

# Notice to Annual General Meeting of Remedy Entertainment Plc

Notice is given to the shareholders of Remedy Entertainment Plc to the Annual General Meeting to be held on Wednesday 13 April 2022 at 10:00 am (EEST) at the Company's office at Luomanportti 3, 02200 Espoo, Finland.

The Company's shareholders and their proxy representatives can only participate in the meeting and exercise their shareholder rights by voting in advance as well as by submitting counterproposals and asking questions in advance. It is not possible to attend the meeting in person at the meeting venue, and no video link to the meeting venue will be provided. Instructions for shareholders are provided in section C of this notice, "*Instructions for the participants in the Annual General Meeting*".

The Board of Directors of the Company has resolved on extraordinary meeting procedures pursuant to temporary legislation (375/2021) entered into force on 8 May 2021. The Company has resolved to take actions enabled by the legislation in order to hold the meeting in a predictable manner, taking into account the health and safety of the Company's shareholders, personnel and other stakeholders, and that shareholders have equal opportunities to participate in the meeting, whilst ensuring compliance with the restrictions imposed by the authorities, as in force from time to time.

The Company will on 22 March 2022 provide the materials relating to the agenda on its website <https://investors.remedygames.com/annual-general-meeting-2022/>.

The Company's Board of Directors, CEO, Management Team and Auditor will not attend the Annual General Meeting. A pre-recorded speech by the Company's Chairman and CEO will be published prior to the Annual General Meeting on the Company's website at <https://investors.remedygames.com/annual-general-meeting-2022/>.

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

At the Annual General Meeting, the following matters will be considered:

- 1. Opening of the meeting**
- 2. Calling the Meeting to order**

Antti Hannula, Attorney-at-law from Nordia Attorneys at Law, will act as the Chairperson of the meeting. In the event Mr. Hannula is prevented for a weighty reason from acting as the Chairperson, the Board of Directors will appoint the person it deems most suitable to act as the Chairperson.

### **3. Election of persons to scrutinise the minutes and to supervise the counting of votes**

Henrik Hautamäki, the Legal Director of the Company, will scrutinise the minutes and supervise the counting of the votes. In the event Mr. Hautamäki is prevented for a weighty reason from scrutinising the minutes and supervising the counting of votes, the Board of Directors will appoint the person it deems most suitable to scrutinise the minutes and supervise the counting of votes.

### **4. Recording the legality of the Annual General Meeting**

### **5. Recording the attendance at the Annual General Meeting and adoption of the list of votes**

Shareholders who have voted in advance within the advance voting period and who are entitled to participate in the general meeting in accordance with Chapter 5, Sections 6 and 6 a of the Finnish Companies Act shall be deemed shareholders participating in the meeting. The list of votes will be adopted according to the information provided by Euroclear Finland Oy and Innovatics Oy.

### **6. Presentation of the Financial Statements, the report of the Board of Directors and the Auditor's report for the year 2021**

Since the Annual General Meeting may only be attended by voting in advance, the Company's 2021 Annual Report, which includes the Company's Financial Statements, the Report of the Board of Directors and the Auditor's Report, and which is available on the Company's website <https://investors.remedygames.com/annual-general-meeting-2022/> no later than on 22 March 2022, is deemed to have been presented to the Annual General Meeting.

### **7. Adoption of the Financial Statements**

### **8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

Remedy Entertainment Plc had non-restricted equity of 72 098 511.43 euros on 31 December 2021, and the profit for the financial year was 10 777 021.96 euros. The Board of Directors proposes to the Annual General Meeting a dividend distribution of 0.17 euros per share. Based on the number of shares outstanding as of the date of this notice, the total amount of the proposed dividend would be 2 261 459.00 euros. 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 19 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 26 April 2022.

As the Board of Directors proposes 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 the demand to this effect is supported by shareholders who have at least one-tenth (1/10) of all shares. The amount of the minority dividend is approximately 5 388 510,98 euros (based on the situation on the date of this notice, approximately 0.41 euros per share), which corresponds to half of the profit from the accounting period that ended 31 December 2021. A shareholder demanding a minority dividend may vote for the minority dividend in advance voting, and no separate demand or counterproposal is required.

#### **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**

Shareholders representing more than 10 percent of all shares and votes of the Company have proposed to the Annual General Meeting that the members of the Board of Directors be paid for the term ending at the closure of the Annual General Meeting in 2023 the following remuneration: 4.500 euros per month for the Chairman of the Board and 3.000 euros per month for each of the other members of the Board of Directors.

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

Shareholders representing more than 10 percent of all shares and votes of the Company have proposed to the Annual General Meeting the number of the members of the Board of Directors to be six. 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 of Directors.

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

Shareholders representing more than 10 percent of all shares and votes of the Company have proposed to the Annual General Meeting that Markus Mäki (Chairman), Christian Fredrikson, Jussi Laakkonen and Henri Österlund will be re-elected to the Board and that Kaisa Salakka and Sonja Ängeslevä will be elected to the Board as new members. Of the current members of the Board, Ossi Pohjola is no longer available for the Board.

**Kaisa Salakka** (b. 1979) has for the past 7 years acted as a Product and Research Director at Unity Software Inc. where she has lead new product development for game services and advertising. She has recently been appointed the head of Wolt's consumer products business and she will start in this role in March 2022. Salakka entered the games industry some 10 years ago in a Silicon Valley based start-up, Omniata, which developed a game services platform and was acquired by King / Activision Blizzard. Prior to the games industry, she held product leadership roles in Comptel focusing on AI and analytics. She is also a board member of Suomen Startup-yhteisö ry and she has been nominated as a Board candidate to Alma Media Oyj's Board. Salakka holds a Master's degree in economics from the Helsinki School of Economics (Aalto University).

**Sonja Ängeslevä** (b. 1974) has acted as Product Lead at Zynga for four years (2018-2022) and she will continue in this role until April 2022. After this, she will act as the CEO & Co-founder of a new company that will operate in the mobile games industry. Ängeslevä has extensive experience in mobile B2B and B2C product development. Prior to joining Zynga, she served in product development leadership positions at the U.S. based game technology company Unity Technologies and the German gaming software company Scoreloop AG. Ängeslevä has actively developed the Finnish game industry ecosystem as the first President of IGDA Finland, Chairman of the Board of Neogames and founder of Women in Games Finland. She has received a lifetime award, amongst other awards, for her work for the industry. She holds a Master's degree in Digital Media from the University of Lapland.

Markus Mäki, Christian Fredrikson, Jussi Laakkonen, Henri Österlund and Kaisa Salakka would be elected for a term of office that commences after their election and continues until the conclusion of the next Annual General Meeting following their election. Sonja Ängeslevä would be elected for a term of office that commences on 2 May 2022 and continues until the conclusion of the next Annual General Meeting following her election.

Essential biographical and other information on all Board member candidates that are proposed to be re-elected is given on the Company's website at <https://investors.remedygames.com/board-of-directors/>. For new Board candidates, their information can be found at <https://investors.remedygames.com/annual-general-meeting-2022/>. All the proposed individuals have given their consent to being elected.

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

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.

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

The Board of Directors proposes to the Annual General 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 the Company's own shares**

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to decide, in one or several instalments, on the repurchase of a maximum of 500 000 Company's own shares by using the Company's non-restricted equity. The proposed number of shares corresponds to approximately 3.76 % of all the current shares of the Company.

The shares are to be repurchased otherwise than in proposition to the shareholders' shares at the market price of the time of purchase in public trading. 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 of Directors is authorised to decide on the repurchase of the Company's own shares in all other respects.

The authorisation is proposed to be in effect until the end of the next Annual General Meeting, but no longer than until 13 October 2023. The authorisation replaces the previous authorisation given by the Annual General Meeting on 14 April 2021 to repurchase the 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 of Directors proposes it to be authorised to resolve on the issuances of shares. Under the authorisation, the Board of Directors would be entitled to decide on one or more issuances of shares in which a maximum of 1 300 000 new or Company-owned shares are issued to be subscribed for a fee or without a fee, corresponding to approximately 9.77 % of all the current shares of the Company. Each resolution made by the Board of Directors to issue shares defines the terms and conditions of the share issue. The authorisation would also authorise issuing shares in deviation from the shareholders' pre-emption right. Additionally, the authorisation would entitle the Board of Directors 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 Annual General Meeting and replaces previous authorisations for share issues or stock options.

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

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

This notice, containing all the proposals for the decisions on the matters on the agenda of the Annual General Meeting, is available on Company's website <https://investors.remedygames.com/annual-general-meeting-2022/>. The Financial Statements, the Board of Directors' Report and the Auditor's Report are available on the above-mentioned website on 22 March 2022. Copies of the aforementioned documents and this notice shall be sent to shareholders upon request.

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

The Annual General Meeting will be arranged so that a shareholder or his/her proxy representative may not be present at the venue of the meeting. It is also not possible for shareholders or their representatives to participate via a real-time technical connection. The shareholders and their proxy representatives can participate in the meeting and exercise the shareholder's rights only by voting in advance and by submitting counterproposals and asking questions in advance in accordance with the instructions set out below.

#### **1. Shareholders registered in the shareholders' register**

Each shareholder, who is registered on 1 April 2022 in the shareholders' 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 Finnish book-entry account, is registered in the shareholders' register of the Company. Shareholders can only participate in the Annual General Meeting and use their rights by voting in advance by following the below instructions.

## **2. Registration and advance voting**

The registration and advance voting will begin on 29 March 2022 when the deadline for submitting counterproposals to be put to the vote has expired and counterproposals have been published at the Company's website <https://investors.remedygames.com/annual-general-meeting-2022/>.

A shareholder, who is registered in the shareholders' register of the Company and who wants to participate in the Annual General Meeting, shall register for the meeting and vote in advance no later than on 7 April 2022 at 4:00 pm (EEST), by which time the registration and votes must be received. Registration to the Annual General Meeting without submitting advance votes will not be considered participation in the Annual General Meeting.

In connection with the registration, a shareholder shall notify the requested information such as his/her name, date of birth and contact information. The personal data given by the shareholders or the representatives to Innovatics Ltd or the Company is used only in connection with the Annual General Meeting and the processing of necessary related registrations.

A shareholder whose shares are registered in his/her Finnish book-entry account can register and vote in advance on certain items on the agenda of the Annual General Meeting during the period beginning on 29 March 2022 at 12:00 am (EEST) and ending on 7 April 2022 at 4:00 pm (EEST) in the following manners:

### **a) at the Company's website <https://investors.remedygames.com/annual-general-meeting-2022/>**

Online registration and voting in advance require that the shareholders or their statutory representatives or proxy representatives use strong electronic authentication either by Finnish or Swedish bank ID or mobile certificate.

### **b) by post or email**

A shareholder may submit the advance voting form available on the Company's website or corresponding information by mail to Innovatics Ltd to the address Innovatics Oy, AGM/Remedy Entertainment Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by email to [agm@innovatics.fi](mailto:agm@innovatics.fi). If a shareholder participates in the Annual General Meeting by submitting advance votes by mail or email to Innovatics Ltd, the submission of votes before the due date of the registration period and advance voting constitutes due registration for the Annual General Meeting provided

that the aforementioned information required for the registration is received before the end of the advance voting period.

The advance voting instructions will be available on the Company's website at <https://investors.remedygames.com/annual-general-meeting-2022/> on 29 March 2022 at the latest. Additional information on the registration and advance voting is available during the registration period by telephone at +358 10 2818 909 on business days during 9:00 am until 12:00 noon and from 1:00 pm until 4:00 pm.

### **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 must also vote in advance, as described in this notice.

Proxy representatives must use strong electronic authentication when registering for the Annual General Meeting and voting in advance online, after which they can register and vote in advance on behalf of the shareholder they represent. 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. A statutory right of representation can be demonstrated by using the suomi.fi e-Authorisations service which is in use in the online registration service.

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.

A power of attorney template and voting instructions will be available on the Company's website at <https://investors.remedygames.com/annual-general-meeting-2022/> on 29 March 2022 at the latest when the deadline for submitting counterproposals to be put to the vote has expired and possible counterproposals published at the Company's website. Possible proxy documents are to be delivered primarily as an attachment in connection with the electronic registration and advance voting or alternatively by email to [agm@innovatics.fi](mailto:agm@innovatics.fi) or as originals by mail to the address Innovatics Oy, Annual General Meeting/Remedy Entertainment Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland. The proxy documents must be received before the end of the registration and advance voting period.

Only delivering proxy documents to Innovatics Oy does not result in the shareholder's advance votes being taken into account. The successful registration of a shareholder and the shareholder's advance votes also requires that the proxy representative registers and votes in advance on behalf of the shareholder in the manner set out in this notice.

### **4. Holder of nominee registered share**

A holder of nominee registered share 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 1 April 2022, would be entitled to be registered in the shareholders' register of the Company maintained 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 shareholders' register of the Company held by Euroclear Finland Ltd on 8 April 2022 by 10:00 am (EEST) at the latest. As regards nominee registered shares, this constitutes due registration for the Annual General Meeting. Changes in shareholding after the record date do not affect the right to participate in the meeting or the number of voting rights held in the meeting.

A holder of nominee registered share is advised to request, without delay, necessary instructions regarding the registration in the temporary shareholders' register of the Company, the issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank. The account management organisation of the custodian bank has to register a holder of nominee registered share temporarily into the shareholders' register of the Company at the latest by the time stated above and see to the voting in advance on behalf of a holder of nominee registered shares before the due date.

#### **5. Making counterproposals to the proposed resolutions and presenting questions in advance**

Shareholders who hold at least one-hundredth of all the shares in the Company have the right to submit counterproposals concerning the matters on the agenda of the Annual General Meeting to be placed for a vote. Such counterproposals shall be delivered to the Company by email to [agm@remedygames.com](mailto:agm@remedygames.com) by 28 March 2022 at 12:00 am (EET), at the latest. The shareholders shall, in connection with the counterproposal, present a statement of their shareholding. The counterproposal is admissible for consideration at the Annual General Meeting if the shareholders who have made the counterproposal have the right to attend the meeting and on the record date of the Annual General Meeting represent at least one-hundredth of all shares in the Company. If a counterproposal will not be taken up for consideration at the Annual General Meeting, the votes given in favour of the counterproposal will not be taken into account. The Company will publish possible counterproposals to be put to the vote on the Company's website <https://investors.remedygames.com/annual-general-meeting-2022/> on 29 March 2022 at the latest.

A shareholder has the right to pose questions with respect to the matters to be considered at the meeting pursuant to Chapter 5, Section 25 of the Finnish Companies Act in connection with the electronic registration and advance voting or alternatively by email to [agm@innovatics.fi](mailto:agm@innovatics.fi) or by regular mail to Innovatics Ltd to the address Innovatics Oy, AGM/Remedy Entertainment Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland no later than 30 March 2022 at 4:00 pm (EET), by which time the questions must be received. The Company will publish such questions by shareholders, responses to the questions by the Company's management, as well as other counterproposals than those put up to a vote on the Company's website at <https://investors.remedygames.com/annual-general-meeting->



2022/ on 4 April 2022 at the latest. As a prerequisite for presenting questions or counterproposals, a shareholder must present sufficient evidence to the Company of his/her shareholdings.

#### **6. Possibility to follow the Annual General Meeting over the internet via a video stream**

It is not possible to attend the meeting in person at the meeting venue, and no video link to the meeting venue will be provided. The attendance list of the Annual General Meeting and voting results are determined solely based on the advance votes.

#### **7. Other instructions and information**

On the date of this notice to the Annual General Meeting 22 March 2022, the total number of shares in Remedy Entertainment Plc is 13 302 700 shares, all of the same series. The Company does not hold its own shares on the date of this notice to the Annual General Meeting.

The Meeting will be conducted in Finnish.

#### **In Espoo, 22 March 2022**

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 in 1995 and based in Finland, the company employs over 290 game industry professionals from 30 different countries. Remedy is listed on the Nasdaq First North Growth Market Finland marketplace.

**Distribution:**

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Key media

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