

## CONVENING NOTICE

### EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF FUNCOM N.V.

Badhoevedorp, 18 December 2017.

To all shareholders of Funcom N.V., Katwijk, the Netherlands and all others entitled to attend the general meeting.

The Board of Supervisory Directors (*Raad van Commissarissen*) herewith cordially invites you to attend an Extraordinary General Meeting of Shareholders of Funcom N.V. (the “Meeting”). The Meeting will be held on 30 January 2018 at Funcom N.V.’s registered address:

Prins Mauritslaan 37 - 39, 1171LP Badhoevedorp, the Netherlands. The Meeting will commence at 11.00 CET.

For purpose of the Meeting, with respect to shares in the capital of Funcom N.V., the persons who will be considered as entitled to attend and/or speak at and/or exercise their voting rights at the Meeting, are those persons who on 2 January 2018 possess these rights and are registered in one of the following registers:

- (a) with regard to holders of registered shares in Funcom N.V.: the register of shareholders maintained at Funcom N.V.’s registered address; and
- (b) with regard to holders of depositary ownership in shares in Funcom N.V.: the Norwegian Central Securities Depository (the “VPS”).

All shareholders in Funcom N.V. registered with the VPS (being holders of depositary ownership in the relevant shares), should notify our VPS registrar, DNB Bank ASA, should they wish to attend and/or wish to exercise their voting rights at the Meeting. A proxy with voting instructions addressed to DNB Bank ASA will be published with this convening notice at Funcom N.V.’s website ([www.funcom.com](http://www.funcom.com)) and on the website of the Oslo Stock Exchange ([www.oslobors.no](http://www.oslobors.no)). This proxy can also be obtained from DNB Bank ASA.

All holders of registered shares in Funcom N.V. who wish to exercise their voting rights by proxy can use the proxy with voting instructions addressed to Funcom N.V., that will be published with this convening notice at Funcom N.V.’s website ([www.funcom.com](http://www.funcom.com)) and on the website of the Oslo Stock Exchange ([www.oslobors.no](http://www.oslobors.no)). This proxy can also be obtained from Funcom N.V.

All (proxies for) holders of registered shares in Funcom N.V. and (proxies for) holders of depositary ownership in shares in Funcom N.V. wishing to attend the Meeting, should be able to identify themselves at the Meeting by means of valid passport or driver’s license.

On the date first written above Funcom N.V. has 289,652,610 shares outstanding representing an equal number of voting rights.

The following issues will be brought to the attention of the Meeting and put to a vote:

1. Opening. (discussion)
2. Proposal to designate (*aanwijzen*), pursuant to Section 4.9 and 4.1 of Funcom N.V.'s articles of association, the Board of Supervisory Directors as body (*orgaan*) of Funcom N.V. authorized to issue up to a maximum of 22,300,000 (twenty-two million three hundred thousand million) shares (*aandelen*) in the capital of Funcom N.V., specifically including the authority to issue rights to acquire shares (*rechten tot het nemen van aandelen*) in the capital of Funcom N.V., and to determine the terms and conditions of each and any such issuance(s), which proposed designation of the Board of Supervisory Directors shall be valid from the date of the Meeting until the first ordinary general meeting of shareholders of Funcom N.V. to be held in the year 2018. This proposed designation of the Board of Supervisory Directors shall furthermore be in addition to – expand – the authority granted to the Board of Supervisory Directors in the Annual General Meeting of Shareholders of Funcom N.V. of 27 June 2017. This proposed designation may at all times be revoked by the general meeting of Funcom N.V. The general meeting of Funcom N.V. furthermore remains authorized to (i) resolve on any issuance of shares (*aandelen*) and/or rights to acquire shares (*rechten tot het nemen van aandelen*) during the period of this proposed designation of the Board of Supervisory Directors and (ii) to designate (*aanwijzen*), pursuant to Section 4.9 and 4.1 of Funcom N.V.'s articles of association, the Board of Supervisory Directors as body (*orgaan*) of Funcom N.V. authorized to issue shares (*aandelen*) in the capital of Funcom N.V., specifically including the authority to issue rights to acquire shares (*rechten tot het nemen van aandelen*) in the capital of Funcom N.V. (vote)
3. Proposal to designate, pursuant to Section 4.3 of Funcom N.V.'s articles of association, the Board of Supervisory Directors as body of Funcom N.V. authorized to limit or exclude the pre-emptive rights (*voorkeursrecht*) of the shareholders of Funcom N.V. in relation to each and every issuance of shares, or granting of rights to acquire shares, in the capital of Funcom N.V., referred to under agenda item 2 above. This proposed designation of the Board of Supervisory Directors shall be valid from the date of the Meeting until the first ordinary general meeting of shareholders of Funcom N.V. to be held in the year 2018. This proposed designation of the Board of Supervisory Directors shall also be in addition to – expand – the authority granted to the Board of Supervisory Directors in the Annual General Meeting of Shareholders of Funcom N.V. of 27 June 2017. The general meeting of Funcom N.V. furthermore remains authorized to (i) resolve on any limitation or exclusion of pre-emptive rights (*voorkeursrecht*) during the period of this proposed designation of the Board of Supervisory Directors and (ii) to designate, pursuant to Section 4.3 of Funcom N.V.'s articles of association, the Board of Supervisory Directors as body of Funcom N.V. authorized to limit or exclude the pre-emptive rights (*voorkeursrecht*) of the shareholders of Funcom N.V. in relation to issuances of shares, or granting of rights to acquire shares, in the capital of Funcom N.V. (vote)
4. Proposal to designate (*aanwijzen*), pursuant to Section 4.9 and 4.1 of Funcom N.V.'s articles of association, the Board of Supervisory Directors as body (*orgaan*) of Funcom N.V. authorized to issue up to a maximum of 34,000,000 (thirty-four million) shares (*aandelen*) in the capital of Funcom N.V., specifically including the authority to issue rights to acquire shares (*rechten tot het nemen van aandelen*) in the capital of Funcom N.V., and to determine the terms and conditions of each and any such issuance(s), which

proposed designation of the Board of Supervisory Directors shall be valid from the date of the Meeting until the first ordinary general meeting of shareholders of Funcom N.V. to be held in the year 2018. This proposed designation of the Board of Supervisory Directors shall furthermore be in addition to – expand – the authority granted to the Board of Supervisory Directors in the Annual General Meeting of Shareholders of Funcom N.V. of 27 June 2017. This proposed designation may at all times be revoked by the general meeting of Funcom N.V. The general meeting of Funcom N.V. furthermore remains authorized to (i) resolve on any issuance of shares (*aandelen*) and/or rights to acquire shares (*rechten tot het nemen van aandelen*) during the period of this proposed designation of the Board of Supervisory Directors and (ii) to designate (*aanwijzen*), pursuant to Section 4.9 and 4.1 of Funcom N.V.’s articles of association, the Board of Supervisory Directors as body (*orgaan*) of Funcom N.V. authorized to issue shares (*aandelen*) in the capital of Funcom N.V., specifically including the authority to issue rights to acquire shares (*rechten tot het nemen van aandelen*) in the capital of Funcom N.V. (vote)

5. Proposal to designate, pursuant to Section 4.3 of Funcom N.V.’s articles of association, the Board of Supervisory Directors as body of Funcom N.V. authorized to limit or exclude the pre-emptive rights (*voorkeursrecht*) of the shareholders of Funcom N.V. in relation to each and every issuance of shares, or granting of rights to acquire shares, in the capital of Funcom N.V., referred to under agenda item 4 above. This proposed designation of the Board of Supervisory Directors shall be valid from the date of the Meeting until the first ordinary general meeting of shareholders of Funcom N.V. to be held in the year 2018. This proposed designation of the Board of Supervisory Directors shall also be in addition to – expand – the authority granted to the Board of Supervisory Directors in the Annual General Meeting of Shareholders of Funcom N.V. of 27 June 2017. The general meeting of Funcom N.V. furthermore remains authorized to (i) resolve on any limitation or exclusion of pre-emptive rights (*voorkeursrecht*) during the period of this proposed designation of the Board of Supervisory Directors and (ii) to designate, pursuant to Section 4.3 of Funcom N.V.’s articles of association, the Board of Supervisory Directors as body of Funcom N.V. authorized to limit or exclude the pre-emptive rights (*voorkeursrecht*) of the shareholders of Funcom N.V. in relation to issuances of shares, or granting of rights to acquire shares, in the capital of Funcom N.V. (vote)
6. Proposal to amend the articles of association of Funcom N.V. pursuant to a proposal from the Board of Supervisory Directors to that end. The draft text of the amendment to the articles of association is available for inspection at Prins Mauritslaan 37 - 39, 1171LP Badhoevedorp, the Netherlands, at the website of Oslo Børs ([www.oslobors.no](http://www.oslobors.no)) and at Funcom N.V.’s website ([www.funcom.com](http://www.funcom.com)), as of the date hereof. The proposal includes authorizing (*machtiging verlenen*) the persons employed at the office of Caminada Notarissen, Civil Law Notaries, in Rijswijk (South Holland), the Netherlands to cause the notarial instrument of amendment of the articles of association of Funcom N.V. to be executed, to make the necessary filings with the Trade Register in relation thereto and to do and perform any and all such other acts as he or she may deem appropriate. (vote)
7. Closing. (discussion)

Board of Supervisory Directors

This convening notice (including the agenda for the Meeting), with the explanatory notes in relation thereto, the proxies and the supporting information – such as the draft of the amendment of the articles of association of Funcom N.V. – are available on Funcom N.V.’s website ([www.funcom.com](http://www.funcom.com)), at the website of Oslo Børs ([www.oslobors.no](http://www.oslobors.no)) and at Funcom N.V.’s registered address, Prins Mauritslaan 37 - 39, 1171LP, the Netherlands.