

Next Games Corporation Company Release April 14, 2022 at 07:00 p.m.] (EEST)

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

Notice is given to the shareholders of Next Games Corporation for the Annual General Meeting to be held on May 5, 2022 at 2:00 p.m. EET at Borenius Attorneys Ltd's premises at Eteläesplanadi 2, FI-00130 Helsinki.

In order to prevent the spread of the COVID-19 pandemic, the Annual General Meeting will be held without shareholders' and their proxy representatives' presence at the meeting venue. Shareholders and their representatives can participate in the Annual General Meeting and use the shareholder rights in connection with the Annual General Meeting only by voting in advance and by submitting counterproposals and by asking questions in advance. The instructions for the shareholders are provided in Section C. "Instructions for the Participants in the Annual General Meeting" of this notice. It is not possible to attend the meeting in person, and no webcast will be provided from the meeting.

The Board of Directors of the Company has resolved on extraordinary meeting procedures pursuant to temporary legislation (375/2021). The Company has resolved to take actions enabled by the temporary 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.

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

The following matters will be discussed at the Annual General Meeting:

#### **1. Opening of the meeting**

#### **2. Calling the meeting to order**

Attorney at Law Juha Koponen shall act as the Chair of the meeting. If due to weighty reasons Juha Koponen is not able to act as the Chair, the Board shall appoint another person it deems most suitable to act as the Chair.

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

The person to scrutinize the minutes and to supervise the counting of votes shall be LL.M. Nina Koivisto from Borenius Attorneys Ltd. In case Nina Koivisto is not able to act as the person to scrutinize the minutes and to supervise the counting of votes, the Board of Directors shall name another person it deems most suitable to act in that role.

#### **4. Recording the legality of the meeting**

#### **5. Recording attendance at the meeting and adoption of the list of votes**

Shareholders who have voted in advance within the advance voting period and have the right to attend the general meeting under Chapter 5, Section 6 and Chapter 5, Section 6a of the Finnish Limited Liability Companies Act shall be deemed shareholders represented at the meeting. The list of votes will be adopted based on information provided by Euroclear Finland Oy and Innovatics Ltd.

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

As participation in the General Meeting is 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 shall be deemed to have been presented to the Annual General Meeting.

## **7. Adoption of the Financial Statements, including the adoption of the Consolidated Financial Statements**

## **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 the loss for the financial year 2021 be recognized as retained earnings and that no dividend be paid for the financial year 2021.

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

## **10. Handling of the remuneration report for governing bodies**

As participation in the Annual General Meeting is 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 Board of Directors proposes that the Annual General Meeting adopts the remuneration report for the governing bodies. The resolution is an advisory resolution.

## **11. Resolution on the remuneration of the members of the Board of Directors**

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, proposes 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.

## **12. Resolution on the amendment of the Articles of Association**

Netflix proposes 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.

## **13. Resolution on the number of the members of the Board of Directors**

Netflix proposes 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.

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

Netflix proposes 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.

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

The Board of Directors proposes, 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.

## **16. Election of the Auditor**

The Board of Directors proposes, 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 has stated that Authorized Public Accountant Mikko Lahtinen will act as the Responsible Auditor should Deloitte Oy be elected as the Auditor of the Company.

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

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

This notice, including all proposals for the resolutions on the matters on the agenda of the Annual General Meeting, is available on Next Games Corporation's website at <https://www.nextgames.com/investors/corporate-governance/general-meetings/agm-2022>. In addition, Next Games Corporation's Financial Statements, Report of the Board of Directors, Auditor's Report and Remuneration Report are available on the abovementioned website. Copies of these documents and of this notice will be sent to shareholders upon request.

The minutes of the Annual General Meeting will be available on the abovementioned website no later than from May 19, 2022.

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

Shareholders and their proxies can participate in the Annual General Meeting and use their shareholder rights only by voting in advance and by submitting counterproposals and asking questions in advance in the manner instructed below.

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

Each shareholder who is registered on the record date of the Annual General Meeting, April 25, 2022, in the shareholders' register of the Company maintained by Euroclear Finland Oy is entitled to participate in the Annual General Meeting. A shareholder, whose shares are registered on their Finnish book-entry account, is registered in the shareholders' register of the Company.

Changes in the holding of shares that take place after the record date have no effect on the right to participate or the number of votes of the shareholder in the general meeting.

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

Registration for the Annual General Meeting and advance voting will begin on April 21, 2022 at 10:00 a.m. EET following the deadline for submitting counterproposals to be placed for a vote. A shareholder registered in the Company's shareholders' register, who wishes to participate in the Annual General Meeting by voting in

advance, must register for the Annual General Meeting and vote in advance no later than by April 28, 2022 at 4:00 p.m. EET by which time the registration and votes need to have been received.

When registering, requested information such as the name, personal identification number or business ID and contact details of the shareholder as well as the name and personal identification number of a possible proxy representative must be provided. The personal data given by the shareholder to Next Games Corporation and Innovatics Ltd will be used only in connection with the Annual General Meeting and with the processing of related necessary registrations.

A shareholder, who has a Finnish book-entry account, may register and vote in advance on certain items on the agenda of the Annual General Meeting from 10:00 a.m. EET on April 21, 2022 until 4:00 p.m. EET on April 28, 2022 by the following means:

- a) through the Company's website at <https://www.nextgames.com/investors/corporate-governance/general-meetings/agm-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 mail or email

A shareholder who votes in advance by mail or email shall send the advance voting form available on the Company's website at <https://www.nextgames.com/investors/corporate-governance/general-meetings/agm-2022> or corresponding information to Innovatics Ltd by mail to Innovatics Ltd, Annual General Meeting / Next Games Corporation, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by email to [agm@innovatics.fi](mailto:agm@innovatics.fi).

If the shareholder participates in the Annual General Meeting by sending the votes in advance by mail or email to Innovatics Ltd, the submission of the advance votes before the end of the registration and advance voting period constitutes registration for the Annual General Meeting, provided that the shareholder's message includes the information requested on the advance voting form required for registration.

Instructions relating to the advance voting are available on the Company's website at <https://www.nextgames.com/investors/corporate-governance/general-meetings/agm-2022>. 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 a.m. until 12:00 noon and from 1:00 p.m. until 4:00 p.m. EET.

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

A shareholder may participate in the Annual General Meeting and use their rights by proxy.

The proxy representative of a shareholder may participate in the Annual General Meeting only by voting in advance on behalf of the shareholder in the manner instructed in this notice. Proxy representatives must use strong electronic authentication when registering for the meeting and voting in advance online, after which they can register and vote in advance on behalf of the shareholder they represent.

Proxy representatives shall produce a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder. Statutory right of representation may be demonstrated by using the Suomi.fi e-Authorizations service which is in use in the online registration service. Should a shareholder participate in the Annual General Meeting by means of several proxy representatives representing the shareholder with shares in different book-entry 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 template for proxy document and voting instructions will be available on the Company's website <https://www.nextgames.com/investors/corporate-governance/general-meetings/agm-2022> at the latest on April 21, 2022 following the deadline for submitting counterproposals to be placed for a vote. Possible proxy documents should be delivered to Innovatics Ltd by mail to Innovatics Ltd, Annual General Meeting / Next Games Corporation, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by email to [agm@innovatics.fi](mailto:agm@innovatics.fi) before the end of the registration period, by which time the documents must be received by Innovatics Ltd.

A shareholder who does not vote in advance by themselves may use the proxy service provided by the Company free of charge and authorize LL.M. Nina Koivisto from Borenius Attorneys Ltd or a person independent of the Company designated by her to represent the shareholder and to exercise their voting right in the meeting in accordance with voting instructions given by the shareholder. The executed power of attorney including the advance voting form shall be provided to LL.M. Nina Koivisto by regular mail or by email (contact information below) prior to the end of registration period and voting period, by which the documents mentioned shall be received.

The contact information of the proxy representative designated by the Company:

mail address: Borenius Attorneys Ltd, Nina Koivisto, Eteläesplanadi 2, FI-00130 Helsinki, Finland.

email: [nina.koivisto@borenius.com](mailto:nina.koivisto@borenius.com)

telephone: +358 20 713 3128

Shareholders may participate in the General Meeting and exercise their rights in the meeting also by way of another proxy representative selected by themselves.

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

A holder of nominee-registered shares has the right to participate in the Annual General Meeting by virtue of such shares, based on which they on the record date of the Annual General Meeting on April 25, 2022 would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Oy. The right to participate in the Annual General Meeting requires, in addition, that the shareholder has, on the basis of such shares, been registered into the temporary shareholders' register held by Euroclear Finland Oy at the latest by May 2, 2022 by 10:00 a.m. EET. As regards nominee-registered shares, this constitutes due registration for the Annual General Meeting.

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 registration for the Annual General Meeting from their custodian bank. The account management organization of the custodian bank shall temporarily register a holder of nominee-registered shares into the shareholders' register of the Company at the latest by the time stated above. In addition, the account management

organization of the custodian bank shall arrange advance voting on behalf of a nominee-registered shareholder within the registration period applicable to nominee-registered shares.

## **5. Other instructions and information**

Shareholders who hold at least one hundredth of all the shares in the Company have the right to make a counterproposal concerning the items on the agenda of the Annual General Meeting to be placed for a vote. Such counterproposals are required to be sent to the Company by email to [agm@nextgames.com](mailto:agm@nextgames.com) no later than by April 20, 2022 at 12:00 noon EET. In connection with making a counterproposal, shareholders are required to provide adequate evidence of shareholding. The counterproposal will be placed for a vote subject to the shareholder having the right to participate in the Annual General Meeting and that the shareholder holds at least one hundredth of all shares in the Company on the record date of the Annual General Meeting. Should the counterproposal not be placed for a vote at the Annual General Meeting, advance votes in favor of the proposal will not be taken into account. The Company will publish possible counterproposals to be placed for a vote on the Company's website <https://www.nextgames.com/investors/corporate-governance/general-meetings/agm-2022> by no later than April 21, 2022.

A shareholder has the right to ask questions referred to in Chapter 5, Section 25 of the Finnish Limited Liability Companies Act with respect to the matters to be considered at the Annual General Meeting. Such questions must be sent by either in the electronic registration service or email to the address [agm@nextgames.com](mailto:agm@nextgames.com) no later than April 21, 2022 at 4:00 p.m. EET. Such questions from shareholders, the Company's management's answers to them, and any counterproposals that have not been placed for a vote will be available on the Company's website at <https://www.nextgames.com/investors/corporate-governance/general-meetings/agm-2022> on April 26, 2022 at the latest. In connection with asking questions and making counterproposals, shareholders are required to provide adequate evidence of shareholding.

On the date of this notice to the Annual General Meeting, the total number of shares in Next Games Corporation is 30,063,795. The company holds 13,410 treasury shares, which do not provide voting rights at the Annual General Meeting.

Helsinki, April 14, 2022

## **NEXT GAMES CORPORATION**

BOARD OF DIRECTORS

## **ADDITIONAL INFORMATION**

Annina Salvén

CFO

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[agm@nextgames.com](mailto:agm@nextgames.com)

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***About Next Games***

*Next Games is the first publicly listed mobile game developer and publisher in Finland, specializing in games based on entertainment franchises, such as movies, TV series or books. The developers of the critically acclaimed The Walking Dead games redefine the way franchise entertainment transforms into highly engaging service-based mobile games. Next Games works on multiple new games based on beloved global IPs. The Company's latest game, Stranger Things: Puzzle Tales, is based on Netflix's hit 80s horror drama series.*