

WI



Remuneration Report

Contents

Letter of the Chair of the Personnel Committee	3
Remuneration of the Executives	4
Remuneration of the Board of Directors	5
Remuneration of the President and CEO	6
President and CEO Pay mix 2023	6
Short-term incentive (STI)	7
Long-term incentive (LTI)	8
The President and CEO - current LTI Plans	8
Key terms of service of the President and CEO	9

Letter of the Chair of the Personnel Committee

Dear Shareholders,

On behalf of WithSecure's Personnel Committee, I am pleased to share the Remuneration report for 2023. The report presents remuneration paid in 2023 to the Board members and the President and CEO in line with the Remuneration Policy approved at the Annual General Meeting 2022. WithSecure Remuneration Policy and the Remuneration Report comply with the EU Shareholder Rights Directive (SHRD) and Finnish Corporate Governance Code 2020.

The purpose of the Personnel Committee is to ensure that the variety of remuneration programs and elements reinforce the execution of the business strategy, support paying for performance and ensure that the remuneration is designed to be competitive in comparison to relevant peer groups. The other focus areas of our personnel Committee are the organization culture and value development, and talent development.

The remuneration principles in WithSecure have been defined so that the remuneration programs promote the business objectives and long-term shareholder value creation as well as long-term profitability of the company. For the President and the CEO this means that a significant part of the remuneration is based on performance. If targets are met, the short- and long-term incentives comprise 57% of the total remuneration of the President and the CEO, as defined in the Remuneration Policy. In 2023, the short-term incentive plans were tied to the company's revenue and profitability and the ongoing performance based long-term incentive plans to increasing the total shareholder value.

In 2023, WithSecure revenue was impacted by the economic slowdown and increasing competition in the cyber security market. The revenue growth was not in line with the original expectations, and we lowered the 2023 guidance in the beginning of the third quarter. At the end of the year, the total revenue growth from the previous year was 6%. Our profitability improved from the previous year and in the last quarter, a positive Adjusted EBITDA of EUR 0.2 million was reached for the first time since the demerger of the consumer business in 2022. Despite the positive profitability development and revenue growth, we did not meet our ambitious financial targets of our short-term incentive plan.

Looking ahead to 2024, our well-established remuneration principles will remain the same as in 2023. We have gone through a large transformation of our strategy, structure, and financials and will continue to drive profitable growth as well as the positive development of the shareholder value. To support our growth journey, we continued the Employee Share Savings Plan for a new plan period. The aim of this long-term incentive plan is to increase the alignment of shareholders and our people and to offer an attractive opportunity to benefit from the company's success to all employees.

Engaged and competent people are imperative to our success and our purpose is to create a place of work where colleagues can thrive both personally and professionally to drive the success of our business. We offer our people an inclusive, flexible and caring workplace built on our values. We continue to invest in the development of our people with the aim to offer equal and inspiring opportunities to learn and grow.



We are positively looking into 2024 and our focus is on building the growth mindset and experimentation culture and driving towards further growth and profitability.

Chair of the Personnel Committee

Tuomas Syrjänen

Remuneration of the Executives

The development of WithSecure's executive compensation in 2019–2023 is described in the table below. The remuneration of the Board of Directors has stayed on the same level since 2018. The total remuneration of the President and CEO has varied year by year as a significant part of the remuneration is tied to the company's financial performance.

Average annual remuneration (EUR)	2019	2020	2021	2022	2023
<i>President and CEO¹</i>	466,780	482,863	375,327	555,519	509,923
<i>Chair of the Board</i>	80,000	80,000	80,519	80,000	80,000
<i>Other Board Members²</i>	40,500	40,000	44,508	44,000	43,800
<i>Average employee³</i>	62,650	61,832	67,443	74,158 ⁴	82,797
<i>Revenue, EUR million⁵</i>	217	220	130	135	143
<i>Adjusted EBITDA, EUR million⁵</i>	23	36	-11	-23	-16

1 Remuneration paid during the financial year, including the base salary as well as short- and long-term incentives.

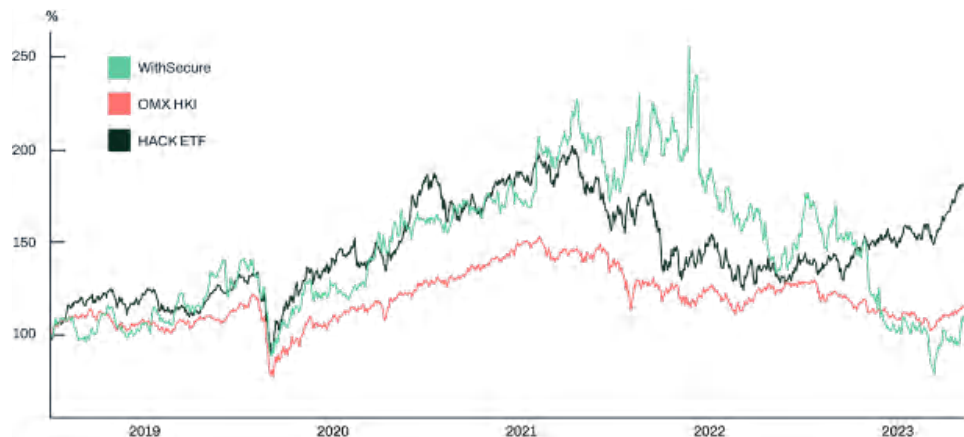
2 Average remunerations paid to the Board Members, excluding the employee representative.

3 Total wages and salaries of the calendar year / average headcount during the year in all countries. Numbers until 2020 include the consumer security (F-Secure). 2021 and 2022 are restated to include only WithSecure.

4 The change in the average salary by employee is impacted by the structural changes of the company during the year.

5 Numbers until 2020 include the consumer security (F-Secure). 2021 and 2022 are restated to include only WithSecure.

Share price development of WithSecure and indices



Remuneration of the Board of Directors

The Annual General Meeting decided on March 21, 2023 that the Board of Directors is paid fixed annual compensation for the term ending at the end of the next Annual General Meeting. The annual fee for the Chairman of the Board is EUR 80,000, for the Committee Chairs EUR 48,000, for Members of the Board EUR 38,000, and for a Board Member belonging to the personnel of the company EUR 12,667.

The Annual General Meeting decided that approximately 40% of the annual remuneration is paid in WithSecure's shares repurchased from the market. There are no special terms or conditions associated with owning the shares received as remuneration. The company will pay any applicable transfer tax arising from remuneration paid in shares.

For the 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's website.

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.

The travel expenses and other costs directly related to the Board work of the members of the Board of Directors are paid in accordance with the company's compensation policy in force at any given time. In addition, the Chairman of the Board of Directors is offered assistant and administrative services.

Paid remuneration in 2023

Member	Annual fee paid in cash, EUR	Annual fee paid in shares, EUR	Annual fee paid in shares, pcs	Meeting fees paid, EUR ¹	Total, EUR
Risto Siilasmaa	49,268	30,732	20,698	-	80,000
Kirsi Sormunen	29,560	18,440	12,419	-	48,000
Tuomas Syrjänen	29,560	18,440	12,419	-	48,000
Päivi Rekonen	23,403	14,597	9,831	3,000	41,000
Keith Bannister	23,403	14,597	9,831	3,000	41,000
Ciaran Martin	23,403	14,597	9,831	3,000	41,000
Camilla Perselli	7,801	4,866	3,277	-	12,667
Tony Smith ²	-	-	-	-	-
Pertti Ervi ²	-	-	-	1,000	1,000
Total	186,398	116,269	78,306	10,000	312,667

¹ Meeting fees paid based on international travel.

² Member until 21.3.2023 – no annual fee payments in 2023

Remuneration of the President and CEO

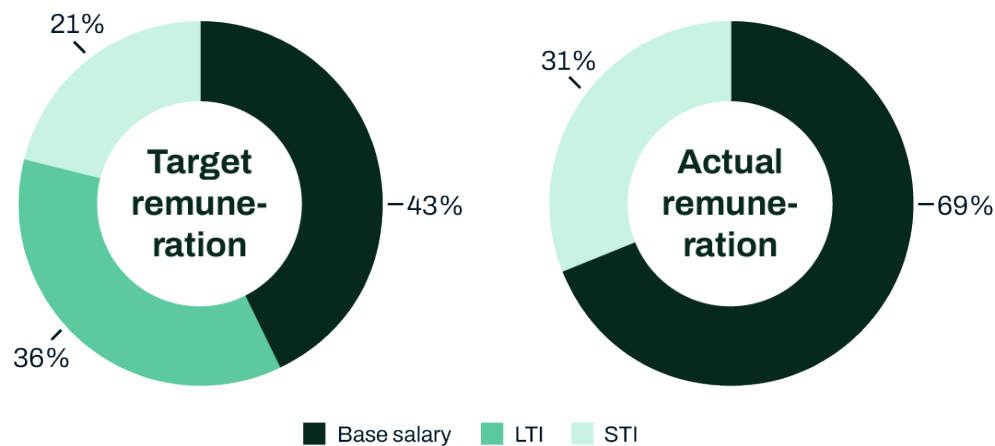
The remuneration of the President and CEO is decided by the Board of Directors. The main components of the President and CEO's total remuneration are base salary and short- and long-term incentives. Salaries and financial benefits paid in 2023 are described below:

	Payments done in 2023
Base salary, Including fringe benefits	EUR 350,244
Pension/Other financial benefits	- ¹
Short-term incentives (STI)	EUR 159,679 ²
Long-term incentive (LTI) EUR/shares	- / -
Total	EUR 509,923

1 As a resident in Finland, the President and CEO is covered by the statutory state pension arrangement in Finland (TyEL). During 2023, the statutory contributions equal to 60,276 EUR were made. No supplementary pension arrangements were offered.

2 The amount paid to the President and CEO's pension fund; the actual STI reward amount multiplied by 1,1 as decided by the BoD

President and CEO Pay mix 2023



Short-term incentive (STI)

The target STI reward for the President and CEO is 50% of annual base salary, maximum reward being two times the target. The STI reward for the President and CEO can be paid partly or fully to a pension fund. The Board of Directors decides annually on the contribution to the fund. As the contribution to the pension fund is not subject to social or other employer costs, the reward paid to the pension fund is multiplied by 1.1.

STI Plan 2022 (payable in 2023)

The STI Plan 2022 for the President and CEO was based on WithSecure's revenue with 60% weight and adjusted EBITDA with 40% weight of total. The performance criteria for the STI Plan 2022 were originally set for the full year 2022, but due to the demerger of consumer business, the targets were set and evaluated separately for first and second half of the year. The overall achievement for first half of 2022 was 150.0% and for the second half 15.9%. The STI reward for the full year of 2022 was paid in Q1 2023.

STI Plan H1/2022	Performance Criteria	Weight	Minimum	Target	Maximum	Outcome	Performance	Achievement
	Revenue	60 %	112.6	118.6	124.6	119.6	116.7%	150.0%
	Adjusted EBITDA	40 %	6.9	8.5	10.1	10.3	200.0%	
STI Plan H2/2022	Performance Criteria	Weight	Minimum	Target	Maximum	Outcome	Performance	Achievement
	Revenue	60%	68.9	72.6	76.3	69.9	26.5%	15.9%
	Adjusted EBITDA	40%	-8.6	7.2	-5.8	-10.0	0.0%	

STI Plan 2023 (payable in 2024)

The STI Plan 2023 for the President and CEO was based on WithSecure's adjusted EBITDA with 60% weight and revenue with 40% weight of total. The performance criteria for the STI Plan 2023 were not met and there will be no payment based on the STI 2023.

STI Plan	Performance Criteria	Weight	Minimum	Target	Maximum	Outcome	Performance	Achievement
2023	Adjusted EBITDA	60%	-13.0	-11.0	-9.0	-16.1	0.0%	0.0%
	Revenue	40%	150.0	158.0	166.0	142.8	0.0%	

Long-term incentive (LTI)

No Long-term incentive (LTI) payments were made to the President and CEO during 2023. The President and CEO participates currently in three share based long-term incentive plans.

Performance Share Plan (PSP) 2021-2023

The President and CEO was granted 202,983 shares within the PSP 2021–2023 in 2021. This grant represents the target level reward, the maximum reward being two times the target. The PSP 2021-2023 is based on WithSecure's absolute Total Shareholder Return and the outcome is calculated based on the average share price of January-February 2024. Possible payments are made in Q1 2024.

Restricted Share Plan (RSP) 2021-2023

President and CEO was granted a one-time allocation of 106,833 shares within the RSP 2021–2023 in 2021. The reward is conditional to continuous service with the company at the time of payment in Q1 2024.

Performance Matching Share Plan (PMSP) 2022-2026

The President and CEO participates in the PMSP 2022-2026 that was launched in 2022. This 4-year performance-based plan offers an opportunity to invest in WithSecure and earn shares through a matching reward. The performance criterion of the PMSP 2022-2026 is WithSecure market capitalization. The outcome is calculated in October-November 2026 and rewards are paid by the end of December 2026.

The PMSP 2022–2026 replaced two typical annual performance share plan allocations for the participants, and there were no grants made within the PSP 2022-2024 or PSP 2023-2025 for the President and CEO.

The President and CEO - current LTI Plans

Share Plan	Performance Criteria	Target reward	Maximum reward	Reward payment
Performance Share Plan 2021–2023	Absolute TSR	202,983 shares ¹	405,965 shares ¹	Q1 / 2024
Restricted Share Plan 2021–2023	Continuous employment	106,833 shares ¹	106,833shares ¹	Q1 / 2024
Performance Matching Share Plan 2022–2026	WithSecure market capitalization	3 x matching of initial investment of 612,670 shares	5.5 x matching of initial investment of 612,670 shares	Q4 / 2026

¹ The shares allocated within the PSP 2021-2023 and the RSP 2021-2023 were converted from the original to match the WithSecure share after the demerger of the consumers business in 2022.

Key terms of service of the President and CEO

The contract of the President and CEO is an indefinite contract with a six-month period of notice both ways. If the company terminates the contract of employment, the President and CEO is entitled to a severance payment equivalent of six months' base salary.

The President and CEO does not have a supplementary pension plan, and the determination of his pension conforms to the standard rules specified by Finland's Employee Pension Act (TYEL). The President and CEO's retirement age is also determined by the statutory pension system and is 65 years under the applicable Finnish legislation.