairman (5/5)	
Bruce Oreck	Yes	Yes	Member (14/15)		Member (3/4)
Päivi Rekonen	Yes	Yes	Member (15/15)	Member (2/2) ⁴⁾	Chair/Member ⁵⁾ (4/4)
Tuomas Syrjänen	Yes	Yes	Member (14/15)	Member (4/5)	
Keith Bannister (as of 12 May 2020)	Yes	Yes	Member (10/10)	Member (3/3)	
Robert Bearsby (as of 12 May 2020)	No ²⁾	Yes	Member (10/10)	Member (3/3)	
Matti Aksela (until 12 May 2020)	No ³⁾	Yes	Member (5/5)	Member (2/2)	

¹⁾ Risto Siilasmaa is the founder of F-Secure and on 31 December 2020 owned 37,79% of F-Secure shares.

²⁾ Robert Bearsby was elected from among F-Secure Corporation's personnel, according to the process described above in 2020.

³⁾ Matti Aksela was elected from among F-Secure Corporation's personnel, according to the same process in 2019.

⁴⁾ Päivi Rekonen was a member of the Audit Committee until 12 May 2020.

⁵⁾ Päivi Rekonen has been the Chair to the Personnel Committee starting from the meeting held in November 2020.

with single majority. If the votes are even, the Chairman's vote is decisive.

In accordance with F-Secure's Articles of Association, the Board of Directors comprises three to seven members, who are elected at the Annual General Meeting for a period of office that extends to the subsequent AGM. The Board of Directors represents all shareholders.

Diversity is an essential part of F-Secure's success. According to Diversity Principles established by the Board of Directors, an optimal mix of diverse backgrounds, expertise and experience strengthens the Board's performance and promotes creation of long-term shareholder value. The Diversity Principles of the Board of Directors aim to strive towards appropriately balanced gender distribution. Both genders are represented in the Board of Directors.

To create openness, one member of the Board of Directors is elected from among F-Secure's personnel. An election is arranged annually for F-Secure personnel and each permanent F-Secure employee is eligible to stand as a candidate. The Personnel Committee interviews three persons who have obtained the highest number of votes in the elections, and chooses a candidate

from amongst them to be proposed for election as a member of the Board by the Annual General Meeting. Robert Bearsby was appointed to the Board of Directors through this process in 2020.

The majority of Board members are independent from the company and from its major shareholders. For a detailed description of the members of the Board of Directors and their shareholders see the end of this statement.

2020:

In 2020 the Board of Directors convened 15 times, Audit Committee 5 times and Personnel Committee 4 times.

Board Committees

In 2020, the Board established two committees: Audit Committee and Personnel Committee (nomination and remuneration matters). The Board of Directors appoints from among itself the members and the Chairman of the committee. Each committee must have at least three members. The Board of Directors confirms the main duties and operating principles of each committee. The duties of each committee are defined in the committee charters which are available on F-Secure's website at <https://www.f-secure.com/en/investors>.

Audit Committee

The Audit Committee monitors and evaluates risk management, internal controls, IT strategy and practices, financial reporting as well as auditing of the accounts. The Audit Committee also prepares a proposal for the election of auditor to the Board of Directors and regularly considers the need for a separate internal audit function. Members of the Audit Committee must have broad business knowledge, as well as an adequate expertise and experience with respect to the committee's area of responsibility and the mandatory tasks relating to auditing. The majority of members of the Audit Committee shall be independent from F-Secure Corporation and at least one member shall be independent of the company's significant shareholders. The Audit Committee calls in experts to its meetings when necessary for the issues to be discussed. Materials of the Audit Committee meetings are made available for all members of the Board of Directors.

The Audit Committee convenes at least four (4) times a year as notified by the Chairman of the Committee. Members of the Audit Committee are listed in the table above.

Personnel Committee

The Personnel Committee prepares material and instructs with issues related to the composition of the Board of Directors and compensation of the company's management as well as remuneration and incentives of key personnel. The Committee also prepares the proposals for the Board composition and remuneration for the Annual General Meeting of Shareholders. The Personnel Committee calls in experts to its meetings when necessary for the issues to be discussed. Materials of Personnel Committee meetings are made available for all members of the Board of Directors.

The Personnel Committee convenes at least two (2) times a year as notified by the Chairman of the Committee. Members of the Personnel Committee are listed in the table above.

President and CEO

The Board of Directors appoints and may dismiss the CEO and decides upon the CEO's remuneration and other benefits in accordance with the Remuneration Policy. The CEO is responsible for the day-to-day management of the company. The CEO's main duties include:

- managing the business according to the instructions issued by the Board of Directors
- presenting the matters to be handled in the Board of Directors' meetings
- implementing the decisions made by the Board of Directors
- other duties determined in the Limited Liability Companies Act

2020:

In 2020, Samu Konttinen acted as F-Secure's President and CEO until 31 October 2020. Juhani Hintikka was appointed as the President and CEO of F-Secure, effective 1 November 2020.

The biographical details of the CEO including the shareholdings are specified later in this report. The remuneration of the CEO is specified in F-Secure's Remuneration Policy and Report.

Leadership Team

The Leadership Team supports the CEO in the daily operative management of the company.

2020:

Current information on the F-Secure Leadership Team can be found on our website: <https://www.f-secure.com/en/investors>.

For descriptions of all members of the Leadership Team during 2020 and their roles, respective membership periods and shareholdings, see the end of this statement.

Internal control and risk management

Risk Management

Risk management and internal control processes at F-Secure seek to ensure that risks related to the business operations of the company are properly identified, evaluated, monitored and reported in compliance with the applicable regulations.

F-Secure's Board of Directors defines the principles of risk management and internal controls which are followed within the company. The Audit Committee assists the Board in the supervision of F-Secure's risk management function. The CEO is accountable for ensuring that the risk management principles are implemented and applied constantly and consistently across the organization.

The primary goal of F-Secure's risk management principles is to empower the organization to identify and manage risks more effectively. The potential negative impact and probability of different situations arising from our business operations on the company, its customers, or its partners are monitored as part of the risk management process.

F-Secure promotes continuous risk evaluation by the company's personnel. The relevant operational risks identified through the risk management process are regularly reviewed by the CEO and Leadership Team and the company's statutory auditor. Risk Management is an integrated part of F-Secure's governance and management, and the risk management process is aligned with the ISO-31000 standard. The Audit Committee regularly evaluates the effectiveness of the risk management system.

Internal Control

The purpose of Internal Control is to ensure that operations are effective and aligned with the strategy, and that financial reporting and management information is reliable and in compliance with applicable regulations and operating principles.

Internal control consists of all the guidelines, policies, processes, practices and relevant information about organizational structure that help ensure that the business conduct is in compliance with all applicable regulations. The purpose of internal control is also to ensure that accounting and financial information provides a true and accurate reflection of the activities and financial situation of the company. Actual performance is monitored against sales and cost targets by operative reporting systems on a daily, weekly, or monthly basis.

The company constantly monitors its key financial processes linked to sales, revenue, costs and profitability as well as incoming and outgoing payment transactions. If any inconsistencies appear, the issues are handled without delay. The company's finance department is responsible for the consistency and reliability of internal control methods. The finance team works in close cooperation with the CFO and businesses, providing relevant data for business planning purposes and sales estimates. The team also regularly assesses and monitors the reliability of estimates and revenue recognition.

Internal audit

Audit Committee considers the need for and appropriateness of a separate Internal Audit function on a regular basis. To date, the Audit Committee has concluded that, due to the size, organizational structure and largely centrally controlled financial management of the company, a separate Internal Audit function is not necessary.

In the absence of an Internal Audit function, attention is paid to periodical review of the written guidelines and policies concerning accounting, reporting, documentation, authorization, risk management, internal control and other relevant matters in all departments. Related controls are also tested from time to time. The guidelines and policies are coordinated by the company's finance department with active involvement by the legal department.

The absence of a separate Internal Audit function is considered when defining the scope of the company's external audit. Where necessary, the Internal Audit services will be purchased from an external service provider.

To facilitate transparency and exchange of information on Internal Audit related matters, the financial management team has frequent meetings with the auditors. The Audit Committee also meets regularly with the auditors.

The company has taken into use a whistleblowing line for any employees to notify the Board and Leadership Team of any compliance concerns.

Related party transactions

The Audit Committee defines the principles for monitoring and assessing F-Secure's related party transactions. The definition of the related parties is based on IAS 24 standard. F-Secure collects information about its related parties on regular basis. The Board of Directors decides on related party transactions that are not conducted in the ordinary course of business of the company or are not implemented under arm's-length terms. Related party transactions are disclosed as part of financial statements according to the applicable legislation.

Insider management

F-Secure complies with the applicable legislation, including EU Market Abuse Regulation (MAR), the regulations of the Finnish Financial Supervisory Authority as well as Nasdaq Helsinki's Guidelines for Insiders. F-Secure has established its own insider policy to complement the regulation and guidelines above.

F-Secure maintains a list of all persons who have regular access to company's financial data. Due to the sensitive nature of financial information, persons having access to financial information before publication of an interim financial report or a year-end report shall be subject to a thirty (30) day trading restriction prior to publication of such report.

In addition, F-Secure maintains a project-specific insider list of any projects and events which, if realized, would be likely to have a significant effect on the value of F-Secure's shares or other financial instruments, and which have been subject to delaying of disclosure in accordance with MAR.

F-Secure has decided not to include any persons as permanent insiders. All persons with inside information regarding a project will be included in the project specific insider list.

Persons discharging managerial responsibilities comprise the Board of Directors, the CEO and other members of the Leadership Team. These persons have a duty to notify F-Secure and the Finnish Financial Supervisory Authority of every transaction in their own account relating to Financial Instruments of F-Secure within three business days. The company publishes these notifications as a stock exchange release, as specified by MAR. All releases published on managers' transactions are available on the company's website.

Auditors

The auditor is elected by the Annual General Meeting for a term of service ending at the close of the next Annual General Meeting. The auditor is responsible for auditing the consolidated and parent company financial statements and accounting. The auditor reports to the Board of Directors or the Audit Committee at least once a year.

2020:

F-Secure has been audited by PricewaterhouseCoopers with Janne Rajalahti, Authorized Public Accountant, as the responsible auditor.

F-Secure paid the auditor EUR 147,000 in audit fees (2019: EUR 144,000), and EUR 30,000 (2019: EUR 41,000) for non-audit services.

BOARD OF DIRECTORS

In this section are the biographies of the Members of the Board of Directors during 2020. Shareholdings are listed as of 31 December 2020 unless otherwise stated.



RISTO SIILASMAA

Chairman of the Board of Directors since 2006
Born 1966, M.Sc. (Engineering)

Main employment history:

Founder, President and CEO, Member of the Board, F-Secure Corporation, 1988–2006
Chairman of the Board 2012–2020, Member of the Board 2008–2012, Interim CEO 2013–2014, Nokia Corporation
Member of the Board 2007–2019, Chairman of the Board 2016–2018, Vice-Chairman of the Board 2013–2015, The Federation of Finnish Technology Industries

Current board memberships and public duties:

Chairman, Ministry of Finance – Technology Advisory Board, 2020–
Member of the Board, Picosun Oy, 2020–
Member of the Board, Futurice Corporation, 2018–
Senior Advisor, Boston Consulting Group, 2020–
Member, International Advisory Board IESE, 2020–
Member, Global Advisory Board of Yonsei University School of Business, 2020–
Member, Komatsu International Advisory Board, 2020–
Member, Global Tech Panel, an initiative of EU High Representative Federica Mogherini, 2018–

Holdings: number of shares 60,003,037, holding 37.79%



PERTTI ERVI

Board member since 2003
Chairman of the Audit Committee
Born 1957, B.Sc. (Electronics)

Main employment history:

Currently an independent management consultant and professional board member
Chairman of the Board 2017–2020, Member of the Board 2009–2017, Teleste Corporation
Co-CEO, Member of the Executive Board, Computer 2000 AG, 1995–2000
Co-founder, Managing Director, Computer 2000 Finland Corporation, 1983–1995

Current board memberships and public duties:

Chairman of the Board 2011–, Member of the Board 2008–, Efecte Corporation
Chairman of the Board, Mintly, 2017–

Holdings: number of shares 62,921



BRUCE ORECK

Board member since 2016
Born 1953, LL.M. (Taxation)

Main employment history:

CEO, The Train Factory Oy, 2018–
Executive in Residence, Aalto University, 2016–
Ambassador to Finland, United States, 2009–2015
Founding and managing partner, Oreck, Bradley, Crighton, Adams & Chase, 2005–2009
Executive Vice-President and General Counsel, Oreck Corporation, 1993–2003

Holdings: number of shares 23,865



PÄIVI REKONEN

Member of the Board since 2017
Chair to the Personnel Committee
Born 1969, M.Sc. (Economics), M.Sc. (Social Sciences)

Main employment history:

Independent strategy advisor and professional board member, 2018–

Managing Director, Group Technology, UBS, 2014–2018

Senior Vice President, Global Head of Digital Strategy, Adecco Group, 2011–2012

Head of IT, Credit Suisse, 2007–2009

Various leadership positions, Cisco Systems, 1998–2007

Various leadership positions, Nokia Corporation, 1990–1998

Current board memberships and public duties:

Chair to the Board of Directors, SEBA Bank AG, 2020–

Member of the Board, Alma Media Corporation, 2018–

Member of the Board, Efecte Corporation, 2018–

Member of the Board, Konecranes Corporation, 2018–

Member of the Strategy Advisory Board, UNOPS, 2018–

Holdings: number of shares 18,572



TUOMAS SYRJÄNEN

Member of the Board since 2019
Born 1976, M.Sc. (Engineering)

Main employment history:

CEO, Futurice Corporation, 2008–2018

Head of Business Unit, Futurice Corporation, 2003–2008

Business Development, Futurice Corporation, 2001–2002

Current board memberships and public duties:

Member of the Board, Vaisala Corporation, 2019–

Member of the Board, Futurice Corporation, 2018–

Member of the Board, Aito Intelligence Corporation, 2018–

Member of the Board, Taaleri Corporation, 2017–

Member of the Board, Fira Group Corporation, 2015–

Holdings: number of shares 21,622



KEITH BANNISTER

Board member since 2020
Born 1966, B.Sc. (Hons) (Mathematics and Computer Science)

Chartered Accountant (Fellow of ICAEW)

Non-Executive Director – FT Advanced Professional Diploma

Main employment history:

KPMG LLP, London UK, 1987–2018

KPMG LLP, Partner, 2000–2018

Current board memberships and public duties:

Member of the Board of Governors, Bridewell

Royal Hospital, 2020–

Holdings: number of shares 5,467



ROBERT BEARSBY

Board member since 2020
Born 1988, B.Sc. (Audio & Music Technology)

Main employment history:

Senior Security Consultant, F-Secure Consulting, 2019–

Security Consultant, MWR InfoSecurity / F-Secure Consulting 2018–2019

Junior Security Consultant, MWR InfoSecurity 2016–2018

Holdings: number of shares 1,822

NON-CURRENT MEMBERS

MATTI AKSELA

Board member since March 2019 until May 2020

Holdings: number of shares 15,054

LEADERSHIP TEAM

In this section are the biographies of all the members of the Leadership Team during 2020. Shareholdings are listed as of 31 December 2020 unless otherwise stated.



JUHANI HINTIKKA

President and Chief Executive Officer
Born 1966, M.Sc. (Technology)
Member of the Leadership Team since 2020

Main employment history:

President and CEO, F-Secure, 2020–
Investor, advisor, 2018–2020
President and CEO, Comptel Corporation,
2011–2017
Various leadership positions, Nokia Networks and
Nokia Siemens Networks, 1999–2010
Various leadership positions, Konecranes
Corporation, 1993–1999

Holdings: number of shares 0



JUHA KIVIKOSKI

Executive Vice President, Business Security
Born 1970, M.Sc. (Econ.)
Member of the Leadership Team since 2018

Main employment history:

EVP, Business Security, F-Secure, 2019–
EVP, Enterprise & Channel Sales, F-Secure,
2018–2019
Managing Director, Dustin Finland, 2015–2017
Vice President, Sales, McAfee/Intel Security,
2013–2015
Chief Operating Officer, Stonesoft, 2009–2013
Vice President, Stonesoft, 2004–2008
Holdings: number of shares 11,804



KRISTIAN JÄRNEFELT

Executive Vice President, Consumer Security
Born 1965, M.Sc. (Economics)
Member of the Leadership Team since 2016

Main employment history:

EVP, Consumer Security, F-Secure, 2016–
Director, Sales, Fujitsu Finland Corporation,
2014–2015
CEO and partner, Miradore Corporation,
2010–2014
CEO and partner, Concilio Networks Corporation,
2006–2009
Various leadership positions, Hewlett-Packard,
1994–2006
Holdings: number of shares 38,356



EDWARD PARSONS

Executive Vice President, Cyber Security Consulting

Born 1981, B.Sc. (History)

Member of the Leadership Team since 2020

Main employment history:

EVP, Cyber Security Consulting, F-Secure, 2020–
Managing Director, F-Secure Consulting (UK),
2018–2020

Director, MWR InfoSecurity, 2016–2018

Senior Manager, KPMG, 2013–2016

Civil Servant, 2006–2013

Consultant, Accenture, 2003–2006

Holdings: number of shares 5,348



TIM ORCHARD

Executive Vice President, Managed Detection & Response

Born 1976, B.Sc. (Psychology)

Member of the Leadership Team since 2019

Main employment history:

EVP, Managed Detection & Response, F-Secure,
2019–

Chief Operating Officer, Countercept, 2018–2019

Various leadership positions, BAE Systems

Applied Intelligence, 2012–2018

Technical Director, Activity Info Management Ltd.,
2007–2012

Holdings: number of shares 0



ERIIKKA SÖDERSTRÖM

Chief Financial Officer

Born 1968, M.Sc. (Econ.)

Member of the Leadership Team since 2017

Main employment history:

CFO, F-Secure, 2017–

CFO, KONE Corporation, 2013–2016

CFO, Vacon Corporation, 2009–2012

CFO, Nautor Corporation, 2008

Various finance leadership positions, Nokia

Networks and Nokia Siemens Networks,

1994–2007

Current Board memberships:

Member of the Board, Bekaert, 2020–

Member of the Board, Valmet Corporation, 2017–

Chairman of the Audit Committee, Valmet

Corporation, 2018–

Holdings: number of shares 61,804



JARI STILL

Chief Information Officer

Born 1965, B.Sc. (Information processing science)

Member of the Leadership Team since 2012

Main employment history:

CIO, F-Secure, 2016–

Vice President, R&D Operations, F-Secure,
2012–2016

Head of R&D, Mobile Business Unit, F-Secure,
2000–2012

CEO and Co-founder, Modera Point Corporation,
1991–2000

Current Board Memberships:

Member of the Board, Dimecc Oy, 2020–

Member of the Board, Oulu Chamber of

Commerce, 2019–

Member, Innovation Working Group, The
Federation of Finnish Technology Industries,
2018–

Holdings: number of shares 139,013



JYRKI TULOKAS

Chief Technology Officer

Born 1975, M.Sc. (Economics)

Member of the Leadership Team since 2016

Main employment history:

CTO, F-Secure, 2019–

EVP, Cyber Security Products & Services, F-Secure, 2018–2019

EVP, Strategy and Corporate Development, F-Secure, 2016–2018

Various leadership positions in product management, marketing, strategy and business development, F-Secure, 2007–2016

Head of Business Development, Suunto Corporation, 2005–2007

Holdings: number of shares 34,162



ANTTI HOVILA

Executive Vice President; Strategy, Brand & Communications

Born 1981, M.Sc. (Technology), MBA

Member of the Leadership Team since 2019

Main employment history:

EVP, Strategy, Brand & Communications, F-Secure, 2019–2021

EVP, Strategy and Corporate Development, F-Secure, 2019

Associate Director, Strategy & Planning, Fidelity International, 2017–2019

Equity Research Analyst, Fidelity International, 2010–2017

Business Development Manager, Nokia Corporation, 2006–2008

Management Consultant, McKinsey & Company, 2005–2006

Holdings: number of shares 0



EVA TUOMINEN

Executive Vice President, People Operations & Culture

Born 1976, M.Sc. (Econ.)

Member of the Leadership Team since 2019

Main employment history:

EVP, People Operations & Culture, F-Secure, 2019–

Director, Human Capital Consulting, Deloitte Finland, 2014–2019

Consulting Director, Nordic Region, NGA Human Resources, 2010–2014

Business Unit Manager, NGA Human Resources, 2003–2010

Holdings: number of shares 0

CHANGES IN LEADERSHIP TEAM COMPOSITION AFTER PERIOD-END

In February 2021, **Ari Väättinen** started as Chief Marketing Officer. Consequently, **Antti Hovila** is now Executive Vice President, Strategy & Portfolio.

NON-CURRENT MEMBERS

SAMU KONTTINEN

President and CEO – until end of October 2020

IAN SHAW

Executive Vice President, Cyber Security Consulting – until end of October 2020