

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

F-Secure Corporation, Stock Exchange Release 17 February 2023 at 08:35 EET

### **NOTICE OF THE ANNUAL GENERAL MEETING**

Notice is given to the shareholders of F-Secure Corporation (the “**Company**”) of the Annual General Meeting to be held on Thursday, 23 March 2023, starting at 12:00 p.m. (EET) at the Company headquarters at the address Tammasaarenkatu 7, Helsinki, Finland. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at the meeting venue at 11:00 a.m. (EET).

Shareholders may also exercise their voting rights by voting in advance. Instructions for advance voting and related matters are provided in section C of this notice.

Shareholders, who have registered for the Annual General Meeting, can follow the Annual General Meeting through a webcast. Instructions regarding the webcast are available 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) and in section C of this notice. It is not possible to ask questions, make counterproposals or vote through the webcast, and following the meeting through the webcast is not considered participation or exercise of shareholder rights in the Annual General Meeting.

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

At the General Meeting, the following matters will be considered:

- 1. Opening of the General Meeting**
- 2. Calling the General Meeting to order**
- 3. Election of the persons to scrutinise the minutes and to supervise the counting of votes**
- 4. Recording the legality of the General Meeting**
- 5. Recording the attendance and adoption of the list of votes**
- 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 2022**

Review by the CEO.

The annual accounts, consolidated annual accounts, report of the Board of Directors and the Auditor’s report are available on the Company’s website [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) as of 17 February 2023.

- 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**

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.

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

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

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.

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

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.

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

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).

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

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).

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

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.

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

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.

## **16. Authorising 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 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.

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

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.

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

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.

## **19. Closing of the Meeting**

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

The proposals for the resolutions on the matters on the agenda of the Annual General Meeting set out above as well as this notice are available on the F-Secure Corporation'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).

F-Secure Corporation's annual accounts, consolidated annual accounts, report of the Board of Directors and Auditor's report as well as remuneration report are available on the above-mentioned website as of 17 February 2023. The resolution proposals and other documents mentioned above will also be available at the Annual General Meeting.

The Annual General Meeting minutes will be made available on the aforementioned website on 6 April 2023 at the latest.

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

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

Each shareholder, who on the record date of the Annual General Meeting, 13 March 2023, is registered in the Company's register of shareholders, held by Euroclear Finland Oy, has the

right to participate in the Annual General Meeting. A shareholder whose shares are registered on their personal Finnish book-entry account, is registered in the Company's register of shareholders. The use of proxies is described below.

Notification of participation in the Annual General Meeting and advance voting will begin on 20 February 2023. A shareholder registered in the Company's register of shareholders wishing to participate in the Annual General Meeting, shall register for the Annual General Meeting no later than Monday 20 March 2023 at 10:00 a.m. (EET), by which time the notice of participation must be received. It is possible to register for the Annual General Meeting:

a) through 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)

Electronic registration requires strong electronic identification of the shareholder or their legal representative or proxy representative with personal online banking codes or a mobile certificate. If shareholders that are legal persons use the electronic Suomi.fi-authorisation described below, the registration also requires the authorised person's strong electronic authentication, which works with personal Finnish online banking codes or a mobile certificate.

b) by email to the address [agm@innovatics.fi](mailto:agm@innovatics.fi), or

c) by regular mail addressed to Innovatics Oy, General Meeting/F-Secure Corporation, Ratamestarinkatu 13 A, 00520 Helsinki, Finland.

In connection with the registration the requested information must be provided, such as the shareholder's name, date of birth/personal identification number or business identity code, contact details, the name of any proxy representative or assistant, as well as the date of birth of the proxy representative.

If necessary, the shareholders, their representatives or their proxies must be able to prove their identity and/or representation rights at the meeting place.

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

A holder of nominee registered shares has the right to participate in the Annual General Meeting by virtue of such shares, based on which the holder of nominee registered shares on the record date of the Annual General Meeting, 13 March 2023, 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 20 March 2023 at 10:00 a.m (EET). As regards nominee registered shares, this constitutes due registration for the Annual General Meeting.

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 voting instructions, registration for the Annual General Meeting as well as advance voting from their 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 Annual 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 [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).

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

A shareholder may participate in the Annual General Meeting and exercise their rights at the meeting by way of proxy representation. A proxy representative may also choose to vote in advance in the manner described in this notice. The proxy representative must identify themselves with the electronic registration service and advance voting by strong electronic identification, after which they will be able to register and vote in advance on behalf of the shareholder they represent. A proxy representative shall produce a dated proxy authorisation document or otherwise demonstrate in a reliable manner their right to represent the shareholder at the Annual General Meeting. If a shareholder participates in the Annual General Meeting by means of several proxy representatives representing the shareholder with shares in different securities accounts, the shares in respect of which each proxy representative is authorised to represent the shareholder, shall be identified in connection with the registration.

Proxy and voting instruction templates are available on the Company's website at the address [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) at the latest on 20 February 2023. Proxy documents are to be delivered primarily as an attachment in connection with the electronic registration or alternatively by email to the address [agm@innovatics.fi](mailto:agm@innovatics.fi) or by mail to the address Innovatics Oy, General Meeting/F-Secure Corporation, Ratamestarinkatu 13 A, 00520 Helsinki, Finland, before the end of the notification of participation period, by which time the proxy documents must be received. The Company may, if it so wishes, demand original proxy documents if deemed necessary by the Company. In addition to delivering proxy authorisation documents, shareholders or their proxy representatives shall see to registration for the Annual General Meeting in the manner described above in this notice

Shareholders that are legal entities may also, as an alternative to traditional proxy authorisation documents, use the electronic Suomi.fi authorisation service for authorising their proxy representatives. The representative is mandated in the Suomi.fi service at [www.suomi.fi/e-authorizations](http://www.suomi.fi/e-authorizations) (using the authorisation topic "Representation at the General Meeting"). When registering for the Annual General Meeting in the general meeting service, the authorised representatives must identify themselves with strong electronic authentication, whereafter the electronic mandate is automatically verified. The strong electronic authentication takes place with personal online banking codes or a mobile certificate. For more information, see [www.suomi.fi/e-authorizations](http://www.suomi.fi/e-authorizations).

### **4. Voting in advance**

A shareholder whose shares are registered on the shareholder's Finnish book-entry account can vote in advance on certain agenda items of the Annual General Meeting during the period between 20 February 2023 – 20 March 2023 (until 10:00 a.m. (EET)).

Advance voting can be done in the following ways:

a) through 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)

b) by mail or email by submitting the advance voting form available on the Company's website [www.investors.f-secure.com](http://www.investors.f-secure.com)

[secure.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2023](https://www.fsecure.com/en/investors/corporate_governance/annual_general_meeting_2023) or corresponding information to Innovatics Oy by mail to the address Innovatics Oy, General Meeting/F-Secure Corporation, Ratamestarinkatu 13 A, 00520 Helsinki, Finland, or by email to the address [agm@innovatics.fi](mailto:agm@innovatics.fi).

The advance votes must be received prior to the expiry of the advance voting period. In addition to voting in advance, Shareholders that wish to participate in the Annual General Meeting at the meeting place must ensure that they have registered for the Annual General Meeting prior to the end of the registration period.

Unless shareholders voting in advance are present at the meeting in person or by way of proxy representation, they will not be able to use their rights under the Finnish Companies Act to request information or a vote nor vote on any potential counterproposals.

For holders of nominee-registered shares, advance voting is carried out via the account manager. The account manager may cast advance votes on behalf of the holders of nominee-registered shares in accordance with the voting instructions provided by the holders of nominee-registered shares during the registration period for the nominee-registered shares.

An agenda item subject to advance voting, is considered to have been presented unchanged to the Annual General Meeting. The terms and conditions as well as other instructions concerning the electronic advance voting are available on the Company's website at [www.investors.f-secure.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2023](https://www.investors.f-secure.com/en/investors/corporate_governance/annual_general_meeting_2023).

Additional information on registration and advance voting is available by telephone during the registration period of the Annual General Meeting at +358 10 2818 909 on business days at 9:00–12:00 a.m. and 13:00–16:00 p.m.

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

The Company will arrange an opportunity to follow the meeting online via a webcast. Following the webcast requires registration for the Annual General Meeting in accordance with section C.1. Following the meeting via the webcast is possible only for shareholders who are registered in the shareholders' register of the Company held by Euroclear Finland Oy on the record date of the Annual General Meeting and who have registered for the Annual General Meeting or to follow the meeting prior to the end of the registration period. A video link and password to follow the meeting via webcast will be sent the day before the meeting to all who are registered for the Annual General Meeting by e-mail and/or text message to the e-mail address and/or telephone number provided in connection with the registration for the Annual General Meeting.

Detailed instructions on following the webcast will be available on the Company's website at [www.investors.f-](https://www.investors.f-secure.com/en/investors/corporate_governance/annual_general_meeting_2023)

[secure.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2023](https://www.investors.f-secure.com/en/investors/corporate_governance/annual_general_meeting_2023) before the Annual General Meeting. Shareholders are asked to observe that following the meeting via the webcast is not considered participation in the Annual General Meeting, as referred to in the Finnish Companies Act, and that exercise of shareholder rights in the Annual General Meeting is not possible through the webcast. Shareholders that wish to follow the webcast can exercise their voting rights by voting on the matters on the agenda in advance in accordance with the instructions provided above.



Pursuant to Chapter 5, Section 25 of the Finnish Companies Act, a shareholder who is present at the Annual General Meeting has the right to request information with respect to the matters to be considered at the meeting.

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

On the date of this notice the total number of shares and votes in F-Secure Corporation is 174,526,944.

Helsinki, 17 February 2023

F-SECURE CORPORATION

The Board of Directors

Timo Laaksonen

Chief Executive Officer

**For additional information, please contact:**

Chief Financial Officer Sari Somerkallio, tel. +358 40 356 9251

General Counsel Antti Lavonen, tel. +358 400 299 088

**F-Secure in brief**

F-Secure is Finland headquartered and globally operating consumer cyber security company. F-Secure offers award-winning security and privacy products and services that make every digital moment more secure, for everyone. F-Secure operates in over 100 countries, has ~180 Service Provider partners and is the global leader providing security through Communication Service Providers. F-Secure Corporation is listed on Nasdaq Helsinki Ltd. Read more: [www.f-secure.com](http://www.f-secure.com)