

## **NOTICE TO THE ANNUAL GENERAL MEETING OF ROVIO ENTERTAINMENT CORPORATION**

### **Notice to the Annual General Meeting of Rovio Entertainment Corporation**

The Annual General Meeting of Rovio Entertainment Corporation (“the Company”) will be held on Thursday, 7 April 2022 at 1:00 p.m. (Finnish time) at the Company’s headquarters, Keilaranta 7, FI-02150 Espoo. The meeting will be held under special arrangements without the presence of shareholders or their proxy representatives.

Shareholders of the Company and their representatives may participate in the meeting and exercise shareholder rights only through voting in advance as well as by presenting questions and making counterproposals in advance in accordance with this notice and other instructions by the Company. Instructions for shareholders are presented under section C of this notice and on the Company's website at <https://investors.rovio.com/en/releases-events/general-meetings/annual-general-meeting-2022>.

The Board of Directors of the Company has resolved on the exceptional procedure for the meeting based on the temporary legislative act to limit the spread of the COVID-19 pandemic (375/2021) approved by the Finnish Parliament on 27 April 2021, which entered into force on 8 May 2021. The Company has resolved to take actions enabled by the act in order to hold the meeting in a predictable manner, taking into account the health and safety of the Company’s shareholders, personnel and other stakeholders.

It will not be possible to participate in the Annual General Meeting in person at the meeting venue, and no video link to the meeting venue during the meeting will be provided. The presentation of the Chairman of the Board and the review of the Company's CEO will be pre-recorded and will be published on the Company's website at <https://investors.rovio.com/en/releases-events/general-meetings/annual-general-meeting-2022> at the latest on 18 March 2022. The presentations are not part of the Annual General Meeting.

### **A. MATTERS ON THE AGENDA OF THE ANNUAL GENERAL MEETING**

#### **1. Opening of the Meeting**

#### **2. Calling the Meeting to order**

The Chairman of the Annual General Meeting will be Seppo Kymäläinen, attorney-at-law. In case Seppo Kymäläinen is prevented from serving as the Chairman of the Annual General Meeting for a weighty reason, the Board of Directors will name another person it deems most suitable to act as the Chairman.

#### **3. Election of persons to scrutinize the minutes and to supervise the counting of votes**

The person to scrutinize the minutes and to verify the counting of votes will be the Company’s General Counsel Minna Raitanen. In case Minna Raitanen would not be able to act as the person to scrutinize the minutes and to verify the counting of votes for a weighty reason, the Board of Directors will name another person it deems most suitable to act in that role.

#### **4. Recording the legality of the Meeting**

#### **5. Recording the attendance at the Meeting and adoption of the list of votes**

The shareholders who have voted in advance within the advance voting period and who have the right to participate in the meeting pursuant to Chapter 5 Sections 6 and 6a of the Finnish Companies Act will be recorded to have been represented at the meeting. The list of votes will be adopted according to the information provided by Euroclear Finland Ltd.

#### **6. Presentation of the Financial Statements, the report of the Board of Directors and the Auditor’s report for the year 2021**

As participation in the Annual General Meeting is possible only in advance, the Annual Report published by the Company on 10 March 2022, including the Company’s annual accounts, the report of the Board of Directors and the auditor’s report, which, once published, is available on the Company’s website at

<https://investors.rovio.com/en/releases-events/general-meetings/annual-general-meeting-2022> is deemed to have been presented to the Annual General Meeting.

## **7. Adoption of the Financial Statements**

### **8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The distributable funds of Rovio Entertainment Corporation as at December 31, 2021 amounted to EUR 220,450,449.79 including the profit of the financial period 2021 of EUR 39,913,244.68.

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.12 per share be paid by Rovio Entertainment Corporation based on the financial statements for the year 2021.

Based on the number of shares outstanding as at 10 March 2022 the total amount of the proposed dividend would be EUR 8,929,937.52. The Board of Directors proposes that the remaining part of the distributable funds be retained in the shareholders' equity. Dividend shall be paid to shareholders who on the record date of the dividend payment 11 April 2022 are recorded in the Company's shareholder register held by Euroclear Finland Ltd. The Board of Directors proposes that the dividend be paid on 20 April 2022.

As the Board of Directors has proposed a dividend that is below the amount of a minority dividend set out in Chapter 13 Section 7 of the Finnish Companies Act, shareholders have the right to demand a minority dividend pursuant to Chapter 13 Section 7 of the Finnish Companies Act instead of the dividend proposed by the Board of Directors. The minority dividend must be distributed to all shareholders, if a demand to this effect is supported by shareholders who have at least one tenth of all shares. The amount of the minority dividend is EUR 18,321,692.24 (based on the situation on the date of this notice, approximately EUR 0.25 per share), which corresponds to 8 percent of the equity of the Company. A shareholder demanding minority dividend may vote for the minority dividend in advance voting, and no separate demand or counterproposal is required.

### **9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**

#### **10. Presentation of the Remuneration Report for governing bodies**

As participation in the Annual General Meeting is possible only in advance, the Remuneration Report for governing bodies published by a stock exchange release on 10 March 2022 is deemed to have been presented to the Annual General Meeting. The Remuneration Report is, once published, available on the Company's website at <https://investors.rovio.com/en/releases-events/general-meetings/annual-general-meeting-2022>. The resolution concerning approval of the Remuneration Report is advisory.

#### **11. Presentation of the amended Remuneration Policy for governing bodies**

The Board of Directors proposes amendments to Rovio's Remuneration Policy for governing bodies, which has been approved by the Annual General Meeting on 31 March 2020, to be handled by the Annual General Meeting. The amended policy includes the following material changes concerning the remuneration of the CEO: the long-term incentives should be performance-based. Non-performance based share incentives are granted only in exceptional circumstances. The length of the long-term incentive programs is set to be a minimum of three years. The maximum amount of short-term incentives and one-time bonuses is set at 100% of annual salary per program. In addition, the method of preparation of the remuneration proposal has been updated; going forward, the Shareholders' Nomination Board prepares the remuneration proposals concerning the Board of Directors.

In addition, changes which are not deemed material have been done to the terminology used in the policy.

As participation in the Annual General Meeting is possible only in advance, the Company's amended Remuneration Policy published by a stock exchange release on 10 March 2022, is deemed to have been presented to the Annual General Meeting. The Remuneration Policy is, once published, available on the Company's website at <https://investors.rovio.com/en/releases-events/general-meetings/annual-general-meeting-2022>. The resolution concerning approval of the Remuneration Policy is advisory.

#### **12. Resolution on the remuneration of the members of the Board of Directors**

The Shareholders' Nomination Board of the Company proposes to the Annual General Meeting that the remuneration of the Board of Directors remain unchanged and that the members of the Board of Directors be paid the following monthly remuneration: EUR 9,500 for the Chairman of the Board of Directors, EUR 7,500

for the Vice Chairman of the Board and EUR 5,000 for each of the other members of the Board of Directors, as well as EUR 2,500 for the Chairman of the Audit Committee as additional monthly compensation. If the Chairman of the Audit Committee is the Chairman or Vice Chairman of the Board of Directors no additional compensation shall be paid.

The Company shall compensate reasonable travel expenses of the Board members and committee members arising from Board or committee work.

### **13. Resolution on the number of members of the Board of Directors**

The Shareholders' Nomination Board of the Company proposes to the Annual General Meeting that the number of the members of the Board of Directors be six (6).

### **14. Election of members and Chairman as well as Vice Chairman of the Board of Directors**

The Shareholders' Nomination Board of the Company proposes to the Annual General Meeting that the current members of the Board of Directors Niklas Hed, Camilla Hed-Wilson, Kim Ignatius, Björn Jeffery and Leemon Wu be re-elected as members of the Board and that Langer Lee be elected as a new member of the Board for the term ending at the closing of the Annual General Meeting in 2023.

Langer Lee, born 1988, is the Head of Corporate Development, Asia (excl. China) and Europe, for Nuverse games business at ByteDance. He holds a Bachelor of Social Sciences degree from Singapore Management University, and is well-connected in the digital entertainment and mobile games space owing to over 8 years of experience in the industry handling global investments and strategic partnerships.

Jeferson Valadares has informed, that he will not be available for re-election as a member of the Company's Board of Directors.

The Shareholders' Nomination Board proposes that the Annual General Meeting resolves to elect Kim Ignatius as Chairman of the Board of Directors and Björn Jeffery as Vice Chairman of the Board of Directors for the term ending at the closure of the Annual General Meeting in 2023.

All candidates have given their consent to the election. A presentation of the new candidate and evaluation of his independence is available on the Company's website at <https://investors.rovio.com/en/releases-events/general-meetings/annual-general-meeting-2022>. Information on the other nominees and evaluation of their independence is available on the Company's website at <https://investors.rovio.com/en/governance/board-of-directors>.

### **15. Resolution on the remuneration of the Auditor**

On the recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that the Auditor's fees be paid according to the Auditor's reasonable invoice approved by the Company.

### **16. Election of Auditor**

On the recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that audit firm Ernst & Young Oy be elected as the Company's Auditor for the term ending at the closing of the Annual General Meeting in 2023. Ernst & Young Oy has announced that it will appoint Terhi Mäkinen, APA, as the principally responsible auditor of the Company.

The recommendation of the Audit Committee is included in the proposal of the Board of Directors which is available on the company's website at <https://investors.rovio.com/en/releases-events/general-meetings/annual-general-meeting-2022>.

### **17. Authorizing the Board of Directors to decide on the repurchase and/or on the acceptance as pledge of the Company's own shares**

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide on the repurchase and/or on the acceptance as pledge of an aggregate maximum of 8,210,120 of the Company's own shares. The proposed number of shares corresponds to approximately 10 percent of all the current shares of the Company. However, the Company together with its subsidiaries cannot at any moment own or hold as pledge more than 10 percent of all the shares of the Company.

Own shares may be repurchased on the basis of this authorization only by using unrestricted equity. Own shares can be repurchased at a price formed in trading on a regulated market on the date of the repurchase or otherwise at a price formed on the market. The Board of Directors is entitled to decide how shares are

repurchased and/or accepted as pledge. Own shares may be repurchased otherwise than in proportion to the shares held by the shareholders (directed repurchase). The authorization shall be in force until the closing of the next Annual General Meeting, however no longer than until June 30, 2023.

### **18. Authorizing the Board of Directors to decide on the issuance of shares and the issuance of special rights entitling to shares**

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide on the issuance of shares and the issuance of special rights entitling to shares referred to in Chapter 10, Section 1 of the Companies Act as follows: This authorization applies to both the issuance of new shares and the conveyance of own shares held by the Company. The number of new shares to be issued on the basis of this authorization shall not exceed an aggregate maximum of 8,210,120 shares, which corresponds to approximately 10 percent of all the current shares of the Company. In addition, the Board of Directors may decide on the conveyance of an aggregate maximum of 8,210,120 own shares held by the Company, which corresponds to approximately 10 percent of all the current shares of the Company. The Board of Directors is entitled to decide on all terms of the issuance of shares and of special rights entitling to shares and it is entitled to deviate from the shareholders' pre-emptive subscription rights (directed issue). The authorization shall be in force until the closing of the next Annual General Meeting, however no longer than until June 30, 2023.

### **19. Closing of the Meeting**

#### **A. DOCUMENTS OF THE ANNUAL GENERAL MEETING**

The proposals for the decisions on the agenda of the Annual General Meeting, this notice, the remuneration policy and the remuneration report are available on the Company's website at <https://investors.rovio.com/en/releases-events/general-meetings/annual-general-meeting-2022>. The Financial Statements of Rovio Entertainment Corporation, the report of the Board of Directors and the Auditor's report are also available on the above-mentioned website. Copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the Annual General Meeting will be available on the above-mentioned website at the latest on Thursday 21 April 2022.

#### **B. INSTRUCTIONS FOR THE PARTICIPANTS IN THE ANNUAL GENERAL MEETING**

To limit the spread of the COVID-19 pandemic, the Annual General Meeting is arranged so that it is not possible for shareholders or their representatives to participate at the meeting venue in person. It is also not possible for shareholders or their representatives to participate via real-time technical connection. Shareholders and their representatives can only participate in the Annual General Meeting and use their rights by voting in advance as well as by making counterproposals or presenting questions in advance by following the below instructions.

##### **1. Shareholders registered in the shareholders' register**

Each shareholder, who is registered on the record date of the meeting, Monday, 28 March 2022 in the shareholder register of the Company held by Euroclear Finland Ltd, has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholder register of the Company. Shareholders can only participate in the Annual General Meeting and use their rights by voting in advance as well as by making counterproposals or presenting questions in advance by following the below instructions.

##### **2. Registration and advance voting**

The registration period and advance voting period commence on 18 March 2022 at 12:00 noon (Finnish time), after the deadline for delivering counterproposals to be put to a vote has expired. A shareholder, who is registered in the Company's shareholders' register and who wishes to participate in the Annual General Meeting by voting in advance, must register for the Annual General Meeting by giving a prior notice of participation and by delivering his/her votes no later than on 31 March 2022 at 4:00 p.m. (Finnish time), by which time the notice and votes must be received.

When registering, requested information such as the name, personal identification number or Business ID, address and telephone number of the shareholder, as well as requested information on a possible proxy representative, such as their name and personal identification number, must be notified. The personal data submitted to Euroclear Finland Ltd. will be used only in connection with the Annual General Meeting and with the processing of related registrations.

Shareholders can register and vote in advance on certain matters on the agenda during the period 18 March 2022 at 12:00 noon–31 March 2022 at 4:00 p.m. (Finnish time) in the following manners:

(a) via the Company's website at <https://investors.rovio.com/en/releases-events/general-meetings/annual-general-meeting-2022>.

Registration requires strong electronic authentication of the shareholder. Registration is done via Euroclear Finland Oy. When shareholders who are natural persons log into the service through the Company's website, they are directed to the electronic authentication. After this, a shareholder can in one session register to the Annual General Meeting, authorize another person and vote in advance. Strong electronic authentication can be conducted with online banking codes or a mobile certificate.

For shareholders that are legal persons, no strong electronic authentication is required. In such a case, however, shareholders that are legal persons must notify their book-entry account number and other required information. If a legal person utilizes the Suomi.fi electronic authorization, registration requires a strong electronic identification from the authorized person, which works with bank codes or the mobile ID.

Terms and other instructions for electronic advance voting are available on the website.

(b) by mail or e-mail

by sending the voting instructions form available on the Company's website at <https://investors.rovio.com/en/releases-events/general-meetings/annual-general-meeting-2022> to Euroclear Finland Ltd., Yhtiökokous, P.O. Box 1110, FI-00101 Helsinki or by e-mail to [yhtiokokous@euroclear.eu](mailto:yhtiokokous@euroclear.eu).

The voting instructions form is available on the Company's website at the latest from 18 March 2022 12:00 noon (Finnish time) onwards. A representative of a shareholder must in connection with delivering the voting form produce a dated proxy authorization document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the Annual General Meeting.

If a shareholder participates in the Annual General Meeting by delivering votes in advance to Euroclear Finland Ltd., the delivery of the votes shall constitute due registration for the Annual General Meeting, provided that necessary information is provided.

The terms and other instructions concerning the voting by mail or e-mail are available on the Company's website at <https://investors.rovio.com/en/releases-events/general-meetings/annual-general-meeting-2022>.

### **3. Proxy representative and powers of attorney**

A shareholder may participate in the Annual General Meeting and exercise his/her rights at the Annual General Meeting by way of proxy representation. A proxy representative must also vote in advance. 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 Annual General Meeting.

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

Possible proxy documents should be delivered to the Company either in originals to the address Rovio Entertainment Corporation, AGM 2022, Keilaranta 7, FI-02150 Espoo, Finland or via email to [rovio.agm@rovio.com](mailto:rovio.agm@rovio.com) before the last date for registration, at which time the proxy authorization documents must be received.

A shareholder who is a legal person can also use the electronic Suomi.fi authorization service instead of a traditional proxy document. In this case, the entity authorizes a proxy that they nominate in the Suomi.fi authorization service at the website [suomi.fi/e-authorizations](https://suomi.fi/e-authorizations) using the mandate theme "Representation at the General Meeting". In connection with Euroclear Finland Oy's General Meeting service, the person so authorized must identify him/herself with strong electronic identification in connection with the registration, after which the electronic authorization will be checked automatically. Strong electronic identification works with bank codes or the Mobile ID. More information is available on the website [suomi.fi/e-authorizations](https://suomi.fi/e-authorizations).

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

A holder of nominee registered shares has the right to participate in the Annual General Meeting by virtue of such shares, based on which he/she on the record date of the Annual General Meeting, i.e. on Monday, 28 March 2022, would be entitled to be registered in the shareholder register of the Company held by Euroclear Finland Ltd. The right to participate in the Annual General Meeting requires, in addition, that the shareholder

on the basis of such shares has been temporarily registered into the shareholder register held by Euroclear Finland Ltd. at the latest on Monday, 4 April 2022 at 10.00 a.m. (Finnish time). As regards nominee registered shares this constitutes due registration for the Annual General Meeting.

A holder of nominee registered shares is advised to request without delay the necessary instructions regarding the temporary registration in the shareholder's register of the Company, the issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank. The account manager of the custodian bank must register a holder of nominee registered shares, who wants to participate in the Annual General Meeting, temporarily into the shareholder register of the Company at the latest by the time stated above. In addition, the account manager 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 nominee-registered shares.

Further information on these matters can also be found on the Company's website at <https://investors.rovio.com/en/releases-events/general-meetings/annual-general-meeting-2022>.

## **5. Making counterproposals to the proposed resolutions and presenting questions in advance**

Shareholders holding at least one hundredth of all of the shares in the Company have the right to make a counterproposal to the resolution proposals on the agenda of the Annual General Meeting, which will be put to a vote. Such counterproposals must be delivered to the Company by e-mail to [rovio.agm@rovio.com](mailto:rovio.agm@rovio.com) by no later than 17 March 2022 at 12:00 noon (Finnish time), by which time the counterproposals must be received. Shareholders making a counterproposal must in connection with delivering the counterproposal present evidence of their shareholdings. The counterproposal will be considered at the Annual General Meeting, provided that the shareholder has the right to participate in the meeting and that the shareholder holds shares corresponding to at least one hundredth of all of the shares in the Company on the record date of the meeting. If the counterproposal will not be taken up for consideration at the Annual General Meeting, the votes given in favor of the counterproposal will not be taken into account. The Company publishes possible counterproposals to be put to a vote on the Company's website <https://investors.rovio.com/en/releases-events/general-meetings/annual-general-meeting-2022> by no later than 18 March 2022 at 12:00 noon (Finnish time).

A shareholder may present questions pursuant to Chapter 5, Section 25 of the Finnish Companies Act until 4:00 p.m. (Finnish time) on 24 March 2022 by e-mail to [rovio.agm@rovio.com](mailto:rovio.agm@rovio.com). Such questions by shareholders, responses by the Company's management to such questions as well as counterproposals other than those to be put to a vote are available on the on the Company's website at <https://investors.rovio.com/en/releases-events/general-meetings/annual-general-meeting-2022> no later than on 29 March 2022. As a prerequisite for presenting questions or counterproposals, shareholders must present sufficient evidence to the Company of their shareholdings.

## **6. Other instructions and information**

The information concerning the AGM required under the Companies Act and the Securities Market Act is available on the Company's website <https://investors.rovio.com/en/releases-events/general-meetings>.

On the date of this notice to the Annual General Meeting, the total number of shares in Rovio Entertainment Corporation and the total number of votes represented by such shares is 82,101,203. On the date of this notice to the Annual General Meeting the Company holds 7,685,057 own shares. Such own shares do not have voting rights at the Annual General Meeting.

Changes in shareholding after the record date of the Annual General Meeting 28 March 2022 will not affect the right to participate in the Annual General Meeting or the number of votes of a shareholder at the Annual General Meeting.

The Annual General Meeting will be conducted in Finnish.

In Espoo, 10 March 2022

ROVIO ENTERTAINMENT CORPORATION  
THE BOARD OF DIRECTORS