

**DECISION PROPOSALS TO THE ANNUAL GENERAL MEETING OF F-SECURE CORPORATION (THE “COMPANY”) TO BE HELD ON 23 MARCH 2023**

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

(agenda item 8)

F-Secure Corporation’s dividend policy is to aim to pay around or above 50 percent of its net profits as dividends on an annual basis. On 31 December 2022, the distributable funds of the Company totalled EUR 14.9 million of which net profit for the financial year 30 June 2022 - 31 December 2022 was EUR 13.3 million. No material changes have taken place in the Company’s financial position after the close of the financial year.

The Board of Directors proposes to the Annual General Meeting that based on the balance sheet for the financial year 30 June 2022 – 31 December 2022, a dividend of EUR 0.07 per share is paid. The amount of the dividend is based on the Company’s shorter than normal financial year 30 June 2022 – 31 December 2022. The dividend will be paid to shareholders who are registered in the Company’s shareholders’ register, maintained by Euroclear Finland Oy, on the record date for dividend payment on 27 March 2023. The Board of Directors proposes to the Annual General Meeting that the dividend be paid on 4 April 2023.

**Advisory resolution on the adoption of the remuneration report for governing bodies**

(agenda item 10)

The remuneration report for governing bodies is available on the Company’s website [https://investors.f-secure.com/en/investors/corporate\\_governance/remuneration](https://investors.f-secure.com/en/investors/corporate_governance/remuneration) as of 17 February 2023.

The Board of Directors proposes that the 2022 remuneration report for governing bodies be adopted. The resolution is of an advisory nature according to the Finnish Companies Act.

**Resolution on the remuneration of the members of the Board of Directors**

(agenda item 11)

Shareholders representing in total approximately 43.7% of the voting rights of the Company’s shares on 31 January 2023, propose to the Annual General Meeting, that the remuneration of the members of the Board shall remain unchanged as follows:

- EUR 80,000 annually for the Chair of the Board of Directors;
- EUR 48,000 annually for the Committee Chairs;
- EUR 38,000 annually for the members of the Board of Directors; and
- EUR 12,667 for members employed by F-Secure

The same shareholders propose that approximately 40% of the remuneration be paid as shares in the Company repurchased from the market or as treasury shares held by the Company. The Company will 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.

Further, the same shareholders propose that 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 policy in force from time to time and that each member of the Board of Directors of F-Secure is paid a

predetermined travel fee in addition to travel expenses for meetings held outside their country of residence as follows: A separate meeting fee of EUR 1,000 is paid to the Board members travelling from another country to an on-site meeting within the European continent. If inter-continental travel is required, the fee is EUR 2,000. No separate meeting fee will be paid to members of the Board of Directors employed by the Company.

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

(agenda item 12)

Shareholders representing in total approximately 43.7% of the voting rights of the Company's shares on 31 January 2023, propose to the Annual General Meeting that the number of members of the Board of Directors be six (6).

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

(agenda item 13)

According to the corporate governance statement issued by the Company, one of the members annually elected to the Board of Directors also belongs to the personnel of the Company's group. The personnel of the Company annually vote for three Board member candidates from among themselves. Of the three candidates, the Board of the Company chooses one candidate to be proposed for election as a member of the Board of Directors by the Annual General Meeting.

Shareholders representing in total approximately 43.7% of the voting rights of the Company's shares on 31 January 2023, propose to the Annual General Meeting that Pertti Ervi, Thomas Jul, Madeleine Lassoued, Risto Siilasmaa and Petra Teräsaho are to be re-elected to the Board of Directors. The same shareholders also propose to the Annual General Meeting that Sami Salonen, who belongs to the personnel of the corporation, is to be elected as a new member of the Board of Directors. According to the corporate governance statement issued by the Company, the term of office of a member belonging to the personnel of the corporation is limited to one year and it is therefore proposed that Sami Salonen replaces Calvin Gan, who was elected in the previous annual general meeting.

All nominees have given their consent to the election. All nominees are independent of the Company's major shareholders with the exception of Risto Siilasmaa, who is himself a significant shareholder of the Company. All nominees are independent of the Company with the exception of Sami Salonen, who is himself an employee of the Company. The members of the Board of Directors will elect a chair from their number.

The proposed members of the Board of Directors are presented on the Company's website at [www.investors.f-secure.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2023](http://www.investors.f-secure.com/en/investors/corporate_governance/annual_general_meeting_2023).

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

(agenda item 14)

Upon recommendation of the Audit Committee, The Board of Directors proposes to the Annual General Meeting, that the remuneration to the Company's Auditor would be paid in accordance with the invoice approved by the Company.

### **Election of the Auditor**

(agenda item 15)

Upon recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting, that audit firm PricewaterhouseCoopers Oy, be re-elected as Auditor of the Company. PricewaterhouseCoopers Oy has stated that Mr Janne Rajalahti, APA, will be appointed as the Company's Responsible Auditor.

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

(agenda item 16)

The Board of Directors proposes that the Board of Directors be authorised by the Annual General Meeting to decide on the repurchase of a maximum of 10,000,000 of the Company's own shares in one or more instalments with funds belonging to the Company's unrestricted equity. This number of shares corresponds to approximately 5.71% of the Company's total number of shares on the date of the notice to the Annual General Meeting

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 optimising 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 2024. The authorisation cancels the Company's prior authorisations concerning the repurchase of the Company's own shares.

## **Authorising the Board of Directors to decide on the issuance of shares and special rights entitling to shares**

(agenda item 17)

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to decide on issuance, in one or more instalments, of new shares or shares possibly held by the Company through share issue and/or issuance of option rights or other special rights entitling to shares, referred to in Chapter 10, Section 1 of the Finnish Companies Act, so that by virtue of the authorisation altogether 15,000,000 shares may be issued and/or conveyed at the maximum. This number of shares corresponds to approximately 8.59% of the Company's total number of shares on the date of the notice to the Annual General Meeting.

It is proposed that the authorisation be used for the financing or execution of potential acquisitions or other arrangements or investments relating to the Company's business, for the implementation of the Company's incentive scheme or for other purposes subject to the Board of Directors' decision.

It is proposed that the authorisation entitles the Board of Directors to decide on all terms and conditions of the share issue and the issuance of special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act. The authorisation thus includes the right to issue shares also in a proportion other than that of the shareholders' current shareholdings in the Company under the conditions provided in law, the right to issue shares against payment or without charge as well as the right to decide on a share issue without payment to the Company itself, subject to the provisions of the Finnish Companies Act on the maximum amount of treasury shares.

The Board of Directors proposes that the authorisation will be valid until the conclusion of the following Annual General Meeting, however, at the latest until 30 June 2024. The authorisation cancels the Company's prior authorisations concerning the issuance of shares and special rights entitling to shares.

**Amendment of the Articles of Association**

(agenda item 18)

The Board of Directors proposes that § 10 of the Company's Articles of Association be amended to enable holding a general meeting entirely without a physical meeting venue as a so-called remote meeting. In its amended form, said provision of the Articles of Association would read as follows:

“Article 10 Place of a General Meeting

In addition to the company's domicile, a general meeting may be held in Espoo or Vantaa.

The Board of Directors may resolve on organising the General Meeting without a meeting venue whereby the shareholders exercise their decision-making power in full in real time during the meeting using telecommunication connection and technical means.”

The proposal regarding a meeting venue is based on amendments to Chapter 5 of the Companies Act, which include the possibility to arrange general meetings remotely. The legislative changes are based on the premise that, irrespective of the chosen general meeting format, shareholders' rights must not be compromised and that all participating shareholders can exercise their shareholder rights in full in real time, including the right to present questions and vote. The possibility to organise general meetings remotely enables the Company to prepare for rapid changes in the Company's operating environment and society in general, which may be caused, for example, by pandemics. It is important that the Company has the necessary means to offer its shareholders the possibility to exercise their shareholder rights and resolve on any matters that are presented in a general meeting under any circumstances.

In other respects, no amendments are proposed to the Articles of Association.