



## **Notice to the Annual General Meeting of F-Secure Corporation**

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The shareholders of F-Secure Corporation are invited to the Annual General Meeting of Shareholders to be held on Thursday, March 26, 2009, starting at 17.00 Finnish time at High Tech Center (Ruoholahti), Tammasaarencatu 3, 00180 Helsinki, Finland. Participants are kindly requested to arrive by 16.45 hours.

### **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 2008 - 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 proposes to the Annual General Meeting that a dividend of EUR 0.07 per share be paid to those shareholders that on the record date of March 31, 2009 are registered in the Register of Shareholders held by Euroclear Finland Ltd. The dividend would be paid on April 7, 2009.
- 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 Executive Committee proposes to the Annual General Meeting that annual remuneration of the Board members would be the following: 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 to the Annual General Meeting that the number of board members would remain at six (6).

## **12. Election of members of the board of directors**

- The Executive Committee proposes to the Annual General Meeting that following members would continue as Board members: Marko Ahtisaari, Sari Baldauf, Pertti Ervi, Juho Malmberg, Risto Siilasmaa and Alexis Sozonoff.

## **13. Resolution on the remuneration of the auditor**

The 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 14.500.000 shares of the Company. The proposed amount represents approximately 9.25% 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 15.500.000 own shares of the Company either against consideration or without payment. The authorization would be valid for one 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 a directed share issue**

The Board proposes to the General Annual meeting to authorize the Board to decide on one or more directed share issues and their terms. The maximum cumulative number of issued new shares is 40,000,000. The authorization is valid for 18 months.

## **18. Closing of the meeting**

## **B. Documents of the general meeting**

Documents of the general meeting are available on F-Secure Oyj's website at [www.f-secure.com](http://www.f-secure.com) under Investors on March 5, 2009. The annual report of F-Secure Oyj, including the company's annual accounts, the report of the board of directors and the auditor's report, is available on the above-mentioned website no later than mid-March. The proposals of the board of directors and the annual accounts are also available at the meeting. Copies of these documents and of this notice will be sent to shareholders upon request.

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

### **1. The right to participate and registration**

Each shareholder, who is registered on March 16, 2009 in the shareholders' register of the company held by Finnish Central Securities Depository Ltd., has the right to participate in the general meeting. A shareholder, whose shares are registered on his/her personal book-entry account, is registered in the shareholders' register of the company. A shareholder, who wants to participate in the general meeting, shall register for the meeting no later than March 19, 2009 by giving a prior notice of participation. Such notice can be given by e-mail ilmoittautumiset@entre.fi, by phone +358 50 3967 582, or by mail F-Secure Corporation/Reception, PL 24, 00181 Helsinki, Finland. Pursuant to chapter 5, section 25 of the Company's 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.

### **2. 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. Possible proxy documents should be delivered in originals to address above before the last date for registration.

### **3. Holders of nominee registered shares**

A holder of nominee registered shares, who wants to participate in the general meeting, must be entered into the shareholders' register of the company on the record date March 16, 2009 of the meeting. A holder of nominee registered shares is advised to request necessary instructions regarding the registration in the shareholder's register of the company, the issuing of proxy documents and registration for the general meeting from his/her custodian bank.

### **4. Other instructions and information**

On the date of this notice to the general meeting, the total number of shares in F-Secure Oyj is 156.770.407 shares. Every share has one vote.

February 11, 2009

F-Secure Oyj  
Board of Directors