# **REMUNERATION STATEMENT**

# DECISION MAKING PROCESS ON REMUNERATION

F-Secure's general meeting of shareholders decides on the remuneration of the Board of Directors and members of board committees. Board of Directors' personnel committee prepares proposals on the Board of Directors remuneration. Based on the personnel committees proposal the Board of Directors proposes remuneration for the general meeting of shareholders.

F-Secure's general meeting of shareholders also decides on authorizations for the Board of Directors to issue shares or special rights entitling to shares or to repurchase F-Secure shares for remuneration and incentive purposes.

### Authorizations of the Board of Directors

The annual general meeting of F-Secure on 4 April 2018 resolved on the Board of Directors' authorization to decide on repurchase of a maximum of 10,000,000 own shares of the company. The board is authorized to deviate from the proportional holdings of the shareholders (directed repurchase). The repurchased shares may be used on the Board of Directors' decision as part of the company's incentive scheme or otherwise further assigned. The authorization is proposed to be valid until next Annual General meeting however not longer than until June 30, 2019.

The annual general meeting of F-Secure on 4 April 2018 resolved on the Board of Directors' authorization to decide on the issuance of a maximum of 31,000,000 shares or special rights entitling to shares under Finnish Companies Act. The Board of Directors is authorized to deviate from the pre-emptive rights of shareholders (directed issue). The issuance of shares or special rights may be used on the Board of Directors' decision as part of the company's incentive scheme or for other purposes decided by the Board of Directors. The authorization is proposed to be valid until next Annual General meeting however not longer than until June 30, 2019.

# REMUNERATION OF THE BOARD OF DIRECTORS

Remuneration of the Board of Directors proposal to the company's annual general meeting is based on among other things benchmarking data reviewed on board compensation reviewed by the Personnel Committee. When reviewing benchmarking data and other market trends the Personnel Committee considers among other things the company's ability to attract and retain highly skilful members to the Board of Directors. For the purposes of further aligning the interests of members of the Board of Directors and the shareholders of the company a significant part of each board members' remuneration is paid in shares of the company.

Approximately 40% of the annual remuneration will be paid in F-Secure's shares. The company will purchase such shares under the name of each member of the Board of Directors directly from the Nasdaq Helsinki stock market where F-Secure shares are publicly traded. No additional meeting fees are paid to members of the Board of Directors. The company will pay any applicable asset transfer tax arising from remuneration paid in shares on board members' behalf.

For Members of the Board of Directors, changes in the holdings of the company shares and rewards paid in shares are reported according to the Market Abuse Regulation. Related stock exchange releases are available on the company web pages. Full ownership details are reported in connection with the biographical details of the members.

## COMPENSATION OF THE CEO AND THE LEADERSHIP TEAM

The Board of Directors nominates the Chief Executive Officer and decides on his/her remuneration and benefits. Mr. Samu Konttinen has acted as the Chief Executive Officer since 1 August 2016.

## Key principles of rewarding considering the CEO and Leadership Team members

Compensation of the CEO and other members of the Leadership Team are decided by the Board of Directors. Personnel committee prepares materials and otherwise advises the Board of Directors on remuneration related matters. Changes to Leadership Team members' salaries are proposed by the CEO and changes to CEO's salary are proposed by the Personnel Committee. The compensation of the CEO and other members of the Leadership Team consists of base salary, benefits, short-term incentives and long-term incentives.

The CEO and other members of the Leadership Team are entitled to receive performance based rewards which are paid based on achievements in specific financial and operative criteria set by the Board of Directors . About half of the total compensation of the CEO and other members of the Leadership Team is paid as fixed monthly salary and the rest consists of short and long term incentives and fringe benefits.

F-Secure's compensation systems in general are based on rewarding for performance and competencies. Compensation is designed to be competitive compared to relevant reference markets, increase commitment and work engagement and

Remuneration Paid in Cash	Remuneration Paid in Shares	Total
48,000 EUR	32,000 EUR	80,000 EUR
28,800 EUR	19,200 EUR	48,000 EUR
22,800 EUR	15,200 EUR	38,000 EUR
7,600 EUR	5,067 EUR	12,667 EUR
	48,000 EUR 28,800 EUR 22,800 EUR	Paid in Cash Paid in Shares   48,000 EUR 32,000 EUR   28,800 EUR 19,200 EUR   22,800 EUR 15,200 EUR

be consistent across the organization. F-Secure aims to pay at least market level base salaries to attract and retain talent.

F-Secure's Short-term incentives are intended to share company's success with employees and increase commitment to company performance. Long-term incentives are a part of F-Secure's key employee incentive and retention program to is to support company's strategy by aligning the interests of the shareholders and the key employees and to recognize and reward selected employees for strong performance and of future potential for F-Secure. Employee benefit plans are at least on market practice levels to attract talent and increase employee wellbeing.

# Fixed Remuneration of the CEO and the Leadership Team

The fixed remuneration on the CEO and other members of the Leadership Team consists of base salary and fringe benefits. The CEO and other members of the Leadership Team do not receive any additional compensation for their work in the Leadership Team or for acting in other decision making bodies of the Corporation.

### Base Salary (Monthly Fixed Pay)

Base salary is the core part of the fixed remuneration for the CEO and other members of the Leadership Team. The payments to CEO and other members of the Leadership team are done with the same monthly schedule as for other employees.

### Fringe Benefits

CEO and other members of the Leadership team have same taxable (car, mobile phone and lunch benefit) and non-taxable fringe benefits which the company offers to its employees.

#### Pensions

Pension accumulation and retirement age of the CEO and other members of the Leadership Team are determined by the terms of the applicable law in each country. Pension payment for the CEO and the Leadership Team members in Finland is based on the Finnish Pension Act (TEL).

#### Terms of notice for the CEO

The period of termination notice for the CEO is six (6) months on CEO's and on the Company's side. Possible termination of CEO's contract does not include any other compensation.

# Variable Compensation and Performance Based Rewarding

The variable compensation of the CEO and other members of the Leadership Team consists of short term incentives and long term incentive programs. The Board of Directors decides on the terms and conditions, the earning criteria and the payment of the rewards from the plans.

## Short Term Performance Based Incentive programs (STI)

The target reward for the CEO is 50% of his annual base salary and 30% for the other members of the Leadership Team. The maximum reward from the short term incentive program for the CEO is 100% of his annual base salary. The maximum reward for other Leadership Team members is 60% of their annual base salary.

### Long-term Performance Based Incentive programs (LTI)

F-Secure has currently a Share based Incentive Program 2017–2019 with two active earning periods 2017–2019 and 2018–2020.

The target reward from the current active LTI programs for the CEO is 100% of his annual base salary and 75% for the other

members of the Leadership Team. The CEO is a participant in the 2017–2019 and 2018–2020 earning periods.

## Performance Based Share programs (Long-term Share Based Incentive Programs)

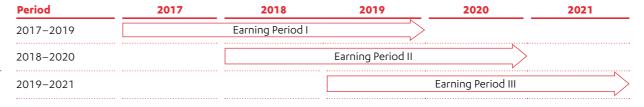
F-Secure Corporation has a share based incentive program for 2017–2019 in force for its key employees. Participants in the program may earn shares of F-Secure Corporation based on Corporation level business targets set by the Board of Directors separately for each three year earning period.

### Share Based incentive program 2017–2019

The share based incentive program 2017–2019 was established in February 2017. The total duration of the program is five years and it comprises of three annually (1st Jan 2017, 1st Jan 2018 and 1st Jan 2019) commencing earning periods each lasting three years. Program ends 31st December 2021.

The possible gross rewards from the programs are paid as 50% in shares and 50% in cash to cover taxes. The rewards are paid using company's own shares. The maximum total reward of the entire program is 10,000,000 shares. Possible payments based on the program are done separately for each earning period after each earning period ends. Payments are based on performance against a revenue target set by the Board of Directors.

There are no restrictions set for the shares received from the share based incentive programs. The participants in sharebased incentive programs are recommended hold at least 50% of the received shares and to cumulate the shares from the incentive programs until the value of the shares received from



the share programs equals the annual gross base salary of the employee.

### Matching Share Plan

The Board of Directors has decided to introduce a matching share plan for F-Secure personnel. Purpose of the program is to incentivize personnel to become shareholders in the company and increase their commitment as well as reward them through the potential increase of share value.

Participation was offered for all employees to take part in the retention period 2018–2020. Participation was voluntary, and every participant was eligible to acquire shares worth a maximum of 10 000 euros.

F-Secure will give participants one extra share (gross) for each two shares acquired through the plan in spring 2020. Dividends paid to the invested shares during the retention period will be reinvested in shares, thus, entitling the participants to additional matching shares.

Some members of the Leadership Team (and Christine Bejerasco as the member of the Board of Directors and the CEO) have chosen to participate this incentive program.

Position	Number of Shares
CEO and President	2,639
Other Leadership Team members in total	15,834
Christine Bejerasco (Board Member belonging to the	
personnel of the Company)	792

## **REWARDING OF THE CEO AND THE LEADERSHIP TEAM IN 2018**

#### Leadership Team Compensation in 2018

Position	Fixed payments	Benefits	Short term incen- tives and bonuses	Long-Term incen- tives	Total
CEO and President Konttinen Samu	294,000 EUR	240 EUR	196,431 EUR	125,690 EUR	616,361 EUR
Other Leadership Team members in total*	1,388,111 EUR	97,112 EUR	479,573 EUR	529,083 EUR	2,493,879 EUR
Total	1,682,111 EUR	97,352 EUR	676,004 EUR	654,773 EUR	3,110,240 EUR

## **BOARD COMPENSATION IN 2018**

Position	Reward paid in Cash	Reward paid as shares	Total
Siilasmaa Risto	48,003 EUR	31,997 EUR	80,000 EUR
Ervi Pertti	28,801 EUR	19,199 EUR	48,000 EUR
Heikkonen Matti	22,801 EUR	15,199 EUR	38,000 EUR
Oreck Bruce	22,801 EUR	15,199 EUR	38,000 EUR
Rekonen Päivi	22,801 EUR	15,199 EUR	38,000 EUR
Bejerasco Christine	7,601 EUR	5,066 EUR	12,667 EUR
Total	170,808 EUR	101,859 EUR	254,667 EUR

## CURRENT SHAREHOLDINGS OF THE CEO AND OTHER MEMBERS OF THE LEADERSHIP TEAM

According to the Market Abuse Regulation (MAR) stock exchange releases are published of all share transactions of the CEO and other members of the Leadership Team, including all

rewards paid to them as F-Secure financial instruments. Stock exchange releases are available on the Company web-pages. The total amounts of company shares held by the Board of

Directors and the Leadership Team members is published in the Corporate Governance Statement.