

August 30, 2023

Dear all,

Name of the Company: SEGA SAMMY HOLDINGS, INC.  
Name of Representative: Haruki Satomi  
President and Group CEO,  
Representative Director

(Code No. 6460 / Tokyo Stock Exchange Prime)

Inquiries to: Makoto Takahashi  
Executive Vice President, Executive  
Officer, Managing Director of Corporate  
Planning Division  
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## **Final Result of the Subsequent Offer Period of SEGA Europe Limited's Offer for all the shares in Rovio Entertainment Oyj**

As announced in our previous release on April 17, 2023, "SEGA to Acquire Rovio Entertainment Oyj ~ Global Expansion of the Consumer Business through Enhancement of Mobile Gaming Capabilities", SEGA Europe Limited. (the "Offeror"), a group company of SEGA SAMMY HOLDINGS, INC. (the "Company") has on May 8, 2023, commenced a voluntary recommended cash offer to acquire all of the issued and outstanding shares in Rovio Entertainment Oyj ("Rovio") that are not held by Rovio or any of its subsidiaries ("Shares") and all of the issued and outstanding options under the Rovio's Stock Options 2022A plan ("Options") (the "Offer"). The offer period for the Offer (the "Original Offer Period") commenced on May 8, 2023, at 9:30 a.m. (Finnish time, hereinafter "EET") and expired on August 7, 2023, at 4:00 p.m. (EET). On August 11, 2023 at 9:30 a.m. (EET), the Offeror has commenced a subsequent offer period (the "Subsequent Offer Period") in accordance with the terms and conditions of the Offer, which expired on August 25, 2023 at 4:00 p.m. (EET).

### **1. Final Result of the Subsequent Offer Period**

Based on the final result of the Subsequent Offer Period, the 1,030,171 Shares tendered during the Subsequent Offer Period represent approximately 1.4 percent of all issued and outstanding Shares and votes in Rovio. Together with the Shares validly tendered during the Original Offer Period the Shares validly tendered during the Subsequent Offer Period represent approximately 97.7 percent of the Shares and votes in Rovio.

### **2. Going Forward**

The offer consideration will be paid on or about September 6, 2023 to each shareholder who has validly accepted the Offer during the Subsequent Offer Period in accordance with the terms and conditions of Offer. The offer consideration will be paid in accordance with the payment procedures described in the terms and conditions of the Offer. The actual time of receipt of the payment by an individual shareholder will in each case depend on the schedules for payment transactions between financial institutions and agreements between the individual shareholder and their respective account operator, custodian or nominee.

As communicated earlier, it is the Offeror's intention is to acquire all Shares in Rovio and to apply for the Shares in Rovio to be delisted from Nasdaq Helsinki Ltd ("Nasdaq Helsinki") as soon as permitted and reasonably practicable under the applicable laws and regulations and the rules of Nasdaq Helsinki. The Offeror will initiate compulsory redemption proceedings as soon as possible to acquire the remaining Shares in accordance with the Finnish Companies Act.

The Offeror and its parent companies have reserved the right to acquire Shares in Rovio on or after the date of this release in public trading on Nasdaq Helsinki or otherwise to the extent permitted by applicable laws and regulations.

### 3. Important Information

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO, AUSTRALIA, HONG KONG, NEW ZEALAND OR SOUTH AFRICA OR IN ANY OTHER JURISDICTION IN WHICH THE TENDER 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.

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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 TENDER OFFER, IN, AUSTRALIA, HONG KONG, JAPAN, NEW ZEALAND OR SOUTH AFRICA. INVESTORS SHALL ACCEPT THE TENDER 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.

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THIS RELEASE HAS BEEN PREPARED IN COMPLIANCE WITH JAPANESE AND 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 ANNOUNCEMENT HAD BEEN PREPARED IN ACCORDANCE WITH THE LAWS OF JURISDICTIONS OUTSIDE OF FINLAND AND JAPAN.

#### **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 Tender 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 Tender 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 Tender 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 Tender 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 Tender Offer, and other than pursuant to the Tender 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 Tender Offer, passed upon the merits or fairness of the Tender Offer, or passed any comment upon the adequacy, accuracy or completeness of the disclosure in relation to the Tender Offer. Any representation to the contrary is a criminal offence in the United States.

The receipt of cash pursuant to the Tender 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 Tender Offer.

To the extent the Tender 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 and their respective affiliates to subject themselves to a U.S. court's judgment.

#### **Forward-looking statements disclaimer**

This 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 release.