



PROPOSALS OF THE BOARD OF DIRECTORS OF ROVIO ENTERTAINMENT CORPORATION TO THE ANNUAL GENERAL MEETING 2021

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, 2020 amounted to EUR 185,326,802.90 including the profit of the financial period 2020 of EUR 52,855,821.49.

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 2020.

Based on the number of shares outstanding as at 3 March 2021 the total amount of the proposed dividend would be EUR 8,837,502.12. 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 1 April 2021 are recorded in the Company's shareholder register held by Euroclear Finland Ltd. The Board of Directors proposes that the dividend be paid on 12 April 2021.

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 15,134 061,55 (based on the situation on the date of this notice, approximately EUR 0.21 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

As participation in the Annual General Meeting is possible only in advance, the Remuneration Report published by a stock exchange release on 3 March 2021, 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/general-meeting-2021>.

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

The Board of Directors of Rovio Entertainment Corporation 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 of Rovio Entertainment Corporation proposes to the Annual General Meeting that the number of the members of the Board of Directors be six (6).

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

The Board of Directors of Rovio Entertainment Corporation proposes to the Annual General Meeting that the current members of the Board of Directors Camilla Hed-Wilson, Kim Ignatius, Björn Jeffery, Jeferson Valadares and Leemon Wu be re-elected as members of the Board and that Niklas Hed be elected as a new member of the Board for the term ending at the closing of the Annual General Meeting in 2022.

Niklas Hed, born 1980, works mainly as an angel investor, board member and advisor in several start-ups. He has a strong 17-year experience in mobile technologies, game development, innovation processes and people leadership since 2003 when Rovio was founded. His strengths are deep understanding of Rovio as a company and diverse operative experience how a vision is executed into a successful business.

Kaj Hed has informed the Board that he will not be available for re-election as a member 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 Björn Jeffery as Vice Chairman of the Board of Directors for the term ending at the closure of the Annual General Meeting in 2022.

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/general-meeting-2021>. 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>.

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 2022. 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 8,146,565 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, 2022.

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 8,146,565 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 8,146,565 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, 2022.

18. Establishment of a Shareholders' Nomination Board

The Board of Directors proposes to the Annual General Meeting that the General Meeting decides to establish a Shareholders' Nomination Board to prepare future proposals concerning the election and remuneration of the members of the Board of Directors and remuneration of the members of the Committees of the Board of Directors to the next Annual General Meetings and, if needed, to Extraordinary General Meetings. In addition, the Board of Directors proposes to the General Meeting that the General Meeting adopts the Charter of the Shareholders' Nomination Board as set out in an annex to this notice (annex 1).

According to the proposal of the Board of Directors, the Nomination Board shall comprise representatives appointed by the four largest shareholders of the Company, however so that at least one of the members has to be appointed by an institutional investor. If there is no institutional investor among the four largest shareholders, the right of the fourth largest shareholder transfers to the next largest institutional investor who would not otherwise have an appointment right. The Chairman of the Board of Directors shall act as an expert member in the Nomination Board. The Chairman of the Board of Directors shall not take part in the decision-making of the Shareholders' Nomination Board.

The right to appoint representatives shall be vested with the four shareholders of the Company having the largest share of the votes represented by all the shares in the Company annually on the first workday of September preceding the Annual General Meeting. The right to nominate representatives is determined based on the shareholders' register maintained by Euroclear Finland Ltd. If a shareholder who has an obligation under the Finnish Securities Market Act to take holdings of shares e.g. in several funds or group companies into account when disclosing changes in share ownership or who holds nominee registered shares makes a written request to the Chairman of the Board of Directors no later than on 31 August, such holdings of the shareholder will be taken into account when determining the nomination right. Such shareholders are also required to present a reliable account of the number of shares in their ownership on the above date to the Chairman of the Board of Directors by the fourth workday of September at the latest. The Chairman of the Board of Directors invites the four largest shareholders, who have the right to nominate representatives as determined above, to nominate one member each to the Shareholders' Nomination Board.

Should a shareholder not wish to exercise his/her nomination right, the right shall be transferred to the next largest shareholder who otherwise would not be entitled to nominate a member.

The Shareholders' Nomination Board is established to serve until further notice until the General Meeting decides otherwise. The term of office of the members of the Shareholders' Nomination Board expires annually after the new Nomination Board has been nominated. Members of the Shareholders' Nomination Board are not remunerated for their membership in the Nomination Board. Travel expenses of the members are reimbursed in accordance with the Company's travel policy. The Shareholders' Nomination Board may, when necessary, use external experts in connection with the performance of its duties in accordance with costs approved by the Company.

The establishment of the Shareholders' Nomination Board changes the method of preparation of the remuneration proposal defined in the Remuneration Policy regarding the members of the Board of Directors; going forward, the Shareholders' Nomination Board prepares the remuneration proposals concerning the Board of Directors.

The Board of Directors' proposal for the Charter of the Shareholders' Nomination Board is available as an annex to this notice and on Rovio Entertainment Corporation's website at <https://investors.rovio.com/en/releases-events/general-meetings/general-meeting-2021>.