# WithSecure

# Corporate Governance 2022

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## WithSecure's Corporate Governance Statement 2022

# Corporate Governance at WithSecure

WithSecure's corporate governance practices are based on applicable Finnish laws, the rules of Helsinki Stock Exchange (Nasdaq Helsinki Oy) and the regulations and guidelines of Finnish Financial Supervisory Authority as well as the company's Articles of Association. This statement has been prepared in accordance with the Finnish Corporate Governance Code 2020 (publicly available at http://cgfinland.fi/en/) issued by the Securities Market Association of Finland.

Up-to-date information about WithSecure's governance is available on the company's website at https://www.withsecure.com/en/about-us/investor-relations.

## **Governing bodies**

WithSecure's highest decision-making body is the General Meeting of Shareholders which elects the members of the Board of Directors. The Board of Directors is responsible for the administration of WithSecure and appropriate organization of its operations. The Board of Directors appoints the CEO. The CEO, assisted by the Global Leadership Team, is responsible for managing the company's business and implementing its strategic and operational targets.

#### **General Meeting of Shareholders**

Under the Limited Liability Companies Act, shareholders exercise their decisionmaking power at the General Meeting.

The General Meeting is normally held once a year as an Annual General Meeting (AGM). The AGM decides on matters stipulated by the Articles of Association and the Limited Liability Companies Act, including:

- adoption of the Financial Statements
- distribution of profit for the year
- discharging the members of the Board of Directors and the CEO from liability
- election of members of the Board and the decision on the remuneration of the Board members
- approval of the Remuneration Policy and the Remuneration Report
- election of the auditor and the decision on the auditor's remuneration, and
- other proposals submitted to General Meeting

Each share carries one vote in the General Meeting.

A shareholder may propose items to be included on the agenda provided they are within the authority of the meeting, and the Board of Directors has received the request in advance in accordance with the set schedule. The invitation to the AGM is published as a stock exchange release and is made available on the company's website.



#### 2022:

The AGM was held on 16 March 2022 at the company's headquarters in Helsinki.

In addition, an Extraordinary General Meeting (EGM) was held on 31 May 2022 to decide on the partial demerger and the separation of WithSecure's consumer security business.

The meetings were held based on the so-called temporary act so that shareholders participated in the meeting and exercised their shareholder rights only by voting in advance and by submitting counterproposals and asking questions in advance.

The resolutions and the meeting minutes of the AGM and EGM are available on WithSecure's website.

#### **Board of Directors**

The Board of Directors is responsible for the administration of WithSecure and appropriate organization of its operations. The Board's operations, responsibilities and duties are based on the Finnish Companies Act and other applicable legislation and are supplemented by the Board Charter. These cover the following main areas:

- approving the strategy of WithSecure, overseeing its operations and annual budgets
- appointing and dismissing the CEO
- approving any major investments, acquisitions, changes in corporate structure or other matters that are significant or far-reaching
- ensuring that the supervision of the company's accounting and financial management is duly organized
- ensuring that internal control and risk management systems are in place
- approving personnel policies and rewards systems
- preparing matters to be handled at the General Meeting

The Board of Directors meets as frequently as necessary and according to the Board Charter at least five times during its term. The Board of Directors has quorum when more than half of the members are present. An annual self-assessment is carried out by the Board to evaluate its operations. The Board of Directors primarily strives at unanimous decisions. If a decision cannot be made unanimously, the decision will be made by voting and with single majority. If the votes are even, the Chair's vote is decisive.

In accordance with WithSecure's Articles of Association, the Board of Directors comprises three to seven members, who are elected at the Annual General Meeting for a period of office that extends to the subsequent AGM. The Board of Directors represents all shareholders.

Diversity is an essential part of WithSecure's success. According to Diversity Principles established by the Board of Directors, an optimal mix of diverse backgrounds, expertise and experience strengthens the Board's performance and promotes creation of long-term shareholder value. The Diversity Principles of the Board of Directors aim to strive towards appropriately balanced gender distribution. Both genders are represented in the Board of Directors.

To create openness, one member of the Board of Directors is elected from among WithSecure's personnel. An election is arranged annually for WithSecure personnel and each permanent WithSecure employee is eligible to stand as a candidate. The Personnel Committee interviews three persons who have obtained the highest number of votes in the elections, and chooses a candidate from amongst them to be proposed for election as a member of the Board by the Annual General Meeting. Tony Smith was appointed to the Board of Directors through this process in 2022.

The majority of Board members are independent from the company and from its major shareholders. For a detailed description of the members of the Board of Directors and their shareholdings see the end of this statement.

#### 2022:

In 2022 the Board of Directors convened 22 times, Audit Committee 6 times and Personnel Committee 6 times.

Members	Independence of the company	Independence of major shareholders	Board (Meeting attendance)	Audit Committee (Meeting attendance)	Personnel Committee (Meeting attendance)
Risto Siilasmaa	Yes	No <sup>1)</sup>	Chair (22/22)		Member (6/6)
Pertti Ervi	Yes	Yes	Member (22/22)	Chair/Member <sup>2)</sup> (6/6)	
Päivi Rekonen	Yes	Yes	Member (22/22)		Chair/Member 3) (6/6)
Tuomas Syrjänen	Yes	Yes	Member (22/22)		Chair/Member <sup>3)</sup> (6/6)
Keith Bannister	Yes	Yes	Member (21/22)	Member (6/6)	
Kirsi Sormunen (as of 16 March 2022)	Yes	Yes	Member (18/18)	Chair/Member <sup>2)</sup> (4/4)	
Tony Smith (as of 16 March 2022)	No <sup>4)</sup>	Yes	Member (17/18)	Member (4/4)	
Åsa Riisberg (until 16 March 2022)	Yes	Yes	Member (4/4)	Member (2/2)	
Robin Wikström (until 16 March 2022)	No <sup>5)</sup>	Yes	Member (4/4)	Member (2/2)	

#### Members of the Board of Directors and the Committees

<sup>1)</sup> Risto Siilasmaa is the founder of WithSecure and on 31 December 2022 owned 34.37% of WithSecure shares

<sup>2)</sup> Pertti Ervi served as the Chair of the Audit Committee until 31 July 2022, and Kirsi Sormunen has served as the Chair of the Audit Committee from 1 August 2022 onwards.

<sup>3)</sup> Päivi Rekonen served as the Chair of the Personnel Committee until 16 March 2022, and Tuomas Syrjänen has served as the Chair of the Personnel Committee from 16 March 2022 onwards.

<sup>4)</sup> Tony Smith was elected from among WithSecure's personnel in 2022, according to the process described above.

<sup>5)</sup> Robin Wikström was elected from among WithSecure's personnel in 2021, according to the process described above.

#### **Board Committees**

In 2022, the Board established two committees: Audit Committee and Personnel Committee (nomination and remuneration matters). The Board of Directors appoints from among itself the members and the Chair of the committee. Each committee must have at least three members. The Board of Directors confirms the main duties and operating principles of each committee. The duties of each committee are defined in the committee charters which are available on WithSecure's website at https://www.withsecure.com/en/about-us/investor-relations.

#### **Audit Committee**

The Audit Committee reviews, instructs and evaluates risk management, internal supervision systems, IT strategy and practices, financial reporting as well as auditing of the accounts and internal auditing. The Audit Committee is neither a decision-making nor an executive body. Audit Committee also prepares a proposal for the election of auditor to the Board of Directors and regularly considers the need for a separate internal audit function. Members of the Audit Committee must have broad business knowledge, as well as sufficient expertise and experience with respect to the committee's area of responsibility and the mandatory tasks relating to auditing. The majority of members of the Audit Committee shall be independent from WithSecure and at least one member shall be independent of the company's significant shareholders. A person who participates in the day-to-day management of WithSecure group companies (for example as the managing director) cannot be appointed to the Audit Committee. The Board elects the chair and secretary of the Audit Committee. The Audit Committee calls in experts to its meetings if they are necessary for the matters to be discussed. All members of the Board of Directors may, at their discretion, attend Audit Committee meetings. Materials of the Audit Committee meetings are made available for all members of the Board of Directors.

The Audit Committee convenes at least four times a year as notified by the Chair of the Committee. Members of the Audit Committee are listed in the table above.

#### **Personnel Committee**

The Personnel Committee prepares material and instructs with issues related to the composition and compensation of the Board of Directors and remuneration of the other members of the top management of the company. The Committee assists in the preparation of Board proposals to the shareholders related to these matters, as governed by the Finnish Companies Act. Personnel Committee is neither a decision-making nor an executive body. Personnel Committee calls in experts to its meetings when necessary for the issues to be discussed. Materials of Personnel Committee meetings are made available for all members of the Board of Directors.

The Personnel Committee convenes at least two times a year as notified by the Chair of the Committee. Members of the Personnel Committee are listed in the table above.

#### **President and CEO**

The Board of Directors appoints and may dismiss the CEO and decides upon the CEO's remuneration and other benefits in accordance with the Remuneration Policy. The CEO is responsible for the day-to-day management of the company. The CEO's main duties include:

- managing the business according to the instructions issued by the Board of Directors
- presenting the matters to be handled in the Board of Directors' meetings
- implementing the decisions made by the Board of Directors
- other duties determined in the Limited Liability Companies Act

#### 2022:

Juhani Hintikka has been WithSecure's President and CEO since 1 November 2020.

The biographical details of the CEO including the shareholdings are specified later in this report. The remuneration of the CEO is specified in WithSecure's Remuneration Policy and Report.

#### **Global Leadership Team**

The Global Leadership Team supports the CEO in the daily operative management of the company.

#### 2022:

Current information on the WithSecure Global Leadership Team can be found on our website: https://www.withsecure.com/en/about-us/investor-relations.

For descriptions of all members of the Global Leadership Team during 2022 and their roles, respective membership periods and shareholdings, see the end of this statement.

### Internal control and risk management

#### **Risk Management**

Risk management and internal control processes at WithSecure seek to ensure that risks related to the business operations of the company are properly identified, evaluated, monitored and reported in compliance with the applicable regulations.

WithSecure's Board of Directors defines the principles of risk management and internal controls which are followed within the company. The Audit Committee assists the Board in the supervision of WithSecure's risk management function. The CEO is accountable for ensuring that the risk management principles are implemented and applied constantly and consistently across the organization.

The primary goal of WithSecure's risk management principles is to empower the organization to identify and manage risks more effectively. The potential negative impact and probability of different situations arising from our business operations on the company, its customers, or its partners are monitored as part of the risk management process. Another objective of the risk management is to constantly monitor and pro-actively control the impact and/or probability of situations derived from our business operations which may have a negative impact on WithSecure, its customers, or its partners. Proactive monitoring, risk simulation and stress testing also allows building strategic resilience in the company and its business operations. Risk management may also be utilized to identify opportunities for benefit.

WithSecure promotes continuous risk evaluation by the company's personnel. The relevant operational risks identified through the risk management process are regularly reviewed by the CEO and Global Leadership Team and the company's statutory auditor. Risk Management is an integrated part of WithSecure's governance and management, and the risk management process is aligned with the ISO-31000 standard. The Audit Committee regularly conducts a review of top operational risks and evaluates the effectiveness of the risk management system.

#### **Internal Control**

Internal Control, supported by Risk Management, is an important element of WithSecure's management system. The Board of Directors is responsible for ensuring that the operating principles for internal control have been defined, and that the company monitors the functioning of internal control.

WithSecure has defined its objectives for internal control based on the globally applied principles. Internal control consists of e.g. policies, processes, procedures as well as control and monitoring activities. Internal Control is

designed to provide reasonable assurance regarding the achievement of WithSecure's objectives in following categories:

- Effectiveness, efficiency and transparency of operations on all levels in accordance with the WithSecure strategy;
- Reporting, including financial and non-financial, external and internal, to the Board, management, shareholders and stakeholders being complete, reliable, relevant and timely;
- Compliance with applicable laws, regulations and WithSecure policies and instructions.

WithSecure's Internal Control Operating Principles define the roles, design and practices of internal control. The principles provide guidance on how internal control is implemented at different levels, systems and amongst employees and outsourced functions. Internal control over financial reporting consists of risk identification and assessment, processes and internal control points and internal control monitoring and reporting.

#### Internal audit

Audit Committee considers the need for and appropriateness of a separate Internal Audit function on a regular basis. To date, the Audit Committee has concluded that, due to the size, organizational structure and largely centrally controlled financial management of the company, a separate Internal Audit function is not necessary.

In the absence of an Internal Audit function, attention is paid to periodical review of the written guidelines and policies concerning accounting, reporting, documentation, authorization, risk management, internal control and other relevant matters in all departments. Related controls are also tested annually. The guidelines and policies are coordinated by the company's finance department with active involvement by the legal department.

The absence of a separate Internal Audit function is considered when defining the scope of the company's external audit. Where necessary, the Internal Audit services will be purchased from an external service provider.

To facilitate transparency and exchange of information on Internal Audit related matters, the financial management team has frequent meetings with the auditors. The Audit Committee also meets regularly with the auditors.

WithSecure provides an effective, objective, confidential and secure Whistleblowing Channel which allows both WithSecure employees and other stakeholders to express their concerns or suspicions openly and safely. WithSecure Whistleblowing Channel was launched to all stakeholders during 2022, following its internal launch at the end of 2021. The Whistleblowing Channel is available to all stakeholders 24/7. It is maintained by impartial and independent service provider to ensure objective and timely handling of reports.

#### **Related party transactions**

The Audit Committee defines the principles for monitoring and assessing WithSecure's related party transactions. The definition of the related parties is based on IAS 24 standard. WithSecure collects information about its related parties on regular basis. The Board of Directors decides on related party transactions that are not conducted in the ordinary course of business of the company or are not implemented under arm's-length terms. Related party transactions are disclosed as part of financial statements according to the applicable legislation.

#### **Insider management**

WithSecure complies with the applicable legislation, including EU Market Abuse Regulation (MAR), the regulations of the Finnish Financial Supervisory Authority as well as Nasdaq Helsinki's Guidelines for Insiders. WithSecure has established its own insider policy to complement the regulation and guidelines above.

WithSecure maintains a list of all persons who have regular access to company's financial data. Due to the sensitive nature of financial information, persons having access to financial information before publication of an interim financial report or a year-end report shall be subject to a thirty (30) day trading restriction prior to publication of such report.

In addition, WithSecure maintains a project-specific insider list of any projects and events which, if realized, would be likely to have a significant effect on the value of WithSecure's shares or other financial instruments, and which have been subject to delaying of disclosure in accordance with MAR.

WithSecure has decided not to include any persons as permanent insiders. All persons with inside information regarding a project will be included in the project specific insider list.

Persons discharging managerial responsibilities comprise the Board of Directors, the CEO and other members of the Global Leadership Team. These persons have a duty to notify WithSecure and the Finnish Financial Supervisory Authority of every transaction in their own account relating to Financial Instruments of WithSecure within three business days. The company publishes these notifications as a stock exchange release, as specified by MAR. All releases published on managers' transactions are available on the company's website.

#### Auditors

The auditor is elected by the Annual General Meeting for a term of service ending at the close of the next Annual General Meeting. The auditor is responsible for auditing the consolidated and parent company financial statements and accounting. The auditor reports to the Board of Directors or the Audit Committee at least once a year.

2022:

WithSecure has been audited by PricewaterhouseCoopers with Janne Rajalahti, Authorized Public Accountant, as the responsible auditor.

WithSecure paid the auditor EUR 130,000 in audit fees (2021: EUR 150,000), and EUR 2,302,000 (2021: EUR 347,000) for non-audit services.

## **Board of Directors**

In this section are the biographies of the Members of the Board of Directors during 2022



Risto Siilasmaa

Chair of the Board of Directors since 2006 Born 1966, M.Sc. (Engineering)



Pertti Ervi

Member of the Board since 2003 Born 1957, B.Sc. (Electronics)

#### Main employment history:

Founder, President and CEO, Member of the Board, WithSecure, 1988–2006 Chair of the Board 2012–2020, Member of the Board 2008–2012, Interim CEO 2013–2014, Nokia Corporation

Chair of the Board 2016–2018, Vice-Chair of the Board 2013–2015, Member of the Board 2007–2019, The Federation of Finnish Technology Industries Vice Chair of the Board 2017–2018, Member of the Board 2007–2010 and 2013–2016, Confederation of Finnish Industries EK

#### Current board memberships and public duties:

Member of the Board, CybExer Technologies, 2022–

Founder and Member of the Board, F-Secure Corporation, 2022–

Member of the Board, Futurice Oy, 2018-

Member of the Board, Pixieray Oy, 2021–

Member of the Board, Quanscient Oy, 2022–

Member of the Board, Upright Oy, 2022-

Chair, Technology Advisory Board appointed by the Finnish Government 2020-

Senior Advisor, Boston Consulting Group, 2020-

Member, Komatsu International Advisory Board, 2020-

Member, Yonsei University School of Business, Global Advisory Board, 2020-

Member, International Advisory Board of IESE, 2019-

Member, Global Tech Panel, an initiative of EU High Representative for foreign

affairs and security policy, 2018-

Founding Partner, Chair of the Board, First Fellow Partners, 2016-

#### Main employment history:

Currently an independent management consultant and professional board member Chair of the Board 2017–2020, Member of the Board 2009–2017, Teleste Corporation

Chair of the Board, Comptel Corporation, 2011–2017

Co-CEO, Member of the Executive Board, Computer 2000 AG, 1995–2000 Co-founder, Managing Director, Computer 2000 Finland Corporation, 1983–1995

#### Current board memberships and public duties:

Chair of the Board, F-Secure Corporation, 2022-

Chair of the Board, QPR Software Corporation, 2021-

Member of the Board, Pointsharp Ab, 2021-

Chair of the Board 2011–, Member of the Board 2008–, Efecte Corporation



#### Päivi Rekonen

Member of the Board since 2017 Born 1969, M.Sc. (Economics), M.Sc. (Social Sciences)

#### Main employment history:

Independent strategy advisor and professional board member, 2018– Managing Director, Group Technology, UBS, 2014–2018 Senior Vice President, Global Head of Digital Strategy, Adecco Group, 2011–2012 Head of IT, Credit Suisse, 2007–2009 Various leadership positions, Cisco Systems, 1998–2007 Various leadership positions, Nokia Corporation, 1990–1998 **Current board memberships and public duties:** Member of the Board, Wipro Ltd, 2022– Chair of the Board, SEBA Bank AG, 2020– Member of the Board, Efecte Corporation, 2018– Member of the Board, Konecranes Corporation, 2018–



#### Keith Bannister

Member of the Board since 2020 Born 1966, B.Sc. (Hons) (Mathematics and Computer Science)

Chartered Accountant (Fellow of ICAEW) Non-Executive Director – FT Advanced Professional Diploma **Main employment history:** Partner, KPMG LLP, 2000–2018 Various leadership positions, KPMG LLP, London UK, 1987–2018 **Current board memberships and public duties:** Member of the Board of Governors, Bridewell Royal Hospital, 2020–



#### Tuomas Syrjänen

Member of the Board since 2019 Chair of the Personnel Committee Born 1976, M.Sc. (Engineering)

#### Main employment history:

Data & Al Renewal, Futurice Oy, 2019– CEO, Futurice Oy, 2008–2018 Head of Business Unit, Futurice Oy, 2003–2008 Business Development, Futurice Oy, 2001–2002 **Current board memberships and public duties:** Chair of the Board of Directors, Flow Technologies Oy, 2021– Member of the Board, Vaisala Corporation, 2019– Member of the Board, Futurice Oy, 2018– Member of the Board, Taaleri Corporation, 2017–



#### Kirsi Sormunen

Member of the Board since 2022 Chair of the Audit Committee Born 1957, M.Sc. (Economics)

#### Main employment history:

Member of the Board, DNA Plc, 2014–2021 Member of the Board, VR Group, 2017–2020 Member of the Board, Sitra, 2013–2020 Member of the Board, Neste Corporation, 2013–2017 Vice President, CSR/Sustainability/CSO, Nokia Corporation, 2004–2014 Various leadership positions in F&C, Nokia Corporation, 1993–2004 **Current board memberships and public duties:** Member of the Board, Exel Composites, 2020– Senior Advisor, DIF / Directors Institute of Finland, 2016–



#### **Tony Smith**

Member of the Board since 2022 Born 1971

#### Non-current members

#### Åsa Riisberg

Board member since March 2021 until March 2022

#### **Robin Wikström**

Board member since March 2021 until March 2022

#### WithSecure shares owned by the members of the Board

	Shareholding		
Board member	31 December 2022	31 December 2021	
Risto Siilasmaa	60,017,365	60,011,037	
Pertti Ervi	84,741	67,721	
Päivi Rekonen	26,543	23,538	
Tuomas Syrjänen	29,218	25,422	
Keith Bannister	12,272	9,267	
Kirsi Sormunen	3,533	0	
Tony Smith	1,002	0	

#### Main employment history:

Regional Vice President, Singapore and South-East Asia, WithSecure, 2023-Director, Strategic Account Development (Solutions), WithSecure, 2020–2022 Director, Sales Enablement (MDR), WithSecure, 2019–2020 Strategic Business Manager (MDR), WithSecure, 2017–2019 Client Director, Interoute Communications, 2012–2017

Head of Bids and Business Development (Global), VIX Technology, 2008–2012

# **Global Leadership Team**

In this section are the biographies of all the members of the Global Leadership Team during 2022.



Juhani Hintikka

President and Chief Executive Officer Born 1966, M.Sc. (Engineering) Member of the Global Leadership Team since 2020



#### **Christine Bejerasco**

Chief Information Security Officer Born 1982, B.Sc. (Computer Science) Member of the Global Leadership Team since 2021

#### Main employment history:

President and CEO, WithSecure, 2020– Investor, Advisor, 2018–2020 President and CEO, Comptel Corporation, 2011–2017 Various leadership positions, Nokia Corporation, 1999–2010 Various leadership positions, Konecranes Corporation, 1993–1999 Current board memberships:

Current board memberships:

Member of the Board, The Federation of Finnish Technology Industries, 2022– Member of the Board, The European Cyber Security Organisation (ECSO), 2021– Member of the Board, Finnish Information Security Cluster – FISC ry (FISC), 2021–

Main employment history:

CISO, WithSecure, 2023– CTO, WithSecure, 2021–2022 Vice President, Tactical Defense Unit, WithSecure, 2019–2021 Various technical & leadership roles, WithSecure, 2008–2019 Malware Researcher, PC Tools, 2006–2008 Various threat analysis positions, Trend Micro, 2003–2006



#### **Charlotte Guillou**

Chief People Officer Born 1978, M.A. (Adult Education) Member of the Global Leadership Team since 2021

#### Main employment history:

Chief People Officer, WithSecure, 2021– Various leadership positions in human resources, OP Financial Group, 2018–2021 HR & Change Lead for Finance, KONE Corporation, 2018 Country Manager North, Scan-Horse A/S, 2017–2018 Various leadership positions in human resources, Fiskars Group, 2013–2017 Various leadership positions in human resources, Nokia Corporation, 2007–2012 Management Consultant, Deloitte Finland, 2004–2007 HRD Consultant, Psykologitoimisto Cresco, 2000–2003



#### Juha Kivikoski

Chief Customer Officer Born 1970, M.Sc. (Econ.) Member of the Global Leadership Team since 2018

#### Main employment history:

Chief Customer Officer, WithSecure, 2023– EVP, Business Security, WithSecure, 2019–2022 EVP, Enterprise & Channel Sales, WithSecure, 2018–2019 Managing Director, Dustin Finland, 2015–2017 Vice President, Sales, McAfee / Intel Security, 2013–2015 Chief Operating Officer, Stonesoft, 2009–2013 Vice President, Stonesoft, 2004–2008



#### Tom Jansson

Chief Financial Officer Born 1968, M.Sc. (Econ.) Member of the Global Leadership Team since 2021



#### Antti Koskela

Chief Product Officer Born 1971, M.Sc. (Electrical Engineering) Member of the Global Leadership Team since 2021

#### Main employment history: CFO, WithSecure, 2021– CFO, Posti Group Corporation, 2018–2021 CFO, Comptel Corporation, 2013–2017

Current board memberships: Member of the Board, Nightingale Health Corporation, 2021–

Various leadership & finance positions, Tellabs Inc., 1994–2013

#### Main employment history:

CPO, WithSecure, 2021– Vice President, Business Development, Elisa Corporation, 2020–2021 CDO and Vice President, Nokia Software, 2018–2020 CTO and Executive Vice President, Comptel Corporation, 2011–2017 Various leadership positions, Nokia Siemens Networks, 2007–2011 Various leadership positions, Nokia Networks, 1999–2007 **Current board memberships:** Member of the Board, QPR Software Corporation, 2021–



#### **Tim Orchard**

Chief Technology Officer Born 1976, B.Sc. (Psychology) Member of the Global Leadership Team since 2019



CTO, WithSecure 2023– EVP, Solutions, WithSecure, 2022 EVP, Managed Detection & Response, WithSecure, 2019–2021 Chief Operating Officer, Countercept, 2018–2019 Various leadership positions, BAE Systems Applied Intelligence, 2012–2018 Technical Director, Activity Info Management Ltd., 2007–2012



#### Tiina Sarhimaa

Chief Legal Officer Born 1976, LL.M. Member of the Global Leadership Team since 2021

#### Main employment history:

CLO, WithSecure, 2021– Vice President, General Counsel, WithSecure, 2018–2021 Director, Legal and Compliance, Nokia Corporation, 2017–2018 General Counsel, Head of Legal, Comptel Corporation 2015–2017 Legal Counsel, Comptel Corporation, 2004–2015 Legal Counsel, Hex Corporation, 2002–2003



#### Scott Reininga

Executive Vice President, Solutions Born 1971, M.Sc. (Management) Member of the Global Leadership Team since 2022



#### Ari Vänttinen

Chief Marketing Officer Born 1969, M.Sc. (Economics and Business Administration)

#### Main employment history:

EVP, Solutions, WithSecure, 2022– Vice President Global Consulting, Secureworks, 2014–2022 Director of Operations, Secureworks, 2012–2014 Director of Operations, EMEA, Dell Technologies 2010–2012 Various leadership positions, Dell Technologies 2003–2010 Member of the Global Leadership Team since 2021 **Main employment history:** CMO, WithSecure, 2021– CEO and Founder, CMOwashere Oy, 2018–2020 CMO, Comptel Corporation, 2014–2018 Senior Director, Marketing, McAfee Corporation, 2014 Vice President, Marketing, Stonesoft Corporation, 2010–2013 Senior Executive Consultant, Talent Vectia Oy, 2007–2010 Global Marketing Manager, Nokia Corporation, 2004–2007

#### Changes in Leadership Team composition after period-end

On January 1, 2022, WithSecure (then F-Secure) changed its management structure and combined its Managed Detection and Response unit and Cyber Security Consulting unit under one Solutions unit, led by Tim Orchard as EVP, Solutions. Consequently, Edward Parsons (EVP, Cyber Security Consulting) ceased being a member of the Global Leadership Team.

On 30 June 2022, following the demerger of Consumer security business into a separate company F-Secure, Timo Laaksonen became the CEO of F-Secure and ceased being a member of the WithSecure Global Leadership Team.

In October 2022, WithSecure decided on a new operating model for the company. As part of the new model, sales teams were combined into one unified Customer Operations organization, led by Juha Kivikoski. Research and development teams were combined into one unified product organization, led by Antti Koskela. Chief Information Security Officer (CISO) became part of the leadership team, former CTO Christine Bejerasco assumed the role of CISO. Tim Orchard assumed the role of CTO, and the role of EVP, Solutions became vacant. In addition, Cloud Protection for Salesforce became an independent unit, reporting directly to the President & CEO. All changes became applicable on 1 January 2023.

On 1 December 2022, Scott Reininga joined WithSecure as the new EVP, Solutions.

At the end of the year, the composition of the Global Leadership Team was the following:

Juhani Hintikka (President and CEO), Christine Bejerasco (CTO, became CISO on 1 January 2023), Charlotte Guillou (Chief People Officer), Tom Jansson (Chief Financial Officer), Juha Kivikoski (EVP, Business Security, became EVP, Customer Operations on 1 January 2023), Antti Koskela (CPO), Tim Orchard (EVP, Solutions, became CTO on 1 January 2023), Scott Reininga (EVP, Solutions), Tiina Sarhimaa (CLO) and Ari Vänttinen (CMO).

#### Non-current members

#### Timo Laaksonen

Executive Vice President, Consumer Security – until June 2022

#### **Edward Parsons**

Executive Vice President, Cyber Security Consulting – until January 2022

### WithSecure shares owned by the members of the Global Leadership Team

	Shareholding		
Global Leadership Team Member	31 December 2022	31 December 2021	
Juhani Hintikka	612,670	0	
Juha Kivikoski	90,954	15,854	
Scott Reininga	73,621	0	
Christine Bejerasco	70,485	2,930	
Antti Koskela	63,767	2,500	
Charlotte Guillou	61,267	0	
Tom Jansson	61,267	0	
Ari Vänttinen	61,267	0	
Tiina Sarhimaa	57,551	2,250	
Tim Orchard	6,288	0	

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