

# Resolutions of the Annual General Meeting of F-Secure Corporation

**Stock exchange release, April 8, 2015 at 6.15 pm (EEST)**

The Annual General Meeting of F-Secure Corporation was held on 8 April, 2015. The Meeting confirmed the financial statements for the financial year 2014. The members of the Board and the President and CEO were granted a discharge from liability. In addition, the Annual General Meeting made the following decisions:

## **Dividend**

The Annual General Meeting decided to distribute a dividend of EUR 0.06 per share and an extra dividend of EUR 0.10 per share, which will be paid to those shareholders that on the record date of 10 April, 2015 are registered in the Register of Shareholders held by Euroclear Finland Ltd. The dividend will be paid on April 21, 2015.

## **Members of the Board and Auditors**

It was decided that the annual compensation remain on a previous year's level. For the chairman EUR 55,000, chairmen of Executive and Audit Committee EUR 40,000 and members EUR 30,000. Approximately 40% of the annual remuneration will be paid as company shares.

It was decided that the number of Board members is six (6).

The following current members were re-elected: Mr. Jussi Arovaara, Mr. Pertti Ervi, Mr. Juho Malmberg, Ms. Anu Nissinen, Mr. Matti Heikkonen and Mr. Risto Siilasmaa. The Board elected in the first meeting Mr. Siilasmaa as the Chairman of the Board. The Board nominated Mr. Siilasmaa as the Chairman of the Executive Committee and Mr. Malmberg and Ms. Nissinen as members of the Executive Committee. Mr. Ervi was nominated as the chairman of the Audit Committee and Mr. Arovaara and Mr. Heikkonen were nominated as members of the Audit Committee.

It was decided that auditor's fee will be paid against approved invoice. Ernst & Young Oy was elected the Group's auditors. APA, Mr. Mikko Järventausta is acting as responsible partner.

## **Authorizing the Board of Directors to repurchase the Company's own shares**

It was decided that the Board of Directors may pass a resolution to repurchase a maximum of 10,000,000 own shares of the company in one or multiple tranches with the company's unrestricted equity. The authorization entitles the Board of Directors to decide on the repurchase also in deviation from the proportional holdings of the shareholders (directed repurchase). The authorization covers the repurchase of shares either in trading at the regulated market organized by NASDAQ OMX Helsinki Ltd in accordance with its rules and guidelines, in which case the shares must be purchased at the prevailing market price at the time of repurchase, or through a public tender offer to the shareholders, in which case the price offered must be the same for all shareholders. The repurchased shares will be used for making acquisitions or implementing other arrangements related to the company's business, for improving the company's financial structure, for use as part of the company's incentive scheme or otherwise for further assigning or cancelling the shares. The authorization includes the right for the Board of Directors to decide upon all other terms and conditions related to the repurchase of the company's own shares. The authorization is valid for 12 months, and the previous authorization granted to the



Board of Directors by the 2014 Annual General Meeting regarding the repurchase of the company's own shares expired upon the new authorization.

**Authorizing the Board of Directors to decide on the issuance of shares and other special rights entitling to shares**

The Annual General Meeting authorized the Board of Directors to decide on the issuance of a maximum of 53,004,812 shares or the issuance of special rights entitling to shares referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act in one or multiple tranches. The authorization concerns both the issuance of new shares as well as the transfer of treasury shares. The authorization includes the right for the Board of Directors to decide upon all terms and conditions related to the issuance of shares and special rights. The issuance of shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue). The authorization can be used for implementing potential acquisitions, other arrangements or equity-based incentive plans or for other purposes decided by the Board of Directors. The Board of Directors also has the right to decide on the sale of company shares at the regulated market in accordance with NASDAQ OMX Helsinki Ltd's rules and regulations. The authorization is valid for 18 months, and the previous authorization granted to the Board of Directors by the 2014 Annual General Meeting regarding the issuance of shares and transfer of own shares expired upon the new authorization.

**F-Secure Corporation**

Christian Fredrikson  
President and CEO

**Additional information:**

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