



NOTICE TO THE ANNUAL GENERAL MEETING OF ROVIO ENTERTAINMENT CORPORATION

Notice to the Annual General Meeting of Rovio Entertainment Corporation

Notice is given to the shareholders of Rovio Entertainment Corporation of the Annual General Meeting to be held on Tuesday, March 31, 2020 at 1:00 p.m. (Finnish time) at Restaurant Palace, Eteläranta 10 (10th floor), FI-00130 Helsinki. The reception of persons who have registered for the Annual General Meeting and the distribution of voting tickets will commence at the venue at 12:00 noon. Coffee will be served before the meeting starting at 12:00 noon.

A. MATTERS ON THE AGENDA OF THE ANNUAL 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 Financial Statements, the report of the Board of Directors and the Auditor's report for the year 2019**
 - Review by the CEO
- 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, 2019 amounted to EUR 165,584,072.51 including the profit of the financial period 2019 of EUR 20,693,929.04.

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.09 per share be paid by Rovio Entertainment Corporation based on the financial statements for the year 2019.

Based on the number of shares outstanding as at March 6, 2020 the total amount of the proposed dividend would be EUR 7,007,139.63. 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 April 2, 2020 are recorded in the company's shareholder register held by Euroclear Finland Ltd. The Board of Directors proposes that the dividend be paid on April 9, 2020.

- 9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**
- 10. Presentation of the remuneration policy**

Presentation of the company's governing bodies' remuneration policy approved by the Board of Directors and the Annual General Meeting's advisory approval of the policy. The remuneration policy is attached to this notice (Annex 1).

- 11. Resolution on the remuneration of the members of the Board of Directors**

The Board of Directors 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.

12. Resolution on the number of members of the Board of Directors

The Board of Directors proposes to the Annual General Meeting that the number of the members of the Board of Directors be seven (7).

13. Election of members and Chairman as well as Vice Chairman of the Board of Directors

The Board proposes to the Annual General Meeting that the current members of the Board of Directors Kaj Hed, Camilla Hed-Wilson, Kim Ignatius, Fredrik Löving and Jeferson Valadares be re-elected as members of the Board and that Björn Jeffery and Leemon Wu be elected as new member(s) of the Board for the term ending at the closure of the Annual General Meeting in 2021;

Björn Jeffery, born 1981, a co-founder of Toca Boca, works as an advisor focused on digital strategy and consumer culture, with over 15 years of experience from the media and technology industry. He has an educational background in political science, behavioral science, and TV media at the University of Lund. He is an experienced entrepreneur and technology leader specialized in strategy, analysis, and product development for complex future scenarios.

Leemon Wu, born 1975, is the Chief Investment Officer at Moor Holding AB and serves on the board of directors at several technology and finance companies. She has over 15 years of experience from analyst and portfolio manager positions in the finance sector and holds a Master of Science degree in Business Administration and Economics from the Stockholm School of Economics.

Mika Ihamuotila and Jenny Wolfram have informed the Board that they will not be available for re-election as members of the company's Board of Directors.

The Board proposes that the Annual General Meeting resolves to elect Kim Ignatius as Chairman of the Board of Directors and Kaj Hed as Vice Chairman of the Board of Directors for the term ending at the closure of the Annual General Meeting in 2021.

All candidates have given their consent to the election. A presentation of the new candidates and evaluation of their independence is available on Rovio Entertainment Corporation's website at <https://investors.rovio.com/en/news-and-events/general-meetings/general-meeting-2020>. Information on the other nominees and evaluation of their independence is available on Rovio Entertainment Corporation's website at <https://investors.rovio.com/en/governance/board-of-directors>.

14. 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.

15. 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 2021. Ernst & Young Oy has announced that it will appoint Terhi Mäkinen, APA, as the principally responsible auditor.

16. 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 8,126,811 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, 2021.

17. 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 8,126,811 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 8,126,811 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, 2021.

18. Closing of the Meeting

B. DOCUMENTS OF THE GENERAL MEETING

The proposals for the decisions on the agenda of the Annual General Meeting, this notice and the remuneration policy are available on Rovio Entertainment Corporation's website at <https://investors.rovio.com/en/news-and-events/general-meetings/general-meeting-2020>. 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. The proposals for decisions and the other above-mentioned documents are also available at the Annual General Meeting. 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 Tuesday April 14, 2020.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING

1. Shareholders registered in the shareholder register

Each shareholder, who is registered on the record date of the meeting, Thursday, March 19, 2020 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.

A shareholder, who is registered in the company's shareholder register and who wants to participate in the Annual General Meeting, shall register for the meeting no later than on Thursday, March 26, 2020 at 10:00 a.m. (Finnish time) by giving a prior notice of participation, which shall be received by the company no later than on the above-mentioned time. Such notice can be given:

- a) through Rovio's website at the address <https://investors.rovio.com/en/news-and-events/general-meetings/general-meeting-2020>
- b) by telephone to +358 207 888 300 from Monday to Friday between 9:00 a.m. and 4:00 p.m. (Finnish time);
or
- c) by regular mail to Rovio Entertainment Corporation, AGM 2020, Keilaranta 7, FI-02150 Espoo, Finland.

In connection with the registration, a shareholder shall notify his/her name, personal/business identification number, address, telephone number and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. Any personal data provided to Rovio Entertainment Corporation in connection with the registration will be processed in accordance with the Privacy Notice for the Annual General Meeting for purposes related to organizing the Annual General Meeting.

A shareholder, his/her authorized representative or proxy representative shall, where necessary, be able to prove at the meeting place their identity and/or right of representation.

2. 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 Thursday, March 19, 2020, 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 Thursday, March 26, 2020 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 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.

Further information on these matters can also be found on the company's website at <https://investors.rovio.com/en/news-and-events/general-meetings/general-meeting-2020>.

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 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 2020, Keilaranta 7, FI-02150 Espoo, Finland or via email to rovio.agm@rovio.com before the last date for registration. The original proxy document should be presented at the General Meeting at the latest, if required.

4. 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/news-and-events/general-meetings>.

Pursuant to Chapter 5, Section 25 of the Companies Act, a shareholder who is present at the Annual General Meeting has the right to request information with respect to the matters to be considered at the Annual General Meeting.

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 81 268,111. On the date of this notice to the Annual General Meeting the company holds 3,411,004 own shares. Such own shares do not have voting rights at the Annual General Meeting.

Changes in shareholding after the record date of the General Meeting March 19, 2020 will not affect the right to participate in the General Meeting or the number of votes of a shareholder at the General Meeting.

The Annual General Meeting will be conducted in Finnish.

In Espoo, March 6, 2020

ROVIO ENTERTAINMENT CORPORATION

THE BOARD OF DIRECTORS

For more information:

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DISTRIBUTION:
NASDAQ Helsinki
Key media

ABOUT ROVIO:

Rovio Entertainment Corporation is a global, games-first entertainment company that creates, develops and publishes mobile games, which have been downloaded 4.5 billion times so far. Rovio is best known for the

global Angry Birds brand, which started as a popular mobile game in 2009, and has since evolved from games to various entertainment and consumer products in brand licensing. Today, Rovio offers multiple mobile games, animations and has produced The Angry Birds Movie, which opened number one in theatres in 50 countries. Its sequel, The Angry Birds Movie 2, released worldwide in August 2019. Rovio is headquartered in Finland and the company's shares are listed on the main list of Nasdaq Helsinki stock exchange with the trading code ROVIO.

Annex

Annex 1 Remuneration Policy