



## **PROPOSALS OF THE BOARD OF DIRECTORS OF ROVIO ENTERTAINMENT CORPORATION TO THE ANNUAL GENERAL MEETING 2023**

**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, 2022 amounted to EUR 216,685,467.18 including the profit of the financial period 2022 of EUR 334,327.87.

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.13 per share be paid by Rovio Entertainment Corporation based on the financial statements for the year 2022.

Based on the number of shares outstanding as at March 10, 2023 the total amount of the proposed dividend would be EUR 9,895,547.87. 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 5, 2023 are recorded in the Company's shareholder register held by Euroclear Finland Oy. The Board of Directors proposes that the dividend be paid on April 14, 2023.

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

The Remuneration Report is available on the Company's website at <https://investors.rovio.com/en/releases-events/general-meetings/annual-general-meeting-2023>. The resolution concerning approval of the Remuneration Report is advisory.

### **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 2024. Ernst & Young Oy has announced that it will appoint Terhi Mäkinen, APA, as the principally responsible auditor.

The Audit Committee has prepared its recommendation in accordance with the EU Audit Regulation (537/2014). The Audit Committee hereby confirms that its recommendation is free from influence by a third party and that no clause of the kind referred to in paragraph 6 of Article 16 of the EU Audit Regulation, which would restrict the choice by the Annual General Meeting as regards the appointment of the auditor, has been imposed upon it.

### **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 8,296,382 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, 2024.

**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 8,296,382 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 8,296,382 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, 2024.