



PROPOSALS OF THE BOARD OF DIRECTORS OF ROVIO ENTERTAINMENT CORPORATION TO THE ANNUAL GENERAL MEETING 2022

The numbering of the items refers to the numbering according to the Notice to the Annual General Meeting

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.

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.