

# F-SECURE CORPORATION: NOTICE TO THE ANNUAL GENERAL MEETING

Notice is given to the shareholders of F-Secure Corporation to the Annual General Meeting to be held on Wednesday, April 3, 2013 at 3.30 p.m. at company headquarters at the address Tammasaarenkatu 7, 00180 Helsinki. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 2.45 p.m.

## A. Matters on the agenda of the general meeting

- 1. Opening of the meeting
- 2. Calling the meeting to order
- 3. Election of persons to scrutinize the minutes and to supervise the counting of votes
- 4. Recording the legality of the meeting
- 5. Recording the attendance at the meeting and adoption of the list of votes

6. Presentation of the annual accounts, the report of the board of directors and the auditor's report for the year 2012

- Review by the CEO
- 7. Adoption of the annual accounts
- 8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.06 per share be paid to those shareholders that on the record date of April 8, 2013 are registered in the Register of Shareholders held by Euroclear Finland Ltd. The dividend would be paid on April 16, 2013.

9. Resolution on the discharge of the members of the board of directors and the CEO from liability

10. Resolution on the remuneration of the members of the board of directors

The Board of Directors' Executive Committee proposes to the Annual General Meeting that annual remuneration of the Board members would be in the previous year's level as follows: Chairman EUR 55,000, Chairman of committees EUR 40,000 and other members EUR 30,000. Approximately 40% of the annual remuneration would be paid as company shares.

11. Resolution on the number of members of the board of directors

The Executive committee proposes adding one seat to the Board of Directors, bringing the total number of Board members to seven (7).

12. Election of members of the board of directors

The Executive Committee proposes that Risto Siilasmaa, Jussi Arovaara, Sari Baldauf, Pertti Ervi, Juho Malmberg and Anu Nissinen will continue as members and Matti Heikkonen will be selected as a new member of the Board of Directors for a term that will continue until the closing of the next Annual General Meeting. The Board members' personal details are available at the company's website at www.f-secure.com (About F-Secure > Company > Management).



## 13. Resolution on the remuneration of the Auditor

The Board of Directors' Audit Committee proposes that auditors' fee would be paid against approved invoice.

## 14. Election of Auditor

The Audit Committee proposes that Ernst & Young Oy would be re-elected as Auditor.

15. Authorizing the Board of Directors to decide on the repurchase of the company's own shares

The Board of Directors proposes that the Board of Directors may pass a resolution to purchase a maximum of 10,000,000 of the Company. The proposed amount represents approximately 6.3% of all the shares issued by the Company. The authorization would be valid for one year. The authorization covers the purchase of shares through public trading on the NASDAQ OMX Helsinki Ltd. in accordance with its rules or through a public tender offer made to the shareholders of the Company. The consideration payable for the shares shall be based on the market price. In purchasing of the Company's own shares derivative, share lending and other contracts customary to the capital markets may be concluded pursuant to law and applicable legal provisions.

The authorization entitles the Board of Directors to pass a resolution to purchase the shares by deviating from the shareholders' pre-emptive rights (directed purchase) subject to the provisions of the applicable law. The own shares will be purchased to be used for making acquisitions or implementing other arrangements related to the Company's business, to improve the Company's financial structure, to be used as part of the incentive compensation plan or for the purpose of otherwise assigning or cancelling the shares. The Board of Directors shall have the right to decide on other matters related to the purchase of the Company's own shares.

16. Authorizing the Board of Directors to decide on the transfer of own shares

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide on a transfer of a maximum of 13,415,835 own shares of the Company either against consideration or without payment. The authorization would be valid for one (1) year. The Board of Directors is authorized to transfer the shares in deviation from the shareholders' pre-emptive rights (directed transfer) subject to the provisions of the applicable law. The shares may be transferred as a consideration to finance acquisitions or in other arrangements and used as part of the equity-based incentive plans of the Company as decided by the Board of Directors. The Board of Directors shall also have the right to sell the shares through public trading on the NASDAQ OMX Helsinki Ltd. The Board of Directors shall have the right to decide on other matters related to a transfer of own shares.

17. Authorizing the Board of Directors to decide on the issuance of shares

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide on the issuance of shares. The amount of shares to be issued based on this authorization shall not exceed 40,000,000 shares. Board of Directors decides on all the conditions of the issuance of shares. The authorization concerns both the issuance of new shares as well as the transfer of treasury shares. The issuance of shares may be carried out in deviation from the



shareholders' pre-emptive rights (private placement). Private placement is used in a situation where the Company has a weighty financial reason, such as implementation of acquisitions, improvement of company's financial structure or implementation of company's incentive system. The Board of Directors proposes that the authorization is valid for 18 months. In connection with registering this authorization, the authorization by the Annual General Meeting 2012 for a directed share issue shall be reversed.

## 18. Closing of the meeting

## B. Documents of the general meeting

The proposals for the matters on the agenda of the general meeting as well as this notice are available on F-Secure Corporation's website at <u>www-f-secure.com</u> (About F-Secure > Investors > Governance > Annual General Meetings). The annual report, the report of the board of directors and the auditor's report of F-Secure are available on the above-mentioned website no later than March 13, 2013. The proposals for decisions and the other above-mentioned documents are also available at the meeting. Copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the meeting will be available on the above-mentioned website no later than April 17, 2013.

## C. Instructions for the participants in the general meeting

1. The right to participate and registration

Each shareholder, who is registered on March 20, 2013 in the shareholders' register of the company held by Euroclear Finland Ltd., has the right to participate in the general meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the company.

A shareholder, who is registered in the shareholders' register of the company and who wants to participate in the general meeting, shall register for the meeting no later than March 27, 2013 by 10.00 a.m. by giving a prior notice of participation, which shall be received by the company no later than on the above-mentioned date. Such notice can be given:

## a) by Internet registering on page: www.f-secure.com/agm

b) by telephone +358 9 2520 4800 on working days between 9 a.m to 4 p.m. Finnish time or c) by regular mail to F-Secure Corporation, Reception/AGM, Tammasaarenkatu 7, PL 24, 00180 Helsinki, Finland.

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

2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the general meeting by virtue of

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such shares, based on which he/she on the record date of the general meeting, i.e. on March 20, 2013 would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the general meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd. at the latest by March 27, 2013 by 10.00 a.m. As regards nominee registered shares this constitutes due registration for the general meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholder's register of the company, the issuing of proxy documents and registration for the general meeting from his/her custodian bank. The account management organization of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the general meeting, into the temporary shareholders' register of the company at the latest by the time stated above.

## 3. Proxy representative and powers of attorney

A shareholder may participate in the general meeting and exercise his/her rights at the meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the general meeting. When a shareholder participates in the general meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the general meeting. Possible proxy documents should be delivered in originals to the above mentioned address at the latest by March 27, 2013 by 10.00 a.m.

#### 4. Other information

Pursuant to chapter 5, section 25 of the Companies Act, a shareholder who is present at the general meeting has the right to request information with respect to the matters to be considered at the meeting.

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

In Helsinki, February 14, 2013,

F-Secure Corporation Board of Directors