

# Notice to Annual General Meeting

Notice is given to the shareholders of Remedy Entertainment Plc (“the Company”) to the Annual General Meeting (“the Meeting”) to be held on Monday 6 April 2020 at 3:00 pm (EET) at the company’s office at Luomanportti 3, 02200 Espoo, Finland. The reception of persons who have registered for the Meeting will commence at 2:30 pm (EET).

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

At the Meeting, the following matters will be considered:

- 1. Opening of the Meeting**
- 2. Calling the Meeting to order**
- 3. Election of persons to scrutinise 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 (“the Board”) 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 Board proposes to the Meeting a dividend distribution of 0.11 euros per share resulting in a total amount of 1 327 936.50 euros based on the distributable funds of the fiscal year that ended on 31 December 2019. Non-restricted equity of 23 426 928.46 euros remains after the dividend payment. The dividend shall be paid to a shareholder who is registered in the shareholders’ register of the company maintained by Euroclear Finland Ltd on the dividend record date 8 April 2020. The payment date proposed by the Board for the dividend is 20 April 2020.

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

The Board proposes to the Meeting that the remuneration of the Board of Directors remain unchanged and that the elected members of the Board be paid for the term ending at the closure of the Meeting in 2021 the following remuneration: 3 000 euros per month for the

Chairman of the Board and 2 000 euros per month for each of the other members of the Board.

#### **11. Resolution on the number of members of the Board**

Shareholders who represent over 10 percent of all company shares and votes based on them have expressed that they will propose to the Meeting that the number of the members of the Board to be five. The proposal concerning the number of members is essential to the latter proposal from the same shareholders presented in section 12 of electing members of the Board.

#### **12. Election of members of the Board**

Shareholders who represent over 10 percent of all Company shares and votes based on them have expressed that they will propose to the Meeting that the Board to remain unchanged and that Markus Mäki (Chairman), Christian Fredrikson, Jussi Laakkonen, Ossi Pohjola and Henri Österlund to be elected as the members of the Board.

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

The Board proposes to the Meeting that the Auditor's fees be paid according to the Auditor's reasonable invoice approved by the company.

#### **14. Election of the Auditor**

The Board proposes to the Meeting that audit firm KPMG Oy Ab be re-elected as the company's Auditor. KPMG Oy Ab has announced that it will appoint Petri Sammalisto, APA, as the principally responsible auditor.

#### **15. Authorising the Board to resolve on the repurchase of Company's own shares**

The Board proposes that the Meeting authorises the Board to decide, in one or several instalments, on the repurchase of maximum of 500 000 Company's own shares by using the Company's non-restricted equity.

The shares are to be repurchased otherwise than in proposition to the shareholders' shares at market price of the time of purchase in public trading organized on Nasdaq Helsinki Ltd operated Nasdaq First North Growth Market Finland marketplace. The shares are to be repurchased and paid according to the rules of Euroclear Finland Ltd and conducted in accordance with the Market Abuse Regulation (EU) N:o 596/2014. The Board is authorised to decide on the repurchase of Company's own shares in all other respects.

The authorisation is proposed to be in effect until the end of the next Meeting, but no longer than until 6 October 2021. The authorisation replaces the previous authorisation given by the Meeting on 8 April 2019 to repurchase Company's own shares.

## **16. Authorising the Board to resolve on the issuances of shares or giving stock options or other special rights**

The Board proposes it to be authorised to resolve on the issuances of shares. Under the authorisation, the Board would be entitled to decide on one or more issuances of shares in which a maximum of 2 000 000 new or Company-owned shares are issued to be subscribed for a fee. Each resolution made by the Board to issue shares defines the share subscription price and other terms and conditions of the share issue. The authorisation would also authorise issuing shares with derogation from the shareholders' pre-emption right. Additionally the authorisation would entitle the Board to resolve on giving stock options or other special rights in accordance with Chapter 10, Section 1 of the Finnish Companies Act within the maximum number of shares mentioned above.

The authorisation is valid for five (5) years from the date of the Meeting and replaces previous authorisations for share issues or stock options.

## **17. Closing of the Meeting**

### **B. DOCUMENTS OF THE MEETING**

The above-mentioned Board's proposals for the agenda of the Meeting, this notice to the Meeting and the Financial Statements of 31 December 2019, the report of the Board and the Auditor's report of Remedy Entertainment Plc are available to the shareholders on the Company's website at <https://investors.remedygames.com> as of the date of this notice. The Board's proposals and the Financial Statement documents are also available at the Meeting and at the Company's headquarters at Luomanportti 3, 02200 Espoo, Finland and copies of them will be sent to shareholders upon request.

### **C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE MEETING**

#### **1. The right to participate and registration**

Each shareholder, who is on the record date for the meeting on 25 March 2020 registered in the shareholders' register of the company held by Euroclear Finland Ltd, has the right to participate in the meeting. A shareholder, whose shares are registered on their personal Finnish book-entry account, is registered in the shareholders' register of the company.

A shareholder who wants to participate in the Meeting shall register for the Meeting no later than on 1 April 2020 at 10:00 am (EET) by giving a prior notice of participation.

Such notice can be given:

- on the website of Remedy Entertainment Plc at <https://investors.remedygames.com/annual-general-meeting-2020>, or
- by email to [yk@remedygames.com](mailto:yk@remedygames.com), or

- by mail to Remedy Entertainment Plc, Annual General Meeting, Luomanportti 3, 02200 Espoo, Finland.

In connection with the registration, a shareholder shall notify their name, personal identification number, address, telephone number and the name of a possible proxy representative or assistant and the personal identification number of a proxy representative. The personal data given to Remedy Entertainment Plc is used only in connection with the meeting and with the processing of related registrations.

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

A shareholder may participate in the meeting and exercise their rights at the meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder at the meeting. When a shareholder participates in the 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 meeting.

Possible proxy documents should be delivered in originals to Remedy Entertainment Plc, Annual General Meeting, Luomanportti 3, 02200 Espoo, Finland before the last date for registration.

## **3. Holder of nominee registered shares**

A holder of nominee-registered shares is advised to request without delay necessary instructions regarding the temporary registration in the shareholders' register of the company, the issuing of proxy documents and preregistration for the Meeting from their custodian bank.

The account manager of the custodian bank has to register a holder of nominee-registered shares, who wishes to participate in the Meeting, temporarily in the shareholders' register of the Company by 10:00 am (EET) on 1 April 2020.

## **4. Other instructions / information**

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

On the date of this notice to the Meeting 10 March 2020, the total number of shares in Remedy Entertainment Plc is 12 072 150 shares, all of the same series. The Company does not hold own shares on the date of this notice to the Meeting.

The Meeting will be conducted in Finnish.

In Espoo, 10 March 2020  
Remedy Entertainment Plc  
The Board of Directors

## **MORE INFORMATION**

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## **REMEDY IN BRIEF**

Remedy Entertainment Plc is a globally successful video game company known for story-driven and visually stunning console and computer games such as *Control*, *Alan Wake* and *Max Payne*. Remedy also develops its own Northlight game engine and game development tools.

Founded and based in 1995, Finland, the company employs over 260 game industry professionals from 27 different countries. Remedy is listed on the Nasdaq First North Growth Market Finland marketplace.

## **DISTRIBUTION**

Nasdaq Helsinki Ltd

Key media

[www.remedygames.com](http://www.remedygames.com)