

## CONVENING NOTICE

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

Badhoevedorp, 3 August 2018.

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 14 September 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 17 August 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 75,579,168 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, effective as of the date of the Meeting, appoint Mrs. Susana Meza Graham as new member of the Board of Supervisory Directors, pursuant to a proposal from the Board of Supervisory Directors to that end. The term of appointment of the new Supervisory Director (*commissaris*) shall expire at the end of the first ordinary general meeting of shareholders which is held after two full calendar years have elapsed since 14 September 2018. Mrs. Meza Graham is a Swedish citizen and was born on 6 August 1976 and lives in Stockholm, Sweden. Mrs. Meza Graham has a background as Marketing and PR Manager at Paradox Interactive AB (2004-2005), Marketing and PR Director at Paradox Interactive AB (2006), Director Marketing & PR at Paradox Interactive AB and GamersGate AB (2007-2009), Executive Vice President Publishing at Paradox Interactive AB (2009-2011), Chief Marketing Officer at Paradox Interactive AB (2011-2014), Board Member at Association of Swedish Game Developers (2014-2017), the trade association for Swedish Game Developers. As a board member she worked together with the rest of the elected board to create a good environment for successful development of great games in Sweden, in the short- and long term. Mrs. Meza Graham acted furthermore as Chief Operating Officer at Paradox Interactive AB (2014-2018), where she led the company as part of the management team and helped set the strategic direction, vision and goals of Paradox. She was responsible for everything related to the People of Paradox including leadership development and company culture as well as performed the corporate communication and messaging pre- and post IPO. Mrs. Meza Graham is currently a member of the Advisory Board at The AbleGamers Charity (since 2016), an organization aimed at making sure everyone can game, where she supports the management based on needs. She also is a Senior Advisor & Brand Ambassador at Paradox Interactive AB (since June 2018). Mrs. Meza Graham holds a Bachelor degree from the Stockholm University focused on International management and marketing. The Board of Supervisory Directors is of the opinion that Mrs. Meza Graham's business knowledge in the gaming industry and vast experience as PR executive will be very valuable in advising Funcom N.V. and making strategic decisions concerning Funcom N.V. going forward. Mrs. Meza Graham does not serve as Supervisory Director for any other (Dutch) company. Mrs. Meza Graham holds, via her controlled company Advenimus AB, 5,000 (depository ownership in) shares (*aandelen*) Funcom N.V. Mrs. Meza Graham currently holds no options in Funcom N.V. (vote)
3. Proposal to determine the compensation of Mrs. Susana Meza Graham for her activities as Supervisory Director, for the (remaining period of the) 2018 financial year. The proposal is to fix her gross pro-rata compensation at EUR 21,000 (twenty-one thousand Euro) per annum. (vote)
4. Proposal to approve the issuance of 38,000 (thirty-eight thousand) rights to acquire (an equal number of) (depository ownership in) shares in Funcom N.V. to Mrs. Susana Meza Graham as part of her compensation as Supervisory Directors over the 2018 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)
5. Proposal to set the number of Supervisory Directors at 6 (six). (vote)

6. 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.