

## **Notice to the Annual General Meeting of Next Games Corporation**

Notice is given to the shareholders of Next Games Corporation to the Annual General Meeting to be held on Thursday May 17, 2018 at 10 a.m. in theater 5 of the Tennispalatsi multiplex (address: Salomonkatu 15, 00100 Helsinki). The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 9:30 a.m.

### **A. Matters on the agenda of the Annual General Meeting**

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

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of persons to scrutinize 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 annual accounts, the report of the Board of Directors and the auditor's report for the year 2017**

- Review by the CEO

- 7. Adoption of the annual accounts**
- 8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The Board of Directors proposes to the Annual General Meeting that no dividend be distributed for the financial year 2017.

- 9. Resolution on the discharge of the members of the Board of Directors and the President and CEO from liability**

- 10. Resolution on the remuneration of the members of the Board of Directors**

The Remuneration Committee of the Board of Directors proposes that the remuneration payable to the members of the Board of Directors for the term of office ending at the conclusion of the Annual General Meeting to be held in 2019 remain unchanged as follows: Chairman of the Board of Directors EUR 4,500 per month, other members of the Board of Directors EUR 2,500 per month, and the members of the Remuneration Committee and the Audit Committee EUR 1,000 per committee meeting. The remuneration would be payable in cash.

- 11. Resolution on the number of members of the Board of Directors**

The Remuneration Committee of the Board of Directors proposes that the number of members of the Board of Directors shall be six (6).

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

The Remuneration Committee of the Board of Directors proposes that Petri Niemi, Joakim Achrén, Peter Levin, Jari Ovaskainen, Paul Rehrig and Philip Sanderson shall be re-elected to the Board of Directors for a term of office ending at the conclusion of the Annual General Meeting to be held in 2019.

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

The Audit Committee of the Board of Directors proposes that the remuneration payable to the auditor be paid according to a reasonable invoice approved by the Company.

## **14. Election of the auditor**

The Audit Committee of the Board of Directors proposes that PricewaterhouseCoopers Oy be re-elected as the auditor of the Company for the financial year ending on 31 December 2018. PricewaterhouseCoopers Oy has informed the Company that APA Tuomas Honkamäki would act as the auditor with principal responsibility.

## **15. Authorization to the Board of Directors to decide on the issuance of shares and/or option rights entitling to shares for incentivization purposes**

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide on the issuance of shares and/or option rights entitling to shares as follows:

The total number of shares in the Company may, as a result of the authorization, be increased by a maximum of 730,000 shares in the aggregate, corresponding to approximately four (4) percent of all registered shares in the Company on the date hereof.

The issuance of shares and/or option rights could be carried out in deviation from the shareholders' pre-emptive rights (directed issue). Pursuant to the authorization, shares and option rights entitling to shares could be issued to current and future employees, managers and consultants of the Company and its subsidiaries for purposes of incentivizing and motivating such individuals. The Board of Directors would be authorized to decide on all other conditions of the issuance of shares and/or option rights entitling to shares.

The authorization would be effective until 17 November 2019. The authorization would not revoke any other authorizations to the Board of Directors to decide on the issuance of shares and/or option rights entitling to shares (including any other authorizations granted by the 2018 Annual General Meeting).

## **16. Authorization to the Board of Directors to decide on the issuance of shares for corporate and financing transactions as well as strategic partnerships**

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide on the issuance of shares as follows:

The number of shares issued based on the authorization shall not exceed 1,000,000 shares in the aggregate, corresponding to approximately 5.5 percent of all registered shares in the Company on the date hereof.

The issuance of shares could be carried out in deviation from the shareholders' pre-emptive rights (directed issue). Pursuant to the authorization, shares could be issued for the purposes of carrying out mergers, acquisitions and other corporate transactions, financing transactions, to be used as consideration for new licenses, or for the formation of strategic partnerships. The Board of Directors would be authorized to decide on all other conditions of the issuance of shares.

The authorization would be effective until 17 November 2019. The authorization would not revoke any other authorizations to the Board of Directors to decide on the issuance of shares and/or option rights entitling to shares (including any other authorizations granted by the 2018 Annual General Meeting).

## **17. Closing of the meeting**

### **B. Documents of the Annual General Meeting**

The proposals for the decisions on the matters on the agenda of the Annual General Meeting as well as this notice will be available on the Company's website [www.nextgames.com/agm2018](http://www.nextgames.com/agm2018). The Company's annual accounts, the report of the Board of Directors and the auditor's report are also available on the above-mentioned website. The proposals for decisions and the other above-mentioned documents will also be available at the Annual General Meeting. The minutes of the Annual General Meeting will be available on the above-mentioned website at the latest on 31 May 2018.

### **C. Instructions for the participants in the Annual General Meeting**

#### **1. Right to participate and registration**

Each shareholder who is registered in the Company's shareholder register held by Euroclear Finland Ltd. on the record date of the Annual General Meeting, 4 May 2018, has the right to participate in the Annual General Meeting. A shareholder whose shares are registered on his/her personal Finnish book-entry account is registered in the shareholders' register of the Company.

A shareholder who is registered in the Company's shareholder register and wishes to participate in the Annual General Meeting shall register for the meeting at the latest on 7 May 2018 by 4:00 p.m. by giving a prior notice of participation, which shall be received by the company on the above-mentioned date and time at the latest. Such notice can be given:

- a) online on the website of the Company at: [www.nextgames.com/agm2018](http://www.nextgames.com/agm2018) or
- b) by regular mail to: Next Games Corporation, *to Legal Director's attention*, Paasivuorenkatu 4-6 A, FI-00530 Helsinki.

In connection with the registration, a shareholder shall provide his/her name, personal/business identification number, address, telephone number and the name of any assistant or proxy representative, as well as the personal identification number of a proxy representative. Such personal data will be used only in connection with the Annual General Meeting and the processing of related registrations.

The shareholder, his/her authorized representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation.

## **2. Holders of nominee registered shares**

A holder of nominee registered shares has the right to participate in the Annual General Meeting by virtue of shares based on which he/she on the record date of the Annual General Meeting, 4 May 2018, would be entitled to be registered in the Company's shareholder register held by Euroclear Finland Ltd. In addition, the right to participate in the Annual General Meeting requires that the shareholder on the basis of such shares has been temporarily registered into the Company's shareholder register held by Euroclear Finland Ltd. on 14 May 2018 by 10.00 a.m. EET at the latest. This registration constitutes due registration for holders of nominee registered shares wishing to participate in the Annual General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the Company's temporary shareholder register, the issuing of proxy documents and registration to the Annual General Meeting from his/her custodian bank. The account management organization of the custodian bank will register a holder of nominee registered shares, who wishes to participate in the Annual General Meeting, into the Company's temporary shareholder register at the latest by the time stated above.

## **3. Proxy representatives and powers of attorney**

A shareholder may participate in the Annual General Meeting and exercise his/her 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 his/her right to represent the shareholder at the Annual General Meeting. When a shareholder participates in the Annual General Meeting by means of several proxy representatives representing the shareholder with shares in 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.

Any proxy documents should be delivered in originals to Next Games Corporation, *to Legal Director's attention*, at Paasivuorenkatu 4-6 A, FI-00530 Helsinki, Finland before the expiry of the registration period on 7 May 2018 at 4:00 p.m.

## **4. Other information**

The Annual General Meeting will be conducted in Finnish.

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

On the date of this notice, the total number of shares in Next Games Corporation is 18,259,470 entitling to 18,259,470 votes. The Company holds 13,410 shares in treasury, in respect of which voting rights cannot be used at the Annual General Meeting.

The participants of the Annual General Meeting are kindly notified that coffee will be served after the meeting.

In Helsinki, 16 April 2018

Next Games Corporation

The Board of Directors