



Recommended cash offer for all shares and options in Rovio

Extended offer period: May 8, 2023 – August 7, 2023*



The Board of Directors of Rovio, represented by a quorum comprising all members of the Board of Directors, has unanimously agreed to recommend that the shareholders and the option holders of Rovio accept the offer.

*The offeror reserves the right to extend the offer period.

Marketing brochure. This is not a offer document (the "Offer Document"). The Offer Document is available at blueoffer.tenderoffer.fi/en. This marketing brochure may not be distributed, forwarded or transmitted into or in Australia, Canada, Hong Kong, Japan, New Zealand or South Africa or any other jurisdiction where prohibited by applicable law.

Cash offer in brief

Sega announced on April 17, 2023 a voluntary recommended cash offer for all the shares and options of Rovio.

Sega Europe Limited (“Sega Europe” or the “Offeror”) offers to acquire all of the issued and outstanding shares in Rovio Entertainment Corporation (the “Company” or “Rovio”) that are not held by Rovio or any of its subsidiaries (the “Shares”) and all of the issued and outstanding options under the Company’s Stock Options 2022A plan (the “Options”) (the “Offer”).

The shareholders of Rovio are offered EUR 9.25 in cash for each validly tendered Share (the “Share Offer Price”) and the option holders of Rovio are offered EUR 1.48 in cash for each validly tendered Option (the “Option Offer Price”). The total value of the Offer amounts to approximately EUR 706 million.

The Board of Directors of Rovio, represented by a quorum comprising all members of the Board of Directors, has

unanimously agreed to recommend that the shareholders and the option holders of Rovio accept the Offer.

Major shareholders in Rovio, who in aggregate hold approximately 49.1 percent of the outstanding Shares and votes in Rovio, have irrevocably undertaken to accept the Offer, subject to certain customary conditions.

The completion of the Offer is subject to the satisfaction or waiver by the Offeror of certain customary conditions on or prior to the Offeror’s announcement of the final results of the Offer, including, among others, that approvals by all necessary regulatory authorities have been received and the Offeror having achieved acceptances in respect of more than 90 percent of the Shares and votes in Rovio on a fully diluted basis.

Instructions and further information to Rovio’s shareholders and holders of stock options

When do I need to accept the Offer?

The offer period commenced on May 8, 2023. The Offeror has decided to extend the Offer Period for the Offer to expire on August 7, 2023, at 4:00 p.m. (Finnish time), unless the offer period is extended further or any extended offer period is discontinued (the “Offer Period”). Please note, however, the time period set by your account operator. Shareholders and option holders who have already tendered the Shares and/or Options they hold in Rovio in the Offer do not have to retender their Shares and/or Options or take any other action as a result of the extension of the offer period.

How do I accept the Offer?

Most Finnish account operators are expected to send a notice regarding the Offer and related instructions and an acceptance form to their customers who are registered as shareholders in the shareholders’ register of Rovio maintained by Euroclear Finland. Shareholders of Rovio who do not receive such instructions or an acceptance form from their account operator or asset manager should first contact their account operator or asset manager and can subsequently contact Danske Bank A/S, Finland Branch by sending an email to rovio-offer@danskebank.com.

Does accepting the Offer cost me anything?

There is no cost to the shareholders associated with accepting the Offer according to the terms and conditions of the Offer. However, each shareholder and option holder of Rovio is liable for any payments that, based on an agreement made with the shareholder or option holder, an account operator may charge as well as for any fees and commissions charged by account operators, custodians, custodial nominee account holders or other parties related to the release of collateral or the revoking of any other restrictions preventing the sale of the Shares or Options. Each shareholder and option holder of Rovio is liable for any fees that relate to a withdrawal of an acceptance made by the shareholder or option holder.

When will I receive payment for my Shares?

The Share Offer Price will be paid on the Clearing Day (as defined below) on or about August 17, 2023, to each shareholder of Rovio who has validly accepted, and not validly withdrawn, the Offer into the management account of the shareholder’s book-entry account. The Option Offer Price will be paid on the Clearing Day to each option holder who has validly accepted, and not validly withdrawn, the Offer into the bank account informed by the option holder of in the acceptance form. In the event of a Subsequent Offer Period (as defined below), the Offeror will in connection with the announcement thereof announce the terms of payment and settlement for Shares and Options tendered during the Subsequent Offer Period.

Where can I find more information?

Please see the Offer Document available at blueoffer.tenderoffer.fi/en. For questions regarding tendering your Shares, please contact your book-entry account operator or asset manager.

I am a holder of stock options. Where can I find more information?

The Offer may be accepted by an option holder registered during the Offer Period in the register of option holders, with the exception of Rovio and its subsidiaries. Evli Alexander Incentives Oy, which manages Rovio’s Options, will send a notification of the Offer, including instructions and the relevant acceptance form, to all such option holders. Evli will instruct all holders of Options on the acceptance of the Offer through Evli’s website. Option holders who do not receive such notification from Evli can contact Danske Bank by sending an email to: rovio-offer@danskebank.com.

The Share Offer Price

EUR 9.25

in cash for each Share validly tendered in the Offer*

EUR 706 million

the total value of the Offer approximately

* The holders of stock options will be offered a cash consideration for each stock option validly tendered, subject to any adjustments, as described in the Offer Document.

The Share Offer Price represents a premium of approximately:

63.1%

compared to the closing price of EUR 5.67 for Rovio's Share on Nasdaq Helsinki Ltd on January 19, 2023, i.e. the last day of trading prior to the announcement by a certain third party regarding its non-binding indicative proposal to acquire all issued and outstanding Shares of Rovio

19.0%

compared to the closing price of EUR 7.78 for Rovio's Share on Nasdaq Helsinki on April 14, 2023, being the last day of trading before the announcement of the Offer

55.2%

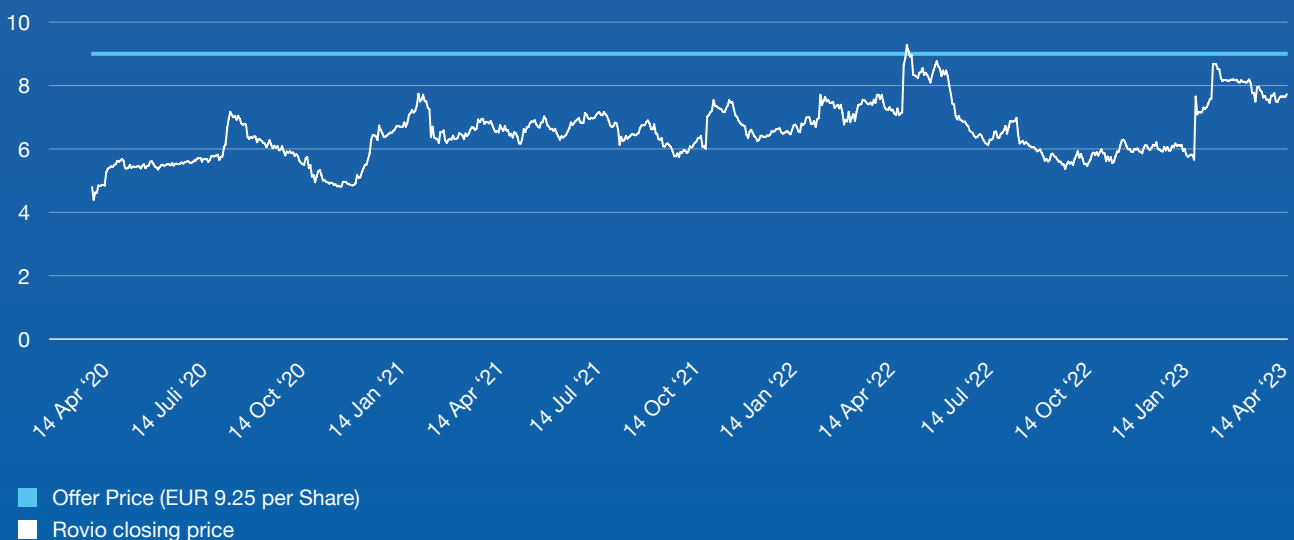
compared to the volume-weighted average trading price of EUR 5.96 for Rovio's Share on Nasdaq Helsinki during the last three-months before January 19, 2023

17.5%

compared to the volume-weighted average trading price of EUR 7.87 for Rovio's Share on Nasdaq Helsinki during the last three-months before the announcement of the Offer

Rovio closing price and Offer Price, EUR

Announcement April 17, 2023



About Sega

Sega Europe is a UK private limited company, domiciled in the United Kingdom that is directly and wholly owned by Sega Corporation (“Sega Corporation”), a corporation incorporated and existing under the laws of Japan, that, in turn, is directly and wholly owned by Sega Sammy Holdings Inc. (“SSHD”), a corporation incorporated and existing under the laws of Japan, with its shares listed on the Tokyo Stock Exchange. Sega Europe is the European distribution arm of Sega Corporation, a worldwide leader in interactive entertainment. Headquartered in Brentford, London, Sega Europe wholly owns some leading development studios, including Sports Interactive and Creative Assembly, the creators of Football Manager and Total War, respectively.

Sega Corporation engages in the planning, development, sales, and operation of consoles, PCs, and mobile games, as well as arcade equipment. Sega Corporation also plans, develops and provides

products based on characters, in the form of digital services and prizes, by utilizing expertise gained from the video game business. In the console, PC, and mobile game business, Sega Corporation develops content through its various studios in Japan and overseas and distributes them worldwide through its many marketing bases around the globe. In the arcade products business, Sega Corporation has developed many ground-breaking products that symbolized each era with innovation and creativity, such as prize machines, and medal games, in addition to various different arcade games.

In order to strengthen global development capabilities, Sega Corporation has historically acquired numerous development studios, from the UK-based Creative Assembly in 2005, to the Japan-based ATLUS. CO., LTD. (formerly, Index Corporation in 2013), and the acquired studios have all greatly expanded its scale while also releasing many new titles across the globe.

About Rovio

Rovio is a public limited liability company incorporated and existing under the laws of Finland with its shares admitted to trading on the official list of Nasdaq Helsinki. Rovio is a global mobile-first games company that creates, develops and publishes mobile games, which have been downloaded over 5 billion times.

Rovio is best known for the global Angry Birds brand, which started as a popular mobile game in 2009, and has since evolved from games to various entertainment, animations and consumer products in brand licensing. Rovio has produced The Angry Birds Movie, and its sequel.

The company offers multiple mobile games and has eight game studios – one in Espoo (Finland), one in Stockholm (Sweden), one in Copenhagen (Denmark), one in Barcelona (Spain), two in Montreal and one in Toronto (Canada). The studios also include a subsidiary in Izmir (Turkey) called Ruby Oyun ve Yazılım Danışmanlık Sanayi Ticaret Anonim Şirketi, which was acquired in 2021. Most of the employees are based in Finland where Rovio is headquartered.



Strategic Rationale

Sega Corporation aims to accelerate its growth in the global gaming market and increase its corporate value by generating synergies between Sega Corporation's existing businesses and Rovio's strengths, including its global IPs and live service-mobile game development capabilities. Sega Corporation aims to create synergies with particular focus in the following areas:

- 1.** Utilization of Rovio's distinctive know-how in live service mobile game operation and to bring Sega Corporation's current and new titles to the global mobile gaming market, where there is large potential and many users can be accessed
- 2.** Rapid expansion of both companies' fanbase by sharing know-how regarding multi-media expansion of global characters
- 3.** Support cross-platform expansion of Rovio's IP using Sega Corporation's capabilities

The completion of the Offer is not expected to have any immediate material effects on the operations, assets, the position of the management or employees, or the location of the offices of Rovio.



"Among the rapidly growing global gaming market, the mobile gaming market has especially high potential, and it has been Sega's long-term goal to accelerate its expansion in this field. I feel blessed to be able to announce such a transaction with Rovio, a company that owns "Angry Birds", which is loved across the world, and home to many skilled employees that support the company's industry leading mobile game development and operating capabilities.

Historically, as represented by the "Sonic the Hedgehog" series, Sega has released countless video game titles to various gaming platforms. I am confident that, through combination of both companies' brands, characters, fanbase, as well as corporate culture and functionality, there will be significant synergies created going forward."

Haruki Satomi
President and Group CEO, Sega Sammy Holdings



"I grew up playing Sonic the Hedgehog, captivated by its state-of-the-art design. Later, when I played Angry Birds for the first time, I knew that gaming had evolved into a true mainstream phenomenon, with the power to shape modern culture. Joining Rovio has been an honour and I am proud to have seen Angry Birds continue to grow, as we released new games, series and films. Less known but equally impressive is our industry-leading proprietary technology platform, Beacon, holding 20 years of expertise, allowing tight-knit teams to develop world-class GaaS products.

Our mission is to 'Craft Joy' and we are thrilled at the idea of using our expertise and tools to bring even more joy to our players, enhancing and expanding Rovio's and Sega's vibrant IPs. Red and Sonic: two globally recognized and iconic characters made by two remarkably complementary companies, with a worldwide reach that spans mobile, PC/console, and beyond. Combining the strengths of Rovio and Sega presents an incredibly exciting future."

Alexandre Pelletier-Normand
CEO, Rovio

Summary of the terms and conditions of the tender Offer

This marketing brochure presents a summary of certain key terms and conditions of the Offeror's Offer for Rovio shares. The terms and conditions are presented in full in the Offer Document. Please read the Offer Document carefully when deciding whether to accept the Offer. The Offer Document is available at blueoffer.tenderoffer.fi/en.

Share Offer Price and Option Offer Price

The Offer was announced by the Offeror on April 17, 2023 (the "Offer Announcement") with an offer price of EUR 9.25 in cash for each Share validly tendered in the Offer and EUR 1.48 in cash for each Option validly tendered in the Offer, subject to any adjustments as set out in the full terms and conditions of the tender offer.

Offer Period

The Offer Period for the Offer commenced on May 8, 2023, at 9:30 a.m. (Finnish time) and expires on August 7, 2023, at 4:00 p.m. (Finnish time), unless the Offer Period is extended further or any extended Offer Period discontinued as described in the full terms and conditions of the Offer.

The Offeror may extend the Offer Period (i) at any time until the Conditions to Completion (as defined below) have been fulfilled or waived, (ii) in case of any competing offer as referred to in Chapter 11, Section 17 of the Finnish Securities Market Act, and/or (iii) with a Subsequent Offer Period (as defined below) in connection with any announcement whereby the Offeror declares the Offer unconditional.

The Offeror will announce a possible extension of the Offer Period, including the duration of the extended Offer Period, which shall be at least two (2) weeks or until further notice beyond two (2) weeks, by a stock exchange release at the latest on the first (1st) Finnish banking day following the expiration of the original Offer Period. Furthermore, the Offeror will announce any possible further extension of an already extended Offer Period or an extension of a discontinued extended Offer Period at the latest on the first (1st) Finnish banking day following the expiration of an already extended Offer Period or a discontinued extended Offer Period.

The Offeror reserves the right to extend the Offer Period following any announcement whereby the Offeror declares the Offer unconditional (such extended Offer Period, the "Subsequent Offer Period"). In the event of such Subsequent Offer Period, the Subsequent Offer Period will expire on the date and at the time determined by the Offeror in such an announcement. The expiration of a Subsequent Offer Period will be announced at least two (2) weeks before the expiration of such Subsequent Offer Period. The Offeror may also extend the Subsequent Offer Period by announcing this through a stock exchange release at the latest on the first (1st) Finnish banking day following the initially expected expiration of the Subsequent Offer Period.

Conditions to Completion of the Offer

The obligation of the Offeror to complete the Offer is conditional upon the requirements set forth below and in the full terms and conditions of the tender offer (the "Conditions to Completion") being fulfilled on or by the date of the Offeror's announcement of the final result of the Offer in accordance with Chapter 11, Section 18 of the Finnish Securities Markets Act, or, to the extent permitted by applicable law, their fulfilment being waived by the Offeror:

- (1) the Offer having been validly accepted with respect to Shares representing, together with any Shares otherwise held by the Offeror prior to the announcement of the final result of the Offer, on a fully diluted basis, more than 90 percent of the Shares and voting rights of the Company as calculated in accordance with Chapter 18, Section 1 of the Finnish Companies Act allowing the Offeror to commence compulsory redemption proceedings;
- (2) the receipt of all necessary approvals, permits, consents, clearances or other actions by any competition authorities or other regulatory authorities required under any applicable competition laws or other regulatory laws in any jurisdiction for the completion of the Offer by the Offeror;
- (3) no legislation or other regulation has been issued or decision by a competent court or regulatory authority has been given that would wholly or in part prevent or postpone the completion of the Offer;
- (4) no fact or circumstance having arisen or been discovered after the announcement of the Offer that, individually or taken together with any other information, constitutes a Material Adverse Change (as defined below);
- (5) the Company not having failed to make public or disclose any information that should have been made public or disclosed by it under applicable laws, provided that, in each case, the information made public, disclosed, or the failure to disclose information, constitutes a Material Adverse Change (as defined below);

(6) the Combination Agreement has not been terminated in accordance with its terms and remains in full force and effect, and no event having occurred that would give the Offeror the right to terminate the Combination Agreement in accordance with its terms;

(7) the Board of Directors of the Company having issued its unanimous and unconditional recommendation that the shareholders and option holders of the Company accept the Offer and the recommendation remaining in full force and effect and having not been modified, cancelled or changed (excluding any technical modification or amendment of the recommendation required under applicable laws or the Helsinki Takeover Code as a result of a competing offer or otherwise so long as the recommendation to accept the Offeror's Offer is upheld); and

(8) the undertakings by Moor Holding AB, Brilliant Problems Oy, Oy Impera Ab, Adventurous Ideas Oy, Niklas Hed, and Mert Can Kurum, to accept the Offer remain in full force and effect in accordance with their terms and have not been modified, cancelled or changed.

The Offeror reserves the right to waive, to the extent permitted by applicable law and regulation, any of the Conditions to Completion that have not been fulfilled.

Acceptance Procedure for the Tender Offer

Shares

The Offer may be accepted by a shareholder registered during the Offer Period in the shareholders' register of Rovio maintained by Euroclear Finland Oy ("Euroclear Finland"), with the exception of Rovio and its subsidiaries. The Offer must be accepted separately for each book-entry account that Shares are held on. A shareholder of Rovio submitting an acceptance must have a cash account with a financial institution operating in Finland or abroad (see "– Terms of Payment and Settlement" and "Restrictions and Important Information" in the full terms and conditions of the Offer). Shareholders may only accept the Offer unconditionally and for all Shares that are held on the book-entry accounts mentioned in the acceptance form at the time of the execution of the transaction with respect to the Shares of such shareholder. Acceptances submitted and not validly withdrawn during the Offer Period are valid also until the expiration of an extended or discontinued Offer Period, if any.

Most Finnish account operators are expected to send a notice regarding the Offer and related instructions and an acceptance form to their customers who are registered as shareholders in the shareholders' register of Rovio maintained by Euroclear Finland. Shareholders of Rovio who do not receive such instructions or an acceptance form from their account operator or asset manager should first contact their account operator or asset manager and can subsequently contact Danske Bank A/S, Finland Branch ("Danske Bank") by sending an email to rovio-offer@danskebank.com, where such shareholders of Rovio can receive information on submitting their acceptance of the Offer, or, if such shareholders are U.S. residents or located within the United States, they may contact their brokers for the necessary information.

Those shareholders of Rovio whose Shares are nominee-registered and who wish to accept the Offer, must submit their acceptance in accordance with the instructions given by their custodian of the nominee-registered Shares. The Offeror will not send an acceptance form or any other documents related to the Offer to nominee-registered shareholders of Rovio.

If any Shares are pledged or otherwise subject to restrictions that prevent or limit their transferability, the acceptance of the Offer may require the consent of the pledgee or other beneficiary of such restriction. If so, acquiring this consent is the responsibility of the relevant shareholder of Rovio. Such consent must be delivered in writing to the account operator.

A shareholder of Rovio who wishes to accept the Offer must submit the properly completed and duly executed acceptance form to the account operator that manages the shareholder's book-entry account in accordance with the instructions and within the time period set by the account operator. Any acceptance must be submitted in such a manner that it will be received within the Offer Period and/or any Subsequent Offer Period taking into account, however, the instructions given by the relevant account operator. The account operator may request the receipt of acceptances prior to the expiration of the Offer Period and/or Subsequent Offer Period. Shareholders of Rovio submit acceptances at their own risk. Any acceptance will be considered as submitted only when an account operator has actually received it. The Offeror reserves the right to

reject or approve, in its sole discretion, any acceptance submitted outside the Offer Period or any Subsequent Offer Period, as applicable, or in an incorrect or incomplete manner.

A shareholder who has validly accepted the Offer in accordance with the terms and conditions of the Offer may not sell or otherwise transfer their tendered Shares. By accepting the Offer, the shareholders authorise their account operator to enter into their book-entry account a sales reservation or a restriction on the right of disposal in the manner set out in “– *Technical Completion of the Offer*” in the full terms and conditions of the Offer after the shareholder has delivered a duly executed acceptance form with respect to the Shares. Furthermore, the shareholders of Rovio that accept the Offer authorise their account operator to perform necessary entries and undertake any other measures needed for the technical execution of the Offer, and to sell all the Shares held by the shareholder of Rovio at the time of the execution of the settlement of the Offer, as set out under “– *Completion of the Offer*” below, to the Offeror in accordance with the terms and conditions of the Offer. In connection with the settlement of the Offer, the sales reservation or the restriction on the right of disposal will be removed and the Share Offer Price will be transferred to the shareholders of Rovio.

By giving an acceptance on the Offer, the shareholder authorises their depository participant to disclose the necessary personal data, the number of their book-entry account and the details of the acceptance to the parties involved in the order or the execution of the order and settlement of the Shares.

Options

The Offer may be accepted by an option holder registered during the Offer Period in the register of option holders, with the exception of Rovio and its subsidiaries. Evli Alexander Incentives Oy (“Evli”), which manages Rovio’s Options, will send a notification of the Offer, including instructions and the relevant acceptance form, to all such option holders. Evli will instruct all holders of Options on the acceptance of the Offer through Evli’s website. Option holders who do not receive such notification from Evli can contact Danske Bank by sending an email to: rovio-offer@danskebank.com.

An option holder registered during the Offer Period in the register of option holders wishing to accept the Offer shall submit a properly completed and duly executed acceptance form to Evli in accordance with its instructions and within the time limit set by Evli. The acceptance form shall be submitted so that it is received during the Offer Period or, if the Offer Period has been extended, during such extended Offer Period, however, always in accordance with the instructions of Evli. The Offeror reserves the right to reject or approve, in its sole discretion, any acceptance submitted outside the Offer Period or any Subsequent Offer Period, as applicable, or in an incorrect or incomplete manner.

The option holders may accept the Offer only in whole and regarding all of their Options. The option holders may not agree to sell only a portion of their Options.

If any Options are pledged or otherwise subject to restrictions that prevent or limit their transferability, the acceptance of the Offer may require the consent of the pledgee or other beneficiary of such restriction. If so, acquiring this consent is the responsibility of the relevant option holder of Rovio. Such consent must be delivered in writing to the account operator.

By accepting the Offer, the option holders authorise Evli to sell the Options to the Offeror in accordance with the terms and conditions of the Offer. An option holder may accept the Offer only unconditionally and in relation to all of its Options and subject to the right to withdraw the Options tendered in accordance with the terms and conditions of the Offer. The Offeror may reject any partial tender of the Options. An option holder that has validly accepted the Offer and that has not properly withdrawn its acceptance in accordance with the terms and conditions of the Offer may not sell or otherwise dispose of its tendered Options unless otherwise provided by mandatory law.

Right of Withdrawal of Acceptance

An acceptance of the Offer may be withdrawn by a shareholder or option holder of Rovio at any time before the expiration of the Offer Period until the Offeror has announced that all Conditions to Completion have been fulfilled or waived, where capable of being waived, by the Offeror, that is, the Offeror has declared the Offer unconditional. After such announcement, the Shares and Options already tendered may not be withdrawn except in the event that a third party announces a competing public offer for the Shares and Options prior to the expiration of the Offer Period (including any extended or discontinued Offer Period) and provided that the execution of the settlement of the Shares and Options as set out under “– *Completion of the Offer*” below has not yet been executed.

A valid withdrawal of an acceptance of the Offer requires that a withdrawal notification is submitted in writing to the account operator to whom the original acceptance was submitted. For nominee-registered Shares, the shareholders must request their relevant custodian to execute a withdrawal notification.

A shareholder or option holder of Rovio who withdraws their acceptance of the Offer is obligated to pay any fees that their account operator or custodian may collect for the withdrawal. In accordance with the Takeover Guidelines, if a competing offer has been announced during the Offer Period and the completion of the Offer has not taken place, the Offeror will not charge the shareholders for validly withdrawing their acceptance in such a situation, nor will Danske Bank in their capacity as arranger of the Offer.

In the event of a Subsequent Offer Period, the acceptance of the Offer will be binding and cannot be withdrawn, unless otherwise provided under mandatory law.

Completion of the Offer

The settlement of the Offer will be executed with respect to all of those Shares and Options of Rovio with respect to which the Offer has been validly tendered, and not validly withdrawn, by no later than on the eight (8th) Finnish banking day

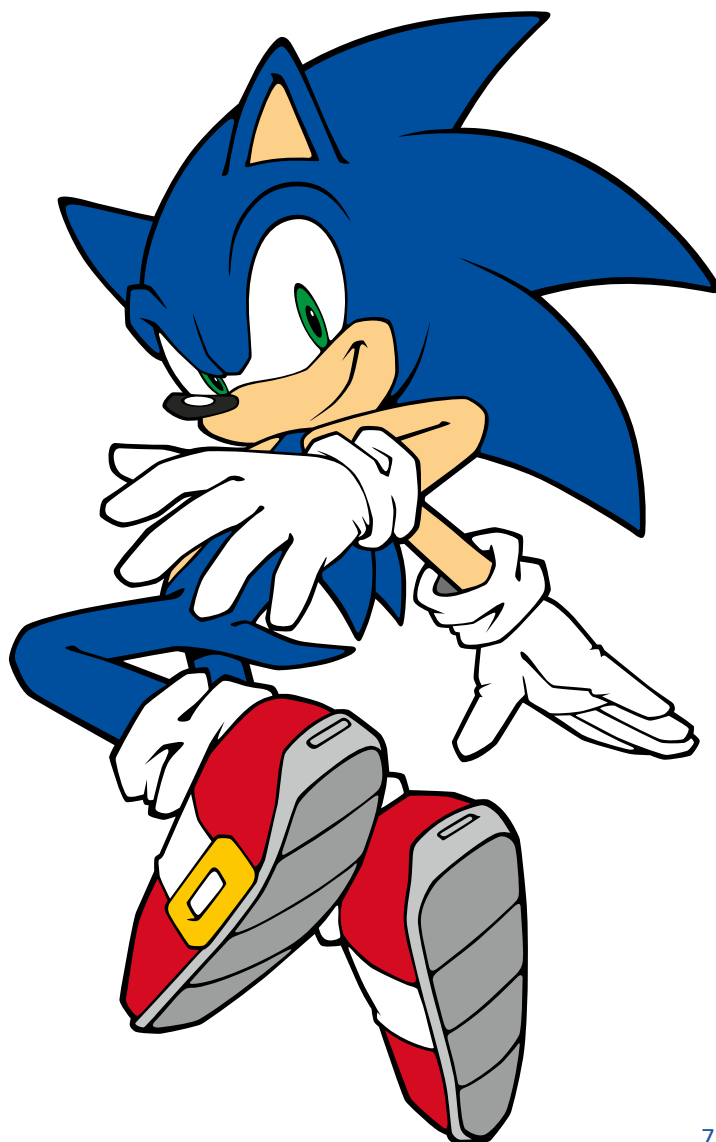
following the expiration of the Offer Period (the “*Completion Date*”), preliminarily expected to be on August 17, 2023. If possible, the settlement of the Shares will be executed on Nasdaq Helsinki, provided that such execution is allowed under the rules applied to trading on Nasdaq Helsinki. Otherwise, the settlement will be made outside Nasdaq Helsinki. The completion trades will be settled on or about the Completion Date (the “*Clearing Day*”), preliminarily expected to be on August 17, 2023.

Terms of Payment and Settlement

The Share Offer Price will be paid on the Clearing Day to each shareholder of Rovio who has validly accepted, and not validly withdrawn, the Offer into the management account of the shareholder’s book-entry account. The Option Offer Price will be paid on the Clearing Day to each option holder who has validly accepted, and not validly withdrawn, the Offer into the bank account informed by the option holder of in the acceptance form. In any case, the Share Offer Price or Option Offer Price will not be paid to any bank accounts situated in Australia, Canada, Hong Kong, Japan, New Zealand or South Africa or any other jurisdiction where the Offer is not being made (see “*Restrictions and Important Information*” in the full terms and conditions of the Offer). The actual time of receipt of the payment by an individual shareholder or option holder will in each case depend on the schedules for payment transactions between financial institutions and agreement between the individual shareholder or option holder and their respective account operator, custodian or nominee.

In the event of a Subsequent Offer Period, the Offeror will in connection with the announcement thereof announce the terms of payment and settlement for Shares and Options tendered during the Subsequent Offer Period. The settlement with respect to Shares and Options validly tendered and accepted in accordance with the terms and conditions of the Offer during the Subsequent Offer Period will, however, be executed within not more than two (2) week intervals.

The Offeror reserves the right to postpone the payment of the Share Offer Price and the Option Offer Price if payment is prevented or suspended due to a force majeure event, but will immediately effect such payment once the force majeure event preventing or suspending payment is resolved.



The full terms and conditions of the Offer as well as instructions on how to accept the Offer are included in the Offer Document, available at blueoffer.tenderoffer.fi/en

Important dates

May 8, 2023

Offer Period commenced

August 7, 2023

Extended Offer Period expires

On or about August 8, 2023

Announcement of the preliminary result of the Offer

On or about August 10, 2023

Announcement of the final result of the Offer

On or about August 17, 2023

Payment of the Share Offer Price and the Option Offer Price

Q3 of 2023

Offer is expected to be completed.

Important information

This marketing brochure may not be released or otherwise distributed, in whole or in part, directly or indirectly, in or into, Australia, Canada, Hong Kong, Japan, New Zealand or South Africa or in any other jurisdiction in which the offer would be prohibited by applicable law.

This marketing brochure is not a tender offer document and as such does not constitute an offer or invitation to make a sales offer. In particular, this marketing brochure is not an offer to sell or the solicitation of an offer to buy any securities described herein, and is not an extension of the offer, in, Australia, Canada, Hong Kong, Japan, New Zealand or South Africa. Investors shall accept the offer for the shares only on the basis of the information provided in a tender offer document. Offers will not be made directly or indirectly in any jurisdiction where either an offer or participation therein is prohibited by applicable law or where any tender offer document or registration or other requirements would apply in addition to those undertaken in Finland.

The offer is not being made directly or indirectly in any jurisdiction where prohibited by applicable law and, when published, the offer document and related acceptance forms will not and may not be distributed, forwarded or transmitted into or from any jurisdiction where prohibited by applicable laws or regulations. In particular, the offer is not being made, directly or indirectly, in or into, or by use of the postal service of, or by any means or instrumentality (including, without limitation, facsimile transmission, telex, telephone or the internet) of interstate or foreign commerce of, or any facilities of a national securities exchange of, Australia, Canada, Hong Kong, Japan, New Zealand or South Africa. The offer cannot be accepted, directly or indirectly, by any such use, means or instrumentality or from within, Australia, Canada, Hong Kong, Japan, New Zealand or South Africa and any purported acceptance of the offer resulting directly or indirectly from a violation of these restrictions will be invalid.

The Offer is made in the United States pursuant to Section 14(e) of, and Regulation 14E, under the Exchange Act, subject to the exemption provided under Rule 14d-1(d) under the Exchange Act, for a Tier II tender offer and otherwise in accordance with the disclosure and procedural requirements of Finnish law, including with respect to the Offer timetable, settlement procedures, withdrawal, waiver of conditions and timing of payments, which are different from those applicable under the tender offer procedures and laws of the United States for domestic offers.

Forward-looking statements

This marketing brochure contains statements that, to the extent they are not historical facts, constitute "forward-looking statements". Forward-looking statements include statements concerning plans, expectations, projections, objectives, targets, goals, strategies, future events, future revenues or performance, capital expenditures, financing needs, plans or intentions relating to acquisitions, competitive strengths and weaknesses, plans or goals relating to financial position, future operations and development, business strategy and the trends in the industries and the political and legal environment and other information that is not historical information. In some instances, they can be identified by the use of forward-looking terminology, including the terms "believes", "intends", "may", "will" or "should" or, in each case, their negative or variations on comparable terminology. By their very nature, forward-looking statements involve inherent risks, uncertainties and assumptions, both general and specific, and risks exist that the predictions, forecasts, projections and other forward-looking statements will not be achieved. Given these risks, uncertainties and assumptions, investors are cautioned not to place undue reliance on such forward-looking statements. Any forward-looking statements contained herein speak only as at the date of this marketing brochure.