

Remuneration Policy for Governing Bodies Next Games Oyj

This Remuneration Policy determines the principles for rewarding Next Games Oyj's (hereinafter referred to as "Company") Board of Directors (hereinafter referred to as "Board") and CEO (hereinafter referred to as "CEO"). The principles applied to the CEO are applied to the possible Executive Vice President where applicable.

1. INTRODUCTION

The Remuneration Policy is presented for an advisory decision by the Annual General Meeting to be held on 27 May 2020. The reward policy remains in effect until the Annual General Meeting of 2024, unless the Board decides to present it for an advisory decision by the Annual General Meeting before that. Advisory decision is always required if material changes to the policy are made.

The Remuneration Policy of the governing bodies of the Company is made to ensure the long-term interests of the Company and its shareholders, and to ensure the commitment of motivated and competent governing bodies to act according to mutual objectives. In deciding the structure of remuneration for the governing bodies, the salary and the terms of the employment relationships have been taken into account to ensure that the remuneration is as fair and effective as possible.

2. DESCRIPTION OF THE DECISION-MAKING PROCESS

The Board has prepared this Remuneration Policy for presentation to the Annual General Meeting, in accordance to the recommendations of the Remuneration Committee. The Board follows the remuneration practices of the Company in accordance to this policy regularly.

The Annual General Meeting decides on the remuneration of the Board. Remuneration of the Board is based on an annual suggestion by the Company's largest shareholders, who own at least 10% of the shares. The Board decides on the CEO's remuneration and the key terms and conditions of the CEO's service relationship to the company. Conflicts of interest are prevented by ensuring that the recipients of the remuneration cannot be involved in decisions regarding their own remuneration.

As stated in the Limited Liability Companies Act, the General Meeting or the Board of the Company with the General Meeting's authorization, makes decisions on the issuance of shares, options or other special rights entitling to shares. Shares, options or other special rights entitling to shares can be given to the governing bodies of the Company as a part of remuneration. In such cases, remuneration shall always be decided by the organ that appointed the recipient.

3. DESCRIPTION OF REMUNERATION OF THE BOARD

The Annual General Meeting decides on the remuneration of the Board annually. Remuneration of the Board is based on an annual suggestion by the Company's largest shareholders, who own at least 10% of the shares, upon which the Annual General Meeting makes its decision.

The basis for the suggestion of the remuneration of the Board is to ensure that the remuneration is competitive in relation to the market, and that the remuneration corresponds to the qualification and workload of the Board work.

4. DESCRIPTION OF THE REMUNERATION OF THE CEO

A. Remuneration components and proportional shares of overall remuneration

The Board decides on the CEO's remuneration and terms and conditions applicable to the CEO's service relationship. The CEO's remuneration consists of a fixed monthly salary and fringe benefits. The fixed monthly salary takes into account the current market situation and the qualifications required by the position, and therefore attempts to be competitive. The fixed salary is assessed annually.

B. Grounds for determining any variable remuneration components

Shares, options or other special rights entitling to shares can be used for the CEO's remuneration. The Board decides on their use as a part of the CEO's remuneration.

C. Other key terms applicable to the service contract

The Board decides on other terms and conditions of the CEO's service relationship. The terms and conditions of the CEO's service relationship are defined in the written Managing Director's Agreement.

D. Terms for deferral and possible clawback of remuneration

The Board may decide on the deferral or clawback of the CEO's remuneration, if the CEO's service relationship to the Company has ended before the earnings period. In addition, the Board has the right, for a substantial reason to reduce, cancel or recover remuneration already paid if the granting thereof has involved material malfeasance that has influenced the relevant financial reporting or the reward arrangement itself.

5. REQUIREMENTS FOR TEMPORARY DEVIATION

The remuneration of the governing bodies must be conducted according to the remuneration policy presented to the Annual General Meeting. Temporary deviations from the policy are possible, if the deviation happens in order to ensure the long-term benefits of the Company. Such deviations may happen for example due to changing of the CEO, significant corporate restructuring events or strategic changes caused by significant internal or external factors. Deviations from the remuneration policy are also possible due to changes in relevant regulations, such as taxation.

In the event of a deviation, the Board decides on anything else than the remuneration of the members of the Board. In the event of a deviation, the Board presents the deviations and their grounds to the next possible General Meeting. In addition, deviations are reported as part of the remuneration report.

If any deviation from this remuneration policy is expected to persist and cannot be deemed as temporary, the Company shall prepare a new remuneration policy that will be presented to the next Annual General Meeting.