

**PROXY FOR HOLDERS OF DEPOSITARY OWNERSHIP IN SHARES (REGISTERED WITH VPS)**

**Proxy for the Extraordinary General Meeting of Shareholders of Funcom N.V.  
to be held on 14 September 2018**

The undersigned hereby authorises DNB Bank ASA to constitute and appoint an individual of its choice as attorney-in-fact, with full power of substitution, to represent the undersigned at the Extraordinary General Meeting of Shareholders of Funcom N.V. (the “**Company**”), to be held at Funcom N.V.’s registered address, Prins Mauritslaan 37 - 39, 1171LP Badhoevedorp, the Netherlands, on 14 September 2018, at 11.00 CET and at any adjournment thereof, on all matters coming before said meeting (the “**Meeting**”) and to exercise the voting rights of the undersigned in accordance with the voting instructions below:

Please mark (where relevant) your voting instruction by placing a "X" in one of the boxes for each agenda item.

1. Opening. (discussion)

In Favour	Against	Abstain
n/a	n/a	n/a

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)

In Favour	Against	Abstain

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)

In Favour	Against	Abstain

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)

In Favour	Against	Abstain

5. Proposal to set the number of Supervisory Directors at 6 (six). (vote)

In Favour	Against	Abstain

6. Closing. (discussion)

In Favour	Against	Abstain
n/a	n/a	n/a

Date: \_\_\_\_\_

Signature(s): \_\_\_\_\_

Note: Please sign exactly as name appears below. Joint owners should each sign.

When signing as attorney, executor, administrator or guardian, please give full title as such.

Name of shareholder in block letters: \_\_\_\_\_

Please return your proxy on or prior to Friday 7 September 2018 at 11.00 Central European Time to:

DNB Bank ASA  
Registrars Dept.  
Dronning Eufemias gate 30  
N-0191 Oslo  
Norway  
Facsimile: + 47 24 05 02 56  
Email: [vote@dnb.no](mailto:vote@dnb.no)