

**THE FIRST SUPPLEMENT DOCUMENT TO SEGA EUROPE LIMITED'S OFFER DOCUMENT DATED MAY 5, 2023, RELATING TO THE CASH OFFER TO THE SHAREHOLDERS AND OPTION HOLDERS IN ROVIO ENTERTAINMENT CORPORATION**

July 4, 2023

**THE OFFER IS NOT BEING MADE DIRECTLY OR INDIRECTLY IN ANY JURISDICTION WHERE PROHIBITED BY APPLICABLE LAW AND THE OFFER DOCUMENT, RELATED ACCEPTANCE FORMS AND SUPPLEMENT DOCUMENTS ARE NOT AND MAY NOT BE DISTRIBUTED, FORWARDED OR TRANSMITTED INTO OR FROM ANY JURISDICTION WHERE PROHIBITED BY APPLICABLE LAW BY ANY MEANS WHATSOEVER INCLUDING, WITHOUT LIMITATION, MAIL, FACSIMILE TRANSMISSION, E-MAIL OR TELEPHONE. IN PARTICULAR, THE OFFER IS NOT MADE IN AND THE OFFER DOCUMENT AND THIS SUPPLEMENT DOCUMENT MUST UNDER NO CIRCUMSTANCES BE DISTRIBUTED INTO AUSTRALIA, CANADA, HONG KONG, JAPAN, NEW ZEALAND OR SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE PROHIBITED BY APPLICABLE LAW. SHAREHOLDERS AND OPTION HOLDERS IN THE UNITED STATES SHOULD ALSO REFER TO THE SECTION TITLED "INFORMATION FOR SHAREHOLDERS AND OPTION HOLDERS IN THE UNITED STATES" BELOW.**

Sega Europe Limited ("**Sega Europe**" or the "**Offeror**"), a private limited company, that is directly and wholly owned by Sega Corporation ("**Sega Corporation**"), that, in turn, is directly and wholly owned by Sega Sammy Holdings Inc. ("**SSHD**"), and Rovio Entertainment Corporation ("**Rovio**" or the "**Company**") announced on April 17, 2023 that SSHD and Rovio had entered into a combination agreement (the "**Combination Agreement**") pursuant to which the Offeror announced a voluntary recommended public offer for (i) all of the issued and outstanding shares in Rovio (the "**Shares**") and (ii) all of the issued and outstanding options under the Company's Stock Options 2022A plan (the "**Options**") (the "**Offer**"), and pursuant to which SSHD has transferred its rights and obligations to the Offeror in accordance with the terms of the Combination Agreement. On May 5, 2023, the Offeror published a tender offer document, dated May 5, 2023, concerning the Offer (the "**Offer Document**"). The offer period for the Offer commenced on May 8, 2023, at 9:30 a.m. (Finnish time).

### **Supplements to the Offer Document**

The Offeror has published a stock exchange release on June 30, 2023, concerning the extension of the offer period and updated information on the regulatory approvals. The Offeror therefore supplements the Offer Document with the following information included in this document (the "**Supplement Document**"), and by adding the Offeror's stock exchange release of June 30, 2023, as Appendix D to the Offer Document.

### ***Supplements relating to the extension of the Offer Period***

As described in the Offer Document, the completion of the Offer is, in accordance with the terms and conditions of the Offer, subject to fulfilment or waiver by the Offeror of certain customary conditions on or by the date of the Offeror's announcement of the final result of the Offer. These include, among others, the receipt of all necessary approvals, permits, consents, clearances or other actions by any competition authorities or other regulatory authorities as required under any applicable competition laws or other regulatory laws.

In case the necessary regulatory approvals, permits, clearances and consents have not been obtained by the end of the initial offer period, the Offeror may extend the offer period in order to receive the necessary regulatory approvals, permits, clearances and consents. The process for obtaining the required regulatory approvals for the completion of the Offer is progressing as planned, and the Offeror has already received necessary approvals from the United States' competition authority. However, certain competition authority approval processes are still pending and will not be completed within the initial offer period. Pending the approvals, the Offeror has decided to extend the offer period of 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 in accordance with the terms and conditions of the Offer. Consequently, the Offeror amends the following sections of the Offer Document as follows:

The fifth paragraph of the cover page shall be amended by replacing the following strikethrough passages with the passages that are underlined and set in bold:

“The offer period of the Offer will commence on May 8, 2023 at 9:30 a.m. (Finnish time) and expire on ~~July 3~~**August 7**, 2023 at 4:00 p.m. (Finnish time), unless the offer period is extended or any extended offer period is discontinued (the “**Offer Period**”). For details, please see “*Terms and Conditions of the Offer*”.

The first paragraph of the section “*Restrictions and Important Information – Certain Key Dates*” shall be amended by replacing the following strikethrough passages with the passages that are underlined and set in bold:

“The following timetable sets forth certain key dates relating to the Offer, provided that the Offer Period has not been extended **further** or discontinued in accordance with, and subject to, the terms and conditions of the Offer and applicable laws and regulations:

Announcement of the Offer .....	April 17, 2023
Offer Period commences .....	May 8, 2023
Offer Period expires .....	<del>July 3</del> <b>August 7</b> , 2023
Announcement of the preliminary result of the Offer.....	<del>On or about July 4</del> <b>August 8</b> , 2023
Announcement of the final result of the Offer .....	<del>On or about July 6</del> <b>August 10</b> , 2023
Payment of the Share Offer Price and the Option Offer Price .....	<del>13</del> <b>August 17</b> , 2023

Due to the anticipated process for obtaining the necessary regulatory approvals, permits, clearances and consents required for the completion of the Offer, the Offer is currently expected to be completed during the third quarter of 2023. In case the necessary regulatory approvals, permits, clearances and consents have not been obtained by the end of the ~~initial~~ Offer Period, the Offeror may extend the Offer Period **further** in order to receive the necessary regulatory approvals, permits, clearances and consents. The Offeror will announce, by way of stock exchange releases, any possible extension of the Offer Period as soon as practically possible as well as any other information required to be announced in accordance with applicable laws and regulations.”

The first paragraph of the section “*Terms and Conditions of the Offer – Offer Period*” shall be amended by replacing the following strikethrough passages with the passages that are underlined and set in bold:

“The offer period for the Offer commences on May 8, 2023, at 9:30 a.m. (Finnish time) and expires on ~~July 3~~**August 7**, 2023, at 4:00 p.m. (Finnish time), unless the offer period is extended or discontinued as described below (the “**Offer Period**”).”

The section “*Terms and Conditions of the Offer – Completion of the Offer*” shall be amended by replacing the following strikethrough passages with the passages that are underlined and set in bold:

“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 (8<sup>th</sup>) Finnish banking day following the expiration of the Offer Period (the “**Completion Date**”), preliminarily expected to be on ~~July 13~~**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 ~~July 13~~**August 17**, 2023.”

#### **Availability of Documents**

The Finnish language version of the Offer Document is available, and the Finnish language version of this Supplement Document is available as of July 4, 2023, at <https://blueoffer.tenderoffer.fi/pto/> and [www.danskebank.fi/rovio-offer/](http://www.danskebank.fi/rovio-offer/) and the English language translation of the Offer Document is available, and the English language translation of this Supplement Document is available as of July 4, 2023, at <https://blueoffer.tenderoffer.fi/en/pto/> and [www.danskebank.fi/rovio-offer-en/](http://www.danskebank.fi/rovio-offer-en/).

The Finnish Financial Supervisory Authority (the “**FIN-FSA**”) has approved the Finnish language version of this Supplement Document, but the FIN-FSA assumes no responsibility for the accuracy of the information presented therein.

The decision number of the approval of the FIN-FSA is FIVA/2023/1268. This is an English language translation of the Finnish language Supplement Document. In the event of any discrepancy between the Finnish and English language versions of this Supplement Document, the Finnish language version will prevail.

**The Offer is not being made, directly or indirectly, in or into Australia, Canada, Hong Kong, Japan, New Zealand or South Africa and the Offer Document and this Supplement Document and any and all materials related thereto should not be sent in or into Australia, Canada, Hong Kong, Japan, New Zealand or South Africa (including by use of, or by any means or instrumentality, for example, e-mail, post, facsimile transmission, telephone or internet, of interstate or foreign commerce, or any facilities of a national securities exchange), and the Offer cannot be accepted directly or indirectly or by any such use, means or instrumentality, in or from within Australia, Canada, Hong Kong, Japan, New Zealand or South Africa. Accordingly, copies of the Offer Document and this Supplement Document and any related materials are not being, and must not be, mailed, forwarded, transmitted or otherwise distributed or sent in or into or from Australia, Canada, Hong Kong, Japan, New Zealand or South Africa or, in their capacities as such, to custodians, trustees, agents or nominees holding Shares or Options for Australian, Canadian, Hong Kong, Japanese, New Zealander or South African persons, and persons receiving any such documents (including custodians, nominees and trustees) must not distribute, forward, mail, transmit or send them in, into or from Australia, Canada, Hong Kong, Japan, New Zealand or South Africa. Any person accepting the Offer shall be deemed to represent to the Offeror such person's compliance with these restrictions and any purported acceptance of the Offer that is a direct or indirect consequence of a breach or violation of these restrictions shall be null and void.**

#### **Information for Shareholders and Option Holders in the United States**

Shareholders and option holders of Rovio in the United States are advised that the Shares in Rovio are not listed on a U.S. securities exchange and that Rovio is not subject to the periodic reporting requirements of the U.S. Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and is not required to, and does not, file any reports with the U.S. Securities and Exchange Commission (the "**SEC**") thereunder.

The Offer will be made for the Shares and Options of Rovio, which is domiciled in Finland, and is subject to Finnish disclosure and procedural requirements. 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 (the "**Tier II Exemption**"), 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. In particular, the financial information included in the Offer Document and this Supplement Document has been prepared in accordance with applicable accounting standards in Finland, which may not be comparable to the financial statements or financial information of U.S. companies. The Offer is made to Rovio's shareholders and option holders resident in the United States on the same terms and conditions as those made to all other shareholders and option holders of Rovio to whom an offer is made. Any informational documents, including the Offer Document and this Supplement Document, are being disseminated to U.S. shareholders and option holders on a basis comparable to the method that such documents are provided to Rovio's other shareholders and option holders.

As permitted under the Tier II Exemption, the settlement of the Offer is based on the applicable Finnish law provisions, which differ from the settlement procedures customary in the United States, particularly as regards to the time when payment of the consideration is rendered. The Offer, which is subject to Finnish law, is being made to U.S. shareholders in accordance with the applicable U.S. securities laws, and applicable exemptions thereunder, in particular the Tier II Exemption. To the extent the Offer is subject to U.S. securities laws, those laws only apply to U.S. shareholders and option holders and will not give rise to claims on the part of any other person. U.S. shareholders and option holders should consider that the Share Offer Price and Option Offer Price for the Offer is being paid in EUR and that no adjustment will be made based on any changes in the exchange rate.

To the extent permissible under applicable law or regulations, the Offeror and its affiliates or its brokers and its brokers' affiliates (acting as agents for the Offeror or its affiliates, as applicable) may from time to time after the date of the Offer Document and this Supplement Document and during the pendency of the Offer, and other than pursuant to the Offer, directly or indirectly purchase or arrange to purchase Shares or any securities that are convertible into, exchangeable for or exercisable for Shares. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices, and the consideration in the Offer must be increased to match any such consideration paid outside the Offer. To the extent information about such purchases or arrangements to purchase is made public in Finland, such information will be disclosed by means of a press release or other means reasonably calculated to inform U.S. shareholders and option holders of Rovio of such information. In addition, the financial advisers to the Offeror may

also engage in ordinary course trading activities in securities of Rovio, which may include purchases or arrangements to purchase such securities. To the extent required in Finland, any information about such purchases will be made public in Finland in the manner required by Finnish law.

Neither the SEC nor any U.S. state securities commission has approved or disapproved the Offer, passed upon the merits or fairness of the Offer, or passed any comment upon the adequacy, accuracy or completeness of the disclosure in relation to the Offer. Any representation to the contrary is a criminal offence in the United States.

The receipt of cash pursuant to the Offer by a U.S. holder of Shares or Options may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other, tax laws. Each holder of Shares or Options is urged to consult its independent professional advisers immediately regarding the tax and other consequences of accepting the Offer.

To the extent the Offer is subject to U.S. securities laws, those laws only apply to U.S. holders of Shares or Options, and will not give rise to claims on the part of any other person. It may be difficult for Rovio's shareholders or option holders to enforce their rights and any claims they may have arising under the U.S. federal securities laws, since the Offeror and Rovio are located in a non-U.S. jurisdiction and some or all of their respective officers and directors may be residents of non-U.S. jurisdictions. Rovio's shareholders or option holders may not be able to sue the Offeror or Rovio or their respective officers or directors in a non-U.S. court for violations of the U.S. federal securities laws. It may be difficult to compel the Offeror and Rovio and their respective affiliates to subject themselves to a U.S. court's judgment.

NEITHER THE SEC NOR ANY U.S. STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE OFFER, PASSED ANY COMMENTS UPON THE MERITS OR FAIRNESS OF THE OFFER, PASSED ANY COMMENT UPON THE ADEQUACY OR COMPLETENESS OF THE OFFER DOCUMENT OR PASSED ANY COMMENT ON WHETHER THE CONTENT IN THE OFFER DOCUMENT OR IN THIS SUPPLEMENT DOCUMENT IS CORRECT OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

### **Forward-looking Statements**

This Supplement Document 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 the Supplement Document and the Offeror undertakes no obligation to update or revise any forward-looking statements.

**APPENDIX D – SEGA EUROPE LIMITED’S STOCK EXCHANGE RELEASE OF JUNE 30, 2023**

## **Sega Europe Limited extends the offer period for the recommended cash offer for all the shares and options in Rovio Entertainment Corporation**

SEGA EUROPE LIMITED / ROVIO ENTERTAINMENT CORPORATION

June 30, 2023, at 6:30 p.m. EEST

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, 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. SHAREHOLDERS AND OPTION HOLDERS IN THE UNITED STATES SHOULD ALSO REFER TO THE SECTION TITLED “INFORMATION FOR SHAREHOLDERS AND OPTION HOLDERS OF ROVIO IN THE UNITED STATES” AT THE END OF THIS RELEASE.

### **Sega Europe Limited extends the offer period for the recommended cash offer for all the shares and options in Rovio Entertainment Corporation**

Sega Europe Limited (“**Sega Europe**” or the “**Offeror**”), a private limited company incorporated and existing under the laws of England and Wales, 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, has on May 8, 2023, commenced a voluntary recommended cash offer to acquire all of the issued and outstanding shares in Rovio Entertainment Corporation (“**Rovio**” or the “**Company**”) that are not held by Rovio or any of its subsidiaries (“**Shares**”) and all of the issued and outstanding options under the Company’s Stock Options 2022A plan (“**Options**”) (the “**Offer**”). The Offeror has on May 5, 2023 published the offer document concerning the Offer. The offer period for the Offer commenced on May 8, 2023, at 9:30 a.m. (Finnish time) and its initial expiry date is July 3, 2023, at 4:00 p.m. (Finnish time).

As set out in the terms and conditions of the Offer, one of the conditions to completion concerns the receipt of necessary approvals by any competition authorities or other regulatory authorities. The process for obtaining the required regulatory approvals for the completion of the Offer is progressing as planned, and the Offeror has already received necessary approvals from the United States’ competition authority. However, certain competition authority approval processes are still pending and will not be completed within the initial offer period. Pending the approvals, 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 in accordance with, and subject to, the terms and conditions of the Offer and applicable laws and regulations.

The Offeror will announce an update in respect of the competition authority approvals once they have been received. The Offer is still expected to be completed during the third quarter of 2023.

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.

#### **Investor and Media enquiries:**

##### **Rovio**

##### **For investors:**

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Information about the Offer is made available at <https://blueoffer.tenderoffer.fi/en>.

**ABOUT THE OFFEROR AND SEGA CORPORATION**

Sega Europe is a UK private limited company, domiciled in the United Kingdom with its registered address at 27 Great West Rd, Brentford TW8 9BW, Middlesex, United Kingdom, that is directly and wholly owned by Sega Corporation. 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 in 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 Ltd (“**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.

## **IMPORTANT INFORMATION**

THIS RELEASE 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 RELEASE IS NOT A TENDER OFFER DOCUMENT AND AS SUCH DOES NOT CONSTITUTE AN OFFER OR INVITATION TO MAKE A SALES OFFER. IN PARTICULAR, THIS RELEASE 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.

THIS STOCK EXCHANGE RELEASE HAS BEEN PREPARED IN COMPLIANCE WITH FINNISH LAW, THE RULES OF NASDAQ HELSINKI AND THE HELSINKI TAKEOVER CODE AND THE INFORMATION DISCLOSED MAY NOT BE THE SAME AS THAT WHICH WOULD HAVE BEEN DISCLOSED IF THIS RELEASE HAD BEEN PREPARED IN ACCORDANCE WITH THE LAWS OF JURISDICTIONS OUTSIDE OF FINLAND.

### **Information for shareholders and option holders of Rovio in the United States**

Shareholders and option holders of Rovio in the United States are advised that the Shares are not listed on a U.S. securities exchange and that Rovio is not subject to the periodic reporting requirements of the U.S. Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and is not required to, and does not, file any reports with the U.S. Securities and Exchange Commission (the “**SEC**”) thereunder.

The Offer is made for the Shares and Options of Rovio, which is domiciled in Finland, and is subject to Finnish disclosure and procedural requirements. The Offer is expected to be 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. In particular, the financial information included in this announcement has been prepared in accordance with applicable accounting standards in Finland, which may not be comparable to the financial statements or financial information of U.S. companies. The Offer is made to Rovio’s shareholders and option holders resident in the United



States on the same terms and conditions as those made to all other shareholders and option holders of Rovio to whom an offer is made. Any informational documents, including this announcement, are being disseminated to U.S. shareholders and option holders on a basis comparable to the method that such documents are provided to Rovio's other shareholders and option holders.

To the extent permissible under applicable law or regulations, the Offeror and its affiliates or its brokers and its brokers' affiliates (acting as agents for the Offeror or its affiliates, as applicable) may from time to time after the date of this stock exchange release and during the pendency of the Offer, and other than pursuant to the Offer, directly or indirectly purchase or arrange to purchase Shares or any securities that are convertible into, exchangeable for or exercisable for Shares. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices, and the consideration in the Offer must be increased to match any such consideration paid outside the Offer. To the extent information about such purchases or arrangements to purchase is made public in Finland, such information will be disclosed by means of a press release or other means reasonably calculated to inform U.S. shareholders and option holders of Rovio of such information. In addition, the financial advisers to the Offeror may also engage in ordinary course trading activities in securities of Rovio, which may include purchases or arrangements to purchase such securities. To the extent required in Finland, any information about such purchases will be made public in Finland in the manner required by Finnish law.

Neither the SEC nor any U.S. state securities commission has approved or disapproved the Offer, passed upon the merits or fairness of the Offer, or passed any comment upon the adequacy, accuracy or completeness of the disclosure in relation to the Offer. Any representation to the contrary is a criminal offence in the United States.

The receipt of cash pursuant to the Offer by a U.S. holder of Shares or Options may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other, tax laws. Each holder of Shares or Options is urged to consult its independent professional advisers immediately regarding the tax and other consequences of accepting the Offer.

To the extent the Offer is subject to U.S. securities laws, those laws only apply to U.S. holders of Shares or Options, and will not give rise to claims on the part of any other person. It may be difficult for Rovio's shareholders or option holders to enforce their rights and any claims they may have arising under the U.S. federal securities laws, since the Offeror and Rovio are located in non-U.S. jurisdictions and some or all of their respective officers and directors may be residents of non-U.S. jurisdictions. Rovio's shareholders or option holders may not be able to sue the Offeror or Rovio or their respective officers or directors in a non-U.S. court for violations of the U.S. federal securities laws. It may be difficult to compel the Offeror and Rovio or their respective affiliates to subject themselves to a U.S. court's judgment.

### **Forward-looking statements**

This stock exchange release 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 stock exchange release.

### **Disclaimer**

BofA Securities Japan Co., Ltd, a subsidiary of Bank of America Corporation, is acting exclusively for Sega and no one else in connection with the Offer and the matters set out in this release and will not be responsible to anyone other than

Sega for providing the protections afforded to its clients or for providing advice in relation to the Offer or any matter or arrangement referred to in this release.

Danske Bank A/S is authorised under Danish banking law. It is subject to supervision by the Danish Financial Supervisory Authority. Danske Bank A/S is a private, limited liability company incorporated in Denmark with its head office in Copenhagen where it is registered in the Danish Commercial Register under number 61126228.

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