

WithSecure Remuneration Policy 2021-2024

Company name changed due to the demerger, no other changes applied.

1 Overview of the Remuneration for Executives

WithSecure's Remuneration Policy describes the remuneration for the Board of Directors and CEO and the considerations of determining the policy and operation of the policy. Remuneration Policy of WithSecure complies with the recommendations of the Finnish Corporate Governance Code for listed companies, Shareholders' Rights Directive legislation and any other regulations and guidelines concerning remuneration in listed companies.

WithSecure's executive remuneration is designed to advance the business objectives and long-term profitability of the company. WithSecure's remuneration in general is based on rewarding for performance and competencies. Remuneration is designed to be competitive compared to relevant reference markets, increase commitment and work engagement and to be consistent across the organization. WithSecure aims to pay at least market level base salaries on average to attract and retain talent. Incentive schemes are developed to support company's strategy by aligning the interests of the shareholders and the key employees for strong performance and long-term value creation of the company.

The remuneration of employees across the company is reviewed regularly with the intention that all employees are paid appropriately in the context of market and taking into account their individual competencies and performance. The remuneration of CEO follows the same main principles as for other employees.

2 Decision-making process

WithSecure's General Meeting of Shareholders decides on the remuneration of the Board of Directors and members of Board Committees based on the proposal prepared by the Personnel Committee of the Board of Directors.

Remuneration of the CEO is decided by the Board of Directors. Personnel Committee actively monitors remuneration levels at peer companies and prepares remuneration matters concerning the company's CEO to the Board of Directors for decision making. The Personnel Committee may use external advisors in preparing the proposals if needed.

The General Meeting of Shareholders decides on the Board of Directors' authorizations to decide on repurchase of own shares and the issuance of shares or special rights entitling to shares that can be used e.g. as part of WithSecure's incentive schemes.

Remuneration Policy is prepared by Personnel Committee and reviewed by Board of Directors. The Remuneration Policy is approved by the General Meeting of Shareholders and will be presented to the General Meeting every four years or when changed substantially. After the approval at the General Meeting of Shareholders the Remuneration Policy will be applied to the Board of Directors' and CEO's remuneration and the policy is published on the company's website.

Deviation from the policy

Board of Directors may temporarily deviate from the remuneration policy in exceptional circumstances such as

essential changes to the operating conditions of the company; for example, in case of appointment of new CEO or execution of strategic corporate transactions, or, in case there are changes to the regulative environment affecting the remuneration. In these situations, deviation is possible related to the CEO compensation. Deviations from the policy are done when necessary to serve the long-term interests and sustainability of the company as a whole or assure its viability.

Temporary deviations from policy will be reported in the Remuneration Report. Respectively significant and permanent changes in composition of total remuneration will be included in the agenda of General Meeting of Shareholders. The Personnel Committee prepares the remuneration matters to be updated and proposes them to the Board of Directors for approval. After the changes have been approved the revised Remuneration Policy is presented to the General Meeting of Shareholders.

3 Board of Directors compensation

WithSecure's General Meeting of Shareholders decides on the remuneration of the Board of Directors and members of Board Committees. The proposal of Board of Directors' remuneration is based on among other things benchmarking data on board compensation. When reviewing benchmarking data and other market trends the Personnel Committee considers the company's ability to attract and retain highly skillful members to the Board of Directors.

The remuneration of the management and the Board of Directors is differentiated and except for the employee member, the members of the Board cannot participate in the same share-based compensation scheme with other management or personnel.

Board of Directors' compensation is primarily an annual fee, that can be paid out in shares or cash or combination of those. The amount of the annual fee set varies based on the position in the Board and Committees.

The Board Member belonging to the personnel of the Company receives an annual fee for the work in the Board of Directors. Otherwise remuneration and terms of employment follows the same principles than for other employees.

4 CEO compensation

Element	Purpose and summary
Paymix	<p>Main components of CEO total remuneration are base salary and short- and long-term incentives.</p> <p>The STI Plan payout will be 50% CEO's annual base salary, if targets are met. The maximum reward for the CEO from the STI Plan is approximately equal to annual base salary.</p> <p>The LTI Plan payout will be 85% of CEO's annual base salary, if targets are met. The maximum reward for the CEO from the LTI Plan is approximately 170% of annual base salary.</p>

Changes up to 10% to target levels are not considered substantial changes and do not require approval of WithSecure's General Meeting of Shareholders.

Base salary

Base salary is set to competitive level in order to retain and attract talent. The fixed remuneration of the CEO consists of base salary and fringe benefits.

Fringe benefits

The CEO is typically offered, but not limited to the same taxable and non-taxable benefits as are available to employees in the home country.

Pension and Other financial benefits

Pension accumulation and retirement age of the President and CEO is determined by the practices and terms of the applicable law in the home country.

There are no other financial benefits for the CEO and the CEO does not receive any additional compensation for the work in the Leadership Team or for acting in other decision-making bodies of the Corporation.

Short-term incentive (STI)

WithSecure's short-term incentives are intended to share company's success with employees and increase commitment to company performance. The performance criteria for the CEO are confirmed by the Board of Directors separately for each performance period. The performance and achievement of targets are evaluated by the Board of Directors and the amount of the reward is determined based on the extent to which the targets have been reached during the performance period. The short-term incentive payment is based on specific and measurable performance criteria, which may be both financial and non-financial.

Long-term incentive (LTI)

Long-term incentives are a part of WithSecure's key employee incentive and retention program to support company's strategy by aligning the interests of the shareholders and the key employees and to recognize and reward selected key employees for strong performance and of long-term value creation of WithSecure.

Share-based incentive programs

WithSecure has share-based incentive programs in which the CEO may participate. The share-based incentive programs can be based on long-term financial and/or strategic performance or alone on the company share value increase. The programs consist of annually commencing, at least three-year long performance/vesting periods. The Board of Directors decides on the terms and conditions for the plans and on the possible performance criteria and related objectives separately for each performance/vesting period. In programs based on the company share value increase the participants may be granted subscription or purchase rights at a predetermined price.

In the performance-based incentive programs, the achievement of performance criteria is evaluated after each performance period by the Board and the amount of the reward is determined based on the extent to which the targets have been reached during the performance period. The criteria for the performance period are based on strategic financial targets. The possible rewards are paid to the participants after performance period. Rewards from these plans are gross rewards and are paid partly in shares and partly in cash to cover the taxes.

The reward from incentive program based on company share value increase is defined by the future valuation of the company share and thus the proportional share of the variable reward may deviate from what is disclosed in this remuneration policy.

Other terms

The period of termination notice for the CEO is six (6) months on CEO's and on the Company's side. The CEO's severance pay (if the company terminates the agreement) equals to six months' notice period plus severance pay corresponding to six months' base salary.

The CEO is recommended to hold at least 50% of the shares received as rewards from the long-term incentive programs and to accumulate 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 CEO. There are no other restrictions set for the shares received from the share-based incentive programs.

If the CEO receives a reward based on the remuneration scheme that subsequently turns out to be incorrectly paid due to intent or negligence by the CEO, WithSecure has the right to retroactively amend the amount of the reward and demand the CEO to repay the excess part of the reward pursuant to decrees on unjust enrichment.

The short- and long-term incentive plans and related rewards paid are not part of the terms and conditions of contractual relationship or remuneration, and the Board of Directors is entitled to decide on the use of the plans or amend their terms and conditions at any time.