

## **ANNUAL GENERAL MEETING OF NEXT GAMES CORPORATION ON MAY 5, 2022 AT 2:00 P.M. EET**

**TIME:** May 5, 2022 at 2:00 p.m. EET

**PLACE:** Borenius Attorneys Ltd, Eteläesplanadi 2, FI-00130 Helsinki

**PRESENT:** The Board of Directors of the Company has resolved on extraordinary meeting procedures pursuant to the act on temporary derogation (375/2021) approved by the Finnish Parliament to limit the spread of COVID-19 pandemic. Therefore, pursuant to the resolution of the Board of Directors, the Company's shareholders and their proxy representatives may have participated in the General Meeting and exercised shareholder rights only through voting in advance as well as by making counterproposals and presenting questions, if any, in advance.

The shareholders set out in the list of votes adopted at the meeting were represented at the meeting ([Appendix 1](#)).

Attorney at Law Juha Koponen and LL.M. Nina Koivisto were present.

### **1 OPENING OF THE MEETING**

Attorney at Law Juha Koponen opened the meeting.

### **2 CALLING THE MEETING TO ORDER**

In accordance with the notice to the General Meeting, Attorney at Law Juha Koponen acted as Chair of the General Meeting.

The Chair explained the procedures for discussing the matters on the meeting agenda.

In order to limit the spread of COVID-19 pandemic, the Board of Directors of the Company has resolved on the exceptional procedure for the meeting under the temporary act. The Company's shareholders and their proxy representatives may have participated in the General Meeting and exercised shareholder rights only through voting in advance as well as by making counterproposals and presenting questions, if any, in advance.

It was noted that shareholders had not submitted counterproposals by the deadline of April 20, 2022 at 12:00 noon EET nor submitted questions by the deadline of April 21, 2022 at 4:00 p.m. EET pursuant to Chapter 5, Section 25 of the Finnish Limited Liability Companies Act.

As participation in the General Meeting has been possible only in advance, all agenda items have been subject to voting. It was noted that, in accordance with the temporary act, the proposals in all agenda items may have been opposed without making a counterproposal. A summary of the votes cast in the advance voting conducted by Innovatics Ltd was attached to the minutes ([Appendix 2](#)).

It was noted that a shareholder may have refrained from providing a proper voting instruction in each particular agenda item, in which case such shareholder has not been recorded to have been represented at the General Meeting in that specific agenda item. Therefore, the number of shareholders and shares being represented in each agenda item is not necessarily the same.

Furthermore, it was noted that in addition to the Finnish Limited Liability Companies Act and the temporary act, recommendations of the Advisory Board of Finnish Listed Companies were adhered to in terms of the meeting arrangements.

### **3 ELECTION OF PERSONS TO SCRUTINIZE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES**

LL.M. Nina Koivisto acted as the person to scrutinize the minutes and to supervise the counting of votes in accordance with the notice to the General Meeting.

### **4 RECORDING THE LEGALITY OF THE MEETING**

It was noted that the notice to the meeting had been published on the Company's website and as a company release on April 14, 2022 and that the General Meeting documents have been available on the Company's website as of April 14, 2022 at the latest.

It was noted that the General Meeting was duly convened in accordance with the provisions of the Articles of Association, the Finnish Limited Liability Companies Act and the temporary act and that therefore, the meeting was legal and constituted a quorum.

The notice to the meeting was attached to the minutes ([Appendix 3](#)).

### **5 RECORDING ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES**

A list recording the shareholders who had voted in advance personally or by an authorised proxy representative during the advance voting period, and who had the right to participate in the General Meeting under Chapter 5, Section 6 and 6a of the Finnish Limited Liability Companies Act, was presented. It was recorded that 1 shareholder was represented in the meeting, representing 28,238,787 shares and votes in total. The attendance status and list of votes was attached to the minutes ([Appendix 1](#)).

### **6 PRESENTATION OF THE FINANCIAL STATEMENTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR 2021**

It was noted that as participation in the General Meeting has been possible only in advance, the Annual Report published by the Company on March 14, 2022 that 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, is deemed to have been presented to the Annual General Meeting.

The financial statements were attached to the minutes ([Appendix 4](#)).

The Auditor's Report was attached to the minutes ([Appendix 5](#)).

**7 ADOPTION OF THE FINANCIAL STATEMENTS, INCLUDING THE ADOPTION OF THE CONSOLIDATED FINANCIAL STATEMENTS**

It was recorded that 28,238,787 shares and votes, representing 93.9 percent of all shares and votes in the Company, participated in the voting. For the adoption of the Financial Statements, 28,238,787 votes were cast, representing 100 percent of the total votes cast.

Based on the voting result, the General Meeting adopted the Financial Statements for the financial year ended December 31, 2021.

**8 RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND**

It was noted that the Board of Directors had proposed to the Annual General Meeting that the loss for the financial year 2021 be recognized as retained earnings and that no dividend be paid for the financial year 2021.

It was recorded that 28,238,787 shares and votes, representing 93.9 percent of all shares and votes in the Company, participated in the voting. For the proposal of the Board of Directors, 28,238,787 votes were cast, representing 100 percent of the total votes cast.

Based on the voting result, the General Meeting resolved that the loss for the financial year 2021 is recognized as retained earnings and that no dividend is paid for the financial year 2021.

**9 RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY**

It was noted that the discharge from liability for the financial year 2021 concerns all persons who have acted as members of the Board of Directors and as Chief Executive Officer during the financial year.

It was recorded that 28,238,787 shares and votes, representing 93.9 percent of all shares and votes in the Company, participated in the voting. For the discharge from liability, 28,238,787 votes were cast, representing 100 percent of the total votes cast.

Based on the voting result, the General Meeting resolved to discharge from liability the persons who have served as members of the Board of Directors and Chief Executive Officer during the financial year 2021.

**10 HANDLING OF THE REMUNERATION REPORT FOR GOVERNING BODIES**

It was noted that as participation in the General Meeting has been possible only via advance voting, the Company's remuneration report for the year 2021, which has been available on the Company's website from March 14, 2022, is deemed to have been presented to the General Meeting.

The remuneration report was attached to the minutes ([Appendix 6](#)).

It was recorded that 28,238,787 shares and votes, representing 93.9 percent of all shares and votes in the Company, participated in the voting. For the acceptance of the remuneration report, 28,238,787 votes were cast, representing 100 percent of the total votes cast.

Based on the voting result, the General Meeting resolved to approve the remuneration report. The resolution was advisory.

## **11 RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS**

It was noted that Netflix, Inc. ("**Netflix**"), a shareholder in the Company who has made a voluntary recommended public cash tender offer for all outstanding shares and stock options in Next Games Corporation, had proposed that no remuneration be paid to the members of the Board of Directors to be elected for the term of office ending at the closing of the next Annual General Meeting following the election.

It was recorded that 28,238,787 shares and votes, representing 93.9 percent of all shares and votes in the Company, participated in the voting. For the proposal of Netflix, 28,238,787 votes were cast, representing 100 percent of the total votes cast.

Based on the voting result, the General Meeting resolved to approve the proposal of Netflix.

## **12 RESOLUTION ON THE AMENDMENT OF THE ARTICLES OF ASSOCIATION**

It was noted that Netflix had proposed that Section 4 of the Company's Articles of Association be amended to be read as follows:

*The company has a Board of Directors, consisting of at least three and a maximum of six members.*

*The term of office the members of the Board of Directors expires at the end of the next annual general meeting following the election.*

Otherwise the Articles of Association would remain unchanged.

It was recorded that 28,238,787 shares and votes, representing 93.9 percent of all shares and votes in the Company, participated in the voting. For the proposal of Netflix, 28,238,787 votes were cast, representing 100 percent of the total votes cast.

Based on the voting result, the General Meeting resolved to amend the Articles of Association in accordance with the proposal of Netflix.

## **13 RESOLUTION ON THE NUMBER OF THE MEMBERS OF THE BOARD OF DIRECTORS**

It was noted that Netflix had proposed to the Annual General Meeting that three members be elected to the Board of Directors for a term of office that will commence at the closing of the Annual General Meeting and that will continue until the end of the next Annual General Meeting following the election.

It was recorded that 28,238,787 shares and votes, representing 93.9 percent of all shares and votes in the Company, participated in the voting. For the proposal of Netflix, 28,238,787 votes were cast, representing 100 percent of the total votes cast.

Based on the voting result, the General Meeting resolved, in accordance with the proposal of Netflix, to elect three members to the Board of Directors for a term of office that will commence at the closing of the Annual General Meeting and that will continue until the end of the next Annual General Meeting following the election.

#### **14 ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS**

It was noted that Netflix had proposed to the Annual General Meeting that Emily Catlin, Madeleine de Cock Buning and Reg Thompson be elected as members of the Board of Directors for a term of office that will commence at the closing of the Annual General Meeting and that will continue until the end of the next Annual General Meeting following the election.

It was recorded that 28,238,787 shares and votes, representing 93.9 percent of all shares and votes in the Company, participated in the voting. For the proposal of Netflix, 28,238,787 votes were cast, representing 100 percent of the total votes cast.

Based on the voting result, the General Meeting resolved, in accordance with the proposal of Netflix, to elect Emily Catlin, Madeleine de Cock Buning and Reg Thompson as members of the Board of Directors for a term of office that will commence at the closing of the Annual General Meeting and that will continue until the end of the next Annual General Meeting following the election.

#### **15 RESOLUTION ON THE REMUNERATION OF THE AUDITOR**

It was noted that the Board of Directors had proposed, based on the recommendation of the Audit Committee, that the Auditor to be appointed be remunerated in accordance with a reasonable invoice approved by the Company.

It was recorded that 28,238,787 shares and votes, representing 93.9 percent of all shares and votes in the Company, participated in the voting. For the proposal of the Board of Directors, 28,238,787 votes were cast, representing 100 percent of the total votes cast.

Based on the voting result, the General Meeting resolved, in accordance with the proposal of the Board of Directors, that the Auditor to be appointed is remunerated in accordance with a reasonable invoice approved by the Company.

#### **16 ELECTION OF THE AUDITOR**

It was noted that the Board of Directors had proposed, based on the recommendation of the Audit Committee, that Authorized Public Accounting firm Deloitte Oy be elected as the Auditor of the Company for the following term of office. Deloitte Oy had stated that Authorized Public Accountant Mikko Lahtinen will act as the Responsible Auditor should Deloitte Oy be elected as the Auditor of the Company.

It was recorded that 28,238,787 shares and votes, representing 93.9 percent of all shares and votes in the Company, participated in the voting. For the proposal of the Board of Directors, 28,238,787 votes were cast, representing 100 percent of the total votes cast.

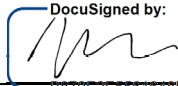
Based on the voting result, the General Meeting resolved, in accordance with the proposal of the Board of Directors, that Authorized Public Accounting firm Deloitte Oy is elected as the Auditor of the Company. Authorized Public Accountant Mikko Lahtinen will act as the Responsible Auditor.

## **17 CLOSING OF THE MEETING**

The Chair stated that all items on the agenda had been considered and that the minutes of the meeting will be available on the Company's website on May 19, 2022 at the latest.

The Chair closed the meeting at 2:30 p.m. EET.

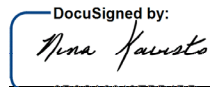
**Chair of the Annual General Meeting:**

DocuSigned by:  


Name:

Juha Koponen

**The Minutes scrutinized and approved**

DocuSigned by:  


Name:

Nina Koivisto

## Appendices

<b>Appendix 1</b>	Attendance status and list of votes
<b>Appendix 2</b>	Summary of votes cast in the advance voting
<b>Appendix 3</b>	Notice to the General Meeting
<b>Appendix 4</b>	Financial Statements
<b>Appendix 5</b>	Auditor's Report
<b>Appendix 6</b>	Remuneration Report for governing bodies