

Notice of The Extraordinary General Meeting of WithSecure Corporation

Notice is given to the shareholders of WithSecure Corporation to the Extraordinary General Meeting of the Company to be held on Tuesday, 31 May 2022, starting at 10:00 a.m. (EET) at the Company's headquarters at Tammasaarenkatu 7, Helsinki, Finland. The Company's shareholders may participate in the General Meeting and exercise their shareholder rights only by voting in advance and by submitting counterproposals and asking questions in advance. Instructions for the shareholders are provided in this notice in section C Instructions for the participants in the General Meeting.

The Board of Directors of the Company has resolved on exceptional meeting procedures based on the so-called temporary act which came into force on 8 May 2021 in order to take into account the health and safety of the shareholders, employees and other stakeholders of the Company.

It will not be possible to participate in the General Meeting in person at the meeting venue.

If a shareholder wishes to submit questions to the Company's management, such questions to the General Meeting referred to in chapter 5, section 25 of the Limited Liability Companies Act need to be submitted in advance as further described below in section 5, Other instructions and information, of this notice.

A. Matters on the agenda of the General Meeting

1. Opening of the meeting

2. Calling the meeting to order

Attorney Merja Kivelä will serve as chairman of the meeting. In the event Merja Kivelä is prevented from serving as the chairman, the Board of Directors will appoint the person they deem the most suitable to serve as the chairman.

3. Election of person to scrutinise the minutes and to supervise the counting of votes

The Company's Chief Legal Officer Tiina Sarhimaa will scrutinise the minutes and supervise the counting of votes. In the event Tiina Sarhimaa is prevented from scrutinising the minutes and supervising the counting of votes, the Board of Directors will appoint the person they deem the most suitable to scrutinise the minutes and 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

Shareholders who have voted in advance within the advance voting period and who are entitled to participate in the General Meeting in accordance with Chapter 5, Sections 6 and 6 a of the Limited Liability Companies Act will be deemed shareholders participating in the meeting.

The list of votes will be adopted according to the information provided by Euroclear Finland Oy and Innovatics Ltd.

6. Resolution on the partial demerger

On 17 February 2022, WithSecure Corporation announced the partial demerger of the Company and the separation of its consumer security business. The Board of Directors of WithSecure Corporation signed on 17 February 2022 the demerger plan, which was registered with the Finnish Trade Register on 18 February 2022.

The purpose of the demerger is to carry out the separation of the Company's consumer security business to an independent group of companies by way of a partial demerger, whereby all the assets and liabilities related to the consumer security business will transfer without a liquidation procedure to a new company to be incorporated in the partial demerger, F-Secure Corporation, upon the completion of registration of the demerger (**Effective Date**), as set forth in the demerger plan. After the Effective Date of the demerger, the Company will continue conducting its corporate security business. The intended Effective Date for the demerger is 30 June 2022. The Effective Date may change as set forth in the demerger plan.

The Board of Directors of WithSecure Corporation considers that the demerger will, among other things, enable WithSecure Corporation and F-Secure Corporation to better serve and meet the specific needs of their

respective customers and partners, with different business dynamics overall in consumer security and corporate security businesses. The demerger will also enable WithSecure Corporation and F-Secure Corporation to improve focus on developing their respective operations more efficiently, investing in specific expertise, technology, and innovation, clarifying the structure, management, and financing of their current operations as well as the investment options and equity stories with different value creation profiles. In addition, this clearer focus due to demerger will, in the long term, increase opportunities to optimise operational efficiency and value creation for both WithSecure Corporation and F-Secure Corporation providing both companies with a better way to capture growth opportunities and increase competitiveness through specialisation.

In order to complete the demerger, the Board of Directors of WithSecure Corporation proposes that the General Meeting resolves (i) to approve the demerger plan dated 17 February 2022 and the partial demerger of WithSecure Corporation in accordance with the demerger plan and (ii) on certain other related matters.

Certain shareholders of WithSecure Corporation, Risto Siilasmaa, Mandatum Life Insurance Company, Ilmarinen Mutual Pension Insurance Company, Elo Mutual Pension Insurance Company, Varma Mutual Pension Insurance Company and Kaleva Mutual Insurance Company, holding together in the aggregate approximately 47,6 percent of the shares and votes in the Company, have, subject to certain customary conditions, irrevocably undertaken to attend the General Meeting and vote in favour of the demerger with all the shares they hold on the record date.

The proposed resolutions under this item 6. form an entirety that requires the adoption of all its individual items by a single resolution.

The General Meeting can only approve or reject the proposed resolutions but cannot alter the demerger plan.

a. Partial demerger

For the completion of the demerger, the Board of Directors of WithSecure Corporation proposes that the General Meeting resolves to approve the demerger plan, approved and signed on 17 February 2022 by the Board of Directors of WithSecure Corporation, and resolves to approve the partial demerger, whereby all the assets and liabilities related to the consumer security business of WithSecure Corporation will transfer without liquidation procedure to a new company to be incorporated in the partial demerger, F-Secure Corporation, on the Effective Date of the demerger, in accordance with the demerger plan.

In addition, the proposed Articles of Association of F-Secure Corporation as appended to the demerger plan, are proposed to be approved as a part of the resolution on the partial demerger.

b. Amendment of the Articles of Association of WithSecure Corporation

In connection with the demerger, the Articles 2 and 8 of WithSecure Corporation's Articles of Association are proposed to be amended as follows:

2 Line of business

The company's line of business is to design, manufacture, publish and provide products, including without limitation hardware and software products, and services, including without limitation managed services and consultation, relating in each case to information technology and cyber security, and to carry out import and export of any of the above or any equipment related to any of the above. The company may also trade in securities.

8 Auditor

The company has an auditor that must be an audit firm as defined in the Finnish Auditing Act. The term of office of the auditor expires at the end of the first annual general meeting following the election.

The amendment of the Articles of Association of WithSecure Corporation is conditional upon the implementation of the demerger, *i.e.*, the amendment will enter into force in connection with the registration of the completion of the demerger on the Effective Date.

c. Demerger consideration

The shareholders of WithSecure Corporation will receive as demerger consideration one new share in F-Secure Corporation for each share they hold in WithSecure Corporation on the Effective Date of the demerger. Based on the number of issued and outstanding shares in WithSecure Corporation on the date of this notice, there are a total of 174,598,739 shares in the Company, of which a total of 71,795 are treasury shares. According to the situation on the date of this notice, the total number of shares in F-Secure Corporation to be issued as demerger consideration would therefore be 174,526,944 shares.

The shares in F-Secure Corporation will be applied for to be admitted to trading on the official list of Nasdaq Helsinki.

For the sake of clarity, the demerger consideration shall be distributed automatically through the book-entry securities system, and no action is required from the shareholders of WithSecure Corporation.

d. Reduction of the share capital and dissolution of the share premium reserve of WithSecure Corporation

In connection with the demerger, the share capital of WithSecure Corporation is proposed to be reduced by EUR 1,471,311.18, i.e., to EUR 80,000. The amount by which the share capital of WithSecure Corporation is reduced shall be used to transfer funds to F-Secure Corporation.

Further, the Company's share premium reserve of EUR 164,543.23 is proposed to be dissolved.

The decrease of WithSecure Corporation's net book assets caused by the demerger, insofar as it exceeds the above-mentioned reduction of share capital and dissolving the share premium fund, shall be recorded as a decrease in its retained earnings, as set forth in the demerger plan.

The reduction of the share capital and dissolution of the share premium reserve of WithSecure Corporation is conditional upon the implementation of the demerger, i.e., the reduction of the share capital and dissolution of the share premium reserve will enter into force in connection with the registration of the completion of the demerger on the Effective Date.

e. Authorising the Board of Directors of F-Secure Corporation to decide on the repurchase of F-Secure Corporation's own shares

The Board of Directors of F-Secure Corporation is proposed to be authorised to decide upon the repurchase of a maximum of 15,000,000 of F-Secure Corporation's own shares in total in one or several tranches and with F-Secure Corporation's unrestricted equity.

The authorisation entitles the Board of Directors of F-Secure Corporation to decide on the repurchase also in deviation from the proportional holdings of the shareholders (directed repurchase). The authorisation comprises the repurchase of shares either in the public trading or otherwise in the market on the trading price determined for the shares in public trading on the date of purchase, or with a purchase offer to the shareholders in which case the repurchase price must be the same for all shareholders. F-Secure Corporation's own shares shall be repurchased to be used for carrying out acquisitions or implementing other arrangements related to F-Secure Corporation's business, for optimizing the company's capital structure, as part of the implementation of the company's incentive scheme or otherwise to be transferred further or cancelled. The authorisation includes the right of the Board of Directors of F-Secure Corporation to decide on all other terms related to the repurchase of the company's own shares.

The authorisation is proposed to be valid until the conclusion of the first Annual General Meeting of F-Secure Corporation following the Effective Date of the demerger as set forth in the demerger plan, in any case until no later than 30 June 2023.

For the sake of clarity, the resolution on the authorisation to the Board of Directors of F-Secure Corporation to decide on the repurchase of F-Secure Corporation's own share is conditional upon the implementation of the demerger, i.e., the Board of Directors may decide on the repurchase of the company's own shares pursuant to this authorisation after the registration of the completion of the demerger.

f. Authorising the Board of Directors of F-Secure Corporation to decide on the issuance of shares as well as the issuance of options and other special rights entitling to shares

The Board of Directors of F-Secure Corporation is proposed to be authorised to decide on the issuance of a maximum of 15,000,000 shares in total through a share issue as well as by issuing options and other special rights entitling to shares pursuant to Chapter 10, Section 1 of the Limited Liability Companies Act in one or several tranches. The authorisation concerns both the issuance of new shares and the transfer of treasury shares held by F-Secure Corporation.

The authorisation entitles the Board of Directors of F-Secure Corporation to decide on all terms related to the share issue as well as the issuance of options or other special rights entitling to shares. The issuance of shares may be carried out in deviation from the shareholders' pre-emptive subscription right (directed issue). The authorisation may be used for carrying out potential acquisitions or other arrangements, shares-based incentive programs or otherwise for purposes decided by the Board of Directors. The Board of Directors of F-Secure Corporation is also entitled to decide on the sale of treasury shares on a regulated market on Nasdaq Helsinki in accordance with its rules and guidelines.

The authorisation is proposed to be valid until the conclusion of the first Annual General Meeting of F-Secure Corporation following the effective date of the demerger as set forth in the demerger plan, in any case until no later than 30 June 2023.

For the sake of clarity, the resolution on the authorisation to the Board of Directors of F-Secure Corporation to decide on the issuance of shares as well as the issuance of option and other special rights entitling to shares is conditional upon the implementation of the demerger, *i.e.*, the Board of Directors of F-Secure Corporation may decide on the issuance of shares or issuance of options or other special rights entitling to shares pursuant to this authorisation after the registration of the completion of the demerger.

7. Handling of the remuneration policy for governing bodies of F-Secure Corporation

The remuneration policy for governing bodies of F-Secure Corporation shall be published as appendix to the stock exchange release concerning this notice and shall be available on the Company's website. The resolution of the General Meeting on the remuneration policy is advisory.

The resolution on the remuneration policy for the governing bodies of F-Secure Corporation is conditional upon the implementation of the demerger, *i.e.*, the resolution will enter into force in connection with the registration of the completion of the demerger on the Effective Date.

8. Resolution on the number of members of the Board of Directors of F-Secure Corporation

The Board of Directors of WithSecure Corporation proposes upon recommendation of the Personnel Committee that the number of members of the Board of Directors of F-Secure Corporation be six (6).

The resolution on the number of members of the Board of Directors of F-Secure Corporation is conditional upon the implementation of the demerger, *i.e.*, the resolution will enter into force in connection with the registration of the completion of the demerger on the Effective Date.

9. Resolution on the remuneration of the members of the Board of Directors of F-Secure Corporation

The Board of Directors of WithSecure Corporation proposes upon recommendation of the Personnel Committee that the remuneration for the term of the Board of Directors of F-Secure Corporation shall be paid as follows: EUR 80,000 for the Chairperson of the Board of Directors, EUR 48,000 for the Committee Chairpersons, EUR 38,000 for the members of the Board of Directors, and EUR 12,667 for the member of the Board of Directors employed by F-Secure Corporation.

Further, the Board of Directors proposes upon recommendation of the Personnel Committee that approximately 40% the remuneration be paid as shares in F-Secure Corporation repurchased from the market and that F-Secure Corporation pay any transfer tax levied on the repurchase of shares. F-Secure Corporation will repurchase the shares or transfer shares held by F-Secure Corporation as treasury shares in the name and on behalf of the members of the Board of Directors of F-Secure Corporation. The travel expenses and other costs of the members of the Board of Directors of F-Secure Corporation directly related to board work are paid in accordance with the F-Secure Corporation's compensation policy in force from time to time. Each member of the Board of Directors of F-Secure Corporation is paid a predetermined travel fee in addition to travel expenses for meetings held outside their country of residence in accordance with F-Secure Corporation's travel policy in force from time to time.

The proposal for the remuneration of the members of the Board of Directors of F-Secure Corporation covers the participation in and support actions required for the preparation of the demerger by the proposed members of the Board of Directors for the period preceding the registration of the completion of the demerger.

For the sake of clarity, F-Secure Corporation will be responsible for the remuneration of the members of the Board of Directors of F-Secure Corporation.

The resolution on the remuneration of the members of the Board of Directors of F-Secure Corporation is conditional upon the implementation of the demerger, *i.e.*, the resolution will enter into force in connection with the registration of the completion of the demerger on the Effective Date.

10. Election of members of the Board of Directors of F-Secure Corporation

The Board of Directors of WithSecure Corporation proposes upon recommendation of the Personnel Committee that Pertti Ervi, Thomas Jul, Madeleine Lassoued, Risto Siilasmaa, Petra Teräsaho and Calvin Gan, who belongs to the personnel of F-Secure Corporation, are to be elected as ordinary members of the Board of Directors of F-Secure Corporation. All the proposed members of the Board of Directors have given their consent to the position.

The resolution on the election of the members of the Board of Directors of F-Secure Corporation is conditional upon the implementation of the demerger, *i.e.*, the resolution will enter into force in connection with the registration of the completion of the demerger on the Effective Date.

11. Resolution on the remuneration of the Auditor of F-Secure Corporation

The Board of Directors of WithSecure Corporation proposes upon recommendation of the Audit Committee that the remuneration to the Auditor of F-Secure Corporation be paid in accordance with the approved invoice.

The resolution on the remuneration of the auditor of F-Secure Corporation is conditional upon the implementation of the demerger, *i.e.*, the resolution will enter into force in connection with the registration of the completion of the demerger on the Effective Date.

12. Election of the Auditor of F-Secure Corporation

The Board of Directors of WithSecure Corporation proposes upon recommendation of the Audit Committee that audit firm PricewaterhouseCoopers Oy be elected as Auditor of F-Secure Corporation. PricewaterhouseCoopers Oy has stated that Mr Janne Rajalahti, APA, will act as the Responsible Auditor.

The resolution on the election of the auditor of F-Secure Corporation is conditional upon the implementation of the demerger, *i.e.*, the resolution will enter into force in connection with the registration of the completion of the demerger on the Effective Date.

13. Closing of the meeting

B. Documents of the General Meeting

This notice will be published on the Company website, in addition to which it will be sent by mail to each shareholder whose address is known to the Company. The demerger plan, the remuneration policy of F-Secure Corporation and this notice that includes all the proposals for the decisions on the matters on the agenda of the General Meeting are available on WithSecure Corporation's website at <https://www.withsecure.com/en/about-us/investor-relations/governance>. Other documents that shall be kept available for the shareholders according to the Limited Liability Companies Act will be available on the said website as of Tuesday, 12 April 2022. Copies of these documents and of this notice will be sent to the shareholders upon request.

WithSecure Corporation will draft a prospectus on the demerger that will be published and made available on the above-mentioned website before the General Meeting.

The minutes of the General Meeting will be available on the above-mentioned website at the latest on Tuesday, 14 June 2022.

C. Instructions for the participants in the General Meeting

In order to prevent the spread of the COVID-19 pandemic, the General Meeting will be organised so that the shareholders or their proxy representative are not allowed to participate in the General Meeting at the meeting venue. The Company's shareholders can participate in the General Meeting and exercise their rights only in advance in accordance with the instructions set out below. Proxy representatives must also vote in advance in the manner described below.

1. Shareholder registered in the shareholders' register

Each shareholder who is registered on Wednesday, 18 May 2022, the record date of the General Meeting, in the shareholders' register of the Company held by Euroclear Finland Oy, has the right to participate in the General Meeting. A shareholder, whose shares are registered on the shareholder's personal Finnish book-entry account, is registered in the shareholders' register of the Company. The shareholder can participate in the General Meeting only by voting in advance and by submitting counterproposals and asking questions in advance as described below.

2. Notification of participation and voting in advance

Notification of participation may be submitted as of, and advance voting will begin at 4:00 p.m. (EET) on Tuesday, 26 April 2022 following the end of the deadline for submitting counterproposals to be put up for a vote. A shareholder who wishes to participate in the General Meeting by voting in advance must register for the General Meeting and vote in advance no later than by Monday, 23 May 2022 at 4:00 p.m. (EET), by which time the notice of participation and advance votes must be received.

The requested information, such as the shareholder's name, date of birth and contact details, must be provided in connection with the registration. The personal data given to WithSecure Corporation or Innovatics Ltd by shareholders will be used only in connection with the General Meeting and with the processing of related registrations.

A shareholder whose shares are registered on the shareholder's Finnish book-entry account can submit the notice of participation and vote in advance on certain matters on the agenda of the General Meeting between 4:00 p.m. (EET) on Tuesday, 26 April 2022 and 4:00 p.m. (EET) on Monday, 23 May 2022 in the following ways:

- a) Online through the Company's website <https://www.withsecure.com/en/about-us/investor-relations/governance>

Electronic registration and advance voting require that the shareholder or its statutory representative or proxy representative uses strong electronic authentication either by Finnish or Swedish bank ID or mobile certificate.

- b) By mail or email

A shareholder voting in advance by mail or email must send the advance voting form available on the Company's website <https://www.withsecure.com/en/about-us/investor-relations/governance> or corresponding information to Innovatics Ltd by mail to the address Innovatics Ltd, General Meeting/WithSecure Corporation, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by email to the address egm@innovatics.fi.

If the shareholder participates in the meeting by sending the votes in advance by mail or email to Innovatics Ltd so that they are received before the end of the time limit of the registration and advance voting period, this constitutes registration for the General Meeting, provided that the shareholder's notice of participation includes the information required for registration that is mentioned on the advance voting form.

The voting instructions will be available on the Company's website at the address <https://www.withsecure.com/en/about-us/investor-relations/governance>. Additional information is also available by telephone at +358 10 2818 909 during the time reserved for the notice of participation and advance voting between 9:00 a.m. (EET) and 12:00 noon and 1:00 and 4:00 p.m. (EET) on weekdays.

3. Proxy representative and powers of attorney

A shareholder may participate in the General Meeting and exercise the shareholder rights at the meeting by way of proxy representation. The proxy representative may only participate in the General Meeting by voting in advance in the manner instructed in this notice. The proxy representative must personally identify themselves in the electronic identification service and for advance voting using strong identification, after which the proxy representative can register and vote in advance on behalf of the shareholder the proxy representative represents. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate such representative's right to represent the shareholder at the General Meeting. A statutory representation right can be demonstrated by utilising the suomi.fi e-Authorisations service used in the electronic registration service.

When a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares in different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting.

Proxy and voting instruction templates are available on the Company's website at the address <https://www.withsecure.com/en/about-us/investor-relations/governance> at the latest on Tuesday, 26 April 2022 at 4:00 p.m. (EET) following the end of the deadline for submitting counterproposals to be put up for a vote. Proxy documents are to be delivered primarily as an attachment in connection with the electronic registration, by email to the address egm@innovatics.fi or by mail to the address Innovatics Ltd, General Meeting/WithSecure Corporation, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland before the end of the notification of participation period, by which time the proxy documents must be received. WithSecure Corporation may, if it so wishes, demand original proxy documents if regarded necessary by the Company.

Only delivering proxy documents to the Company or Innovatics Oy does not result in the shareholder's advance votes being taken into account. The successful registration of a shareholder and the shareholder's advance votes also requires that the proxy representative registers and votes in advance on behalf of the shareholder in the manner set out in this notice.

A holder of nominee registered shares is advised to follow the instructions of such holder's custodian bank regarding proxies as described in section 4. Holder of nominee registered shares below. If a holder of nominee registered shares wishes to be represented by some other person than such holder's custodian, the representative must provide Innovatics Ltd a dated proxy demonstrating the right to represent the shareholder.

4. Holder of nominee registered shares

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares, based on which the holder of nominee registered shares on the record date of the General Meeting, Wednesday, 18 May 2022, is entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Oy. In addition, the right to participate requires that the holder of nominee registered shares be temporarily entered into the shareholders' register held by Euroclear Finland Oy based on these shares at the latest by Thursday, 26 May 2022 at 10:00 a.m. (EET). As regards nominee registered shares, this constitutes due registration for the General Meeting. Changes in shareholding after the record date do not affect the right to participate in the General Meeting or the number of voting rights.

A holder of nominee registered shares is advised to request in good time the necessary instructions regarding registration in the temporary shareholders' register of the Company, the issuing of proxy documents and registration for the General Meeting from such shareholder's custodian bank. The account management organisation of the custodian bank has to temporarily register a holder of nominee registered shares, who wants to participate in the General Meeting, into the shareholders' register of the Company at the latest by the time stated above. The account management organisation of the custodian bank shall also arrange voting in advance on behalf of the holder of nominee registered shares within the registration period applicable to holders of nominee registered shares.

Further information is available on the Company's website at the address <https://www.withsecure.com/en/about-us/investor-relations/governance>.

5. Other instructions and information

Shareholders who hold at least one-hundredth of all the shares in the Company have the right to make counterproposals on the matters on the agenda of the General Meeting to be put up for a vote. Such counterproposals are required to be sent to the Company by email to investor-relations@f-secure.com no later than on Monday, 25 April 2022 at 4:00 p.m. (EET). In connection with making a counterproposal, shareholders are required to provide adequate evidence of their shareholding. The counterproposal will be put up for a vote in the General Meeting subject to the shareholder having the right to participate in the General Meeting and holding at least one-hundredth of all shares in the Company on the record date of the General Meeting. Should the counterproposal not be put up for a vote at the General Meeting, advance votes in favour of the proposal will not be taken into account. The Company will at the latest on Tuesday, 26 April 2022 at 4:00 p.m. (EET) publish any counterproposals that may be voted on, on its website at the address <https://www.withsecure.com/en/about-us/investor-relations/governance>.

Shareholders are requested to note that agenda item 6. is not open to counterproposals.

A shareholder has the right to ask questions referred to in chapter 5, section 25 of the Limited Liability Companies Act with respect to the matters to be considered at the General Meeting. Such questions may be delivered in the electronic registration service or by email to investor-relations@withsecure.com or by mail to the address WithSecure Corporation/General Meeting, Tammasaarencatu 7, FI-00180 Helsinki, Finland no later than on Monday, 16 May 2022 at 4:00 p.m. (EET), by which time the questions must have been received. Such questions from shareholders, the Company's management's answers to them, and any counterproposals that have not been put up for a vote will be available on the Company's website at <https://www.withsecure.com/en/about-us/investor-relations/governance> at the latest on Thursday, 19 May 2022. Shareholders are required to provide adequate evidence of their shareholding in connection with submitting questions.

On the date of this notice, Tuesday, 12 April 2022, the total number of shares in WithSecure Corporation is 174,598,739 shares, which represent an equal number of votes. On the date of this notice, the Company holds 71,795 treasury shares. Pursuant to the Limited Liability Companies Act, treasury shares do not entitle to participation in the General Meeting.

In Helsinki, 12 April 2022

WITHSECURE CORPORATION
Board of Directors

Contact information:

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