

## **Decision proposals for the 2021 Annual General Meeting of Next Games Corporation**

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

The board of directors proposes that no dividends be distributed for the 2020 financial period.

### **10. Presentation of the remuneration report for governing bodies and the advisory resolution on the approval of the remuneration report for governing bodies**

Because it is only possible to participate in the general meeting by voting in advance, the company's remuneration report for governing bodies for the year 2020 which is available on the company's website from March 12, 2021, will be deemed to have been presented to the general meeting. The board of directors proposes that the remuneration report for governing bodies for the year 2020 is approved. According to the Limited Liability Companies Act, the decision is advisory.

### **11. Resolution on the remuneration of the members of the board of directors**

Shareholders representing a total of approximately 38.1% of the shares and votes in the company propose that the remuneration paid to the members of the board of directors be kept the same for a term that ends at the end of the first annual general meeting following the election as follows:

- Chairperson of the board, EUR 4,500 per month,
- Other members of the board, EUR 2,500 per month and
- Members of the remuneration committee and audit committee, a further EUR 1,000 per each committee meeting.

It is further proposed that the travel expenses of members of the board of directors be compensated in accordance with the company's travel policy.

### **12. Resolution on the number of the members of the board of directors**

Shareholders representing a total of approximately 38.1 % of the shares and votes in the company propose that six members be elected to the board of directors.

### **13. Election of members of the board of directors**

Shareholders representing a total of approximately 38.1 % of the shares and votes in the company propose that the current members of the board of directors Petri Niemi, Elina Anckar, Nicholas Seibert, Peter Levin and Jari Ovaskainen be re-elected for a term that ends at the end of the first annual general meeting following the election and Riikka Tieaho be elected as a new member of the board of directors.

The candidates have consented to being elected.

The personal information and positions of trust of the candidates for the board of directors have been presented on the company's website at <https://www.nextgames.com/governance/general-meeting/agm2021>.

### **14. Resolution on the remuneration of the auditor**

The board of directors proposes, based on the recommendation of the audit committee, that the auditor be remunerated in accordance with the reasonable invoice approved by the company.

## **15. Election of the auditor**

The board of directors proposes, based on the recommendation of the audit committee, that audit firm Deloitte Oy be re-elected as the company's auditor for a term that ends at the end of the first annual general meeting following the election. Deloitte Oy has informed the company that Mikko Lahtinen, APA, will continue to serve as the responsible auditor.

## **16. Authorisation of the board of directors to decide on the repurchase and/or acceptance as pledge of the company own shares**

The board of directors proposes that the general meeting authorise the board of directors to decide on the repurchase and/or acceptance as pledge of the Company's own shares:

Under the authorisation, a maximum of 1 800 000 shares may be repurchased and/or accepted as pledge in one or more tranches, which corresponds to approximately 6,43 % of all registered shares in the company on the date hereof.

The shares are to be repurchased using the company's unrestricted equity, on a multilateral trading facility in trading organised by Nasdaq Helsinki Ltd in accordance with its rules and instructions, due to which the repurchase will take place in directed manner, i.e. otherwise than in proportion to the shareholdings of the shareholders.

The consideration payable for the repurchase of the shares shall be based on the price of the company's share on a multilateral trading facility so that the minimum price for the repurchased shares is the lowest market price quoted on a multilateral trading facility during the validity period of the authorisation, and correspondingly, the maximum price is the highest market price of the share quoted on a multilateral trading facility during the validity period of the authorisation.

The shares can be repurchased or accepted as pledge in order to develop the company's equity structure, implement mergers and acquisitions or financial arrangements, implement the company's incentive schemes or to be otherwise further transferred or nullified.

The authorisation will revoke the authorisation issued by the company's annual general meeting of 27 May 2020 to decide on the repurchase of the company's own shares.

It is proposed that the authorisation be valid until the end of the company's next annual general meeting, however not longer than until June 30, 2022.

## **17. Authorisation of the board of directors to decide on the issuance of shares and/or the issuance of option rights and other special rights entitling to shares**

The company's board of directors proposes that the general meeting authorise the board of directors to decide on the issuance of shares and/or the issuance of option rights or other special rights entitling to shares as follows:

Under the authorisation, a maximum of 2 700 000 shares may be issued in one or several tranches, corresponding to approximately 9,65 % of all registered shares in the company on the date hereof.

The share issue and/or issue of option rights or other special rights can be carried out in deviation from the shareholders' pre-emptive subscription right (directed issue).

Under the authorisation, shares and/or option rights and other special rights can be issued, e.g. for the implementation of mergers and acquisitions or financial arrangements, in consideration for new licenses, for the establishment of new strategic partnerships, for the implementation of the company's incentive schemes, or for other purposes decided by the board of directors.

Under the authorisation, the board of directors may issue either new shares or treasury shares. The board of directors would be authorised to decide on all other conditions of the issuance of shares and/or option rights or other special rights.

The authorisation will not revoke prior authorisations of the board of directors to decide on the issuance of shares and/or option rights or other special rights entitling to shares.

It is proposed that the authorisation be valid until the end of the company's next annual general meeting, however not longer than until June 30, 2022.