

CONVENING NOTICE

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF FUNCOM N.V.

Badhoevedorp, 12 May 2017.

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

The Board of Managing Directors (*Bestuur*) herewith cordially invites you to attend the Annual General Meeting of Shareholders of Funcom N.V. (the “Meeting”). The Meeting will be held on 27 June 2017 at Funcom N.V.’s registered address:

Keplerstraat 34, 1171 CD Badhoevedorp, the Netherlands. The Meeting will commence at 11.00 CET local time.

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 30 May 2017 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 is published with this convening notice at Funcom N.V.’s website (www.funcom.com) and on the website of the Oslo Stock Exchange (www.oslobors.no). This proxy can also be obtained from DNB Bank ASA by sending a request to that end to vote@dnb.no.

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 is published with this convening notice at Funcom N.V.’s website (www.funcom.com) and on the website of the Oslo Stock Exchange (www.oslobors.no). This proxy can also be obtained from Funcom N.V. by sending a request to that end to investor@funcom.com.

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 drivers license.

On the date first written above Funcom N.V. has 288,706,641 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. Report from the Board of Managing Directors in relation to the financial year ended 31 December 2016, including compliance with the Dutch Corporate Governance Code and the Norwegian Code of Practice for Corporate Governance. (discussion)
3. Report from the Board of Supervisory Directors in relation to the financial year ended 31 December 2016. (discussion)
4. Relevant information before adoption of annual accounts of Funcom N.V. for the financial year ended 31 December 2016 (discussion)
5. Proposal to adopt the annual accounts of Funcom N.V. for the financial year ended 31 December 2016. The annual accounts and annual report, as well as the relevant miscellaneous information referenced under Article 392, Book 2 of the Dutch Civil Code, are available for inspection at Keplerstraat 34, 1171 CD Badhoevedorp, the Netherlands and at Funcom N.V.'s website (www.funcom.com), as of 20 April 2017. (vote)
6. Proposal to appropriate the result in relation to the financial year ended 31 December 2016 in accordance with the proposal from the Board of Supervisory Directors, as included in the annual accounts of Funcom N.V. for the financial year ended 31 December 2016. (vote)
7. Proposal to release the Managing Directors from liability for their activities in relation to the financial year ended 31 December 2016. (vote)
8. Proposal to release the Supervisory Directors from liability for their activities in relation to the financial year ended 31 December 2016. (vote)
9. Proposal to approve that (i) the 2017 annual accounts of Funcom N.V. and (ii) the 2017 report of the Board of Managing Directors may be drawn up in the English language. (vote)
10. Proposal to appoint the Dutch accounting firm BDO Audit & Assurance B.V. as Funcom N.V.'s auditors, effective as of the date of this Meeting. The term of this appointment shall expire at the end of the Annual General Meeting of Funcom N.V. to be held in the year 2018. (vote)
11. 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 25,000,000 (twenty-five 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 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)
12. 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 11 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 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 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)

13. Proposal to determine the compensation of the Chairman of the Supervisory Board for his activities as Supervisory Director over the 2018 financial year. The proposal is to fix the compensation at EUR 31,000 (thirty-one thousand Euro) per annum. (vote)
14. Proposal to determine the compensation of each Supervisory Director – other than the Chairman of the Supervisory Directors – for their activities as Supervisory Directors over the 2018 financial year. The proposal is to fix the compensation at EUR 21,000 (twenty-one thousand Euro) per annum. (vote)
15. Proposal to approve the issuance of 225,000 (two hundred twenty-five thousand) rights to acquire (an equal number of) (depository ownership in) shares in Funcom N.V. to the Chairman of the Supervisory Board as part of his compensation as Supervisory Director over the 2017 financial year. The allocation and exercise of the rights to acquire shares (*options*) shall be subject to the relevant general terms and the exercise price of the options will be the average volume-weighted share price on the Oslo Stock Exchange for the five trading days preceding and the five trading days following the date of the grant of the aforementioned rights. (vote)
16. Proposal to approve the issuance of 150,000 (one hundred fifty thousand) rights to acquire (an equal number of) (depository ownership in) shares in Funcom N.V. to each Supervisory Director – other than the Chairman of the Supervisory Directors – as part of their compensation as Supervisory Directors over the 2017 financial year. The allocation and exercise of the rights to acquire shares (*options*) shall be subject to the relevant general terms and the exercise price of the options will be the average volume-weighted share price on the Oslo Stock Exchange for the five trading days preceding and the five trading days following the date of the grant of the aforementioned rights. (vote)
17. Proposal to allocate to Mr. Rui Manuel Monteiro Casais 400,000 (four hundred thousand) rights to acquire (an equal number of) (depository ownership in) shares in Funcom N.V. as part of his compensation as Managing Director for the 2017 financial year pursuant to a proposal from the Board of Supervisory Directors to that end. The allocation and exercise of the rights to acquire shares (*options*) shall be subject to the relevant general terms and the exercise price of the options will be the average volume-weighted share price on the Oslo Stock Exchange for the five trading days preceding and the five trading days following the date of the grant of the aforementioned rights. (vote)
18. Proposal to allocate to Mr. Christian Olsthoorn 87,500 (eighty-seven thousand five hundred) rights to acquire (an equal number of) (depository ownership in) shares in Funcom N.V. as part of his compensation as Managing Director for the 2017 financial year pursuant to a proposal from the Board of Supervisory Directors to that end (being in addition to those granted per his appointment). The allocation and exercise of the rights to

acquire shares (*options*) shall be subject to the relevant general terms and the exercise price of the options will be the average volume-weighted share price on the Oslo Stock Exchange for the five trading days preceding and the five trading days following the date of the grant of the aforementioned rights. (vote)

19. Closing. (discussion)

The Board of Managing Directors

This convening notice (including the agenda for the Meeting), with the explanatory notes in relation thereto, the proxies, the annual accounts and other supporting information are available on Funcom N.V.'s website (www.funcom.com), at the website of Oslo Børs (www.oslobors.no) and at Funcom N.V.'s registered address, Keplerstraat 34, 1171 CD Badhoevedorp, the Netherlands.