

**FUNCOM N.V.**  
**MINUTES**  
**OF THE**  
**EXTRAORDINARY GENERAL MEETING**  
**OF**  
**SHAREHOLDERS**  
**14 September 2018**

The Extraordinary General Meeting of Shareholders of **FUNCOM N.V.**, a public company with limited liability (naamloze vennootschap) organized under the laws of the Netherlands, having its statutory seat (*statutaire zetel*) in Katwijk, the Netherlands and its principal place of business at Prins Mauritslaan 37-39, 1171 LP Badhoevedorp, the Netherlands, registered with the Trade Register of the Chamber of Commerce (*Handelsregister Kamer van Koophandel*) under number 28073705 (the “**Company**” or “**Funcom N.V.**”), was held at its registered address Mauritslaan 37-39, 1171 LP Badhoevedorp, the Netherlands, on 14 September 2018 (the “**Meeting**”).

The Meeting was – further to written resolutions of the board of supervisory directors of Company, adopted outside a meeting – chaired by Mr. Jeroen Oostenbrink (the “**Chairman**”) who appointed himself to keep the minutes of the Meeting (the “**Secretary**”). The Chairman presented the Meeting with a copy of the aforementioned written resolutions of the board of supervisory directors of Company.

The Chairman made a reference to the convening notice and the explanatory notes to the agenda for the Meeting.

**1. Opening.**

The Chairman opened the Meeting at 11.00 CET and recorded the fact that, as shown by the attendance register, 34,187,224 ordinary shares with a par value of EUR 0.20 each in the share capital of the Company, amounting to EUR 6,837,444.80 of the issued and outstanding share capital, are represented by proxy, at the Meeting.

The Chairman recorded that on 17 August 2018 the total issued and outstanding share capital in respect of which the right to vote may be exercised, amounted to EUR 15,115,833.60 which – on 17 August 2018, being the registration date of this Meeting – represented 100% of the total issued and outstanding share capital; the issued and outstanding share capital in respect of which the right to vote may be exercised at the Meeting amounted to EUR 6,837,444.80 which represents 45.23% of the total issued and outstanding share capital.

The Chairman recorded that DNB Bank ASA – on 17 August 2018, being the registration date for this Meeting – registered holder of 75,577,553 ordinary shares, was represented through a proxy containing voting instructions in relation to 34,187,224 shares, in favor of Mr. Pieter Jan van der Meer and each of the individuals employed at Weidema van Tol, exercised by Mr. Jeroen Oostenbrink (in his capacity as employee of Weidema van Tol).

The Chairman recorded the fact that according to the shareholders' register no shares in the capital of the Company are encumbered with any usufruct or pledge, in consequence of which any usufructuary or pledgee possesses meeting rights. The Chairman furthermore noted that according to the shareholders' register, neither the Company nor any of its subsidiaries holds any shares in its capital.

The Chairman recorded the fact that this Meeting was called on behalf of the Board of Supervisory Directors by way of: (i) publication of the convening notice, dated 3 August 2018, on the website of the Company and (ii) publication of the convening notice, dated 3 August 2018, on the website of the Oslo Stock Exchange. In addition to the convening notice for the Meeting, the Board of Supervisory Directors also made explanatory notes in relation to the agenda available. The Chairman recorded the fact that this Meeting was called in accordance with the applicable rules of law of the Netherlands and the Company's articles of association and therefore valid resolutions may be passed on all subjects placed on the agenda. In this respect the Chairman also recorded that, notwithstanding the fact that notice to attend the Meeting had been received by each of the managing directors and supervisory directors, respectively, each of them did not exercise their right to attend and cast an advisory vote (*raadgevende stem*) at the Meeting pursuant to Section 117 paragraph 4 of Book 2 of the Dutch Civil Code (*Burgerlijk Wetboek*).

The Chairman moved to the consideration of the following item on the agenda.

- 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. (vote)**

The Chairman addressed the explanatory notes to the agenda for the Meeting with regard to this agenda item. The Chairman then explained that the proposal is 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.

The Chairman furthermore recorded the fact that none of the other individuals in attendance wished to address the Meeting on the aforesaid subject and put the proposal to the vote.

The Chairman furthermore recorded that in relation to this agenda item the right to vote had been exercised with regard to 34,187,224 shares, representing an equal number of votes and 45.23% of the issued and outstanding share capital of the Company on 17 August 2018, being the registration date for this Meeting. He subsequently recorded the fact that there were 34,187,224 votes in favor of the proposal, nil votes against the proposal and that there were nil abstentions. He then recorded the fact that the proposal was agreed to by unanimous vote of the shareholders represented at the Meeting.

The Chairman moved to the consideration of the following item on the agenda.

- 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)**

The Chairman addressed the explanatory notes to the agenda for the Meeting with regard to this agenda item. The Chairman then explained that the proposal is 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.

The Chairman furthermore recorded the fact that none of the other individuals in attendance wished to address the Meeting on the aforesaid subject and put the proposal to the vote.

The Chairman furthermore recorded that in relation to this agenda item the right to vote had been exercised with regard to 34,187,224 shares, representing an equal number of votes and 45.23% of the issued and outstanding share capital of the Company on 17 August 2018, being the registration date for this Meeting. He subsequently recorded the fact that there were 34,187,224 votes in favor of the proposal, nil votes against the proposal and that there were nil abstentions. He then recorded the fact that the proposal was agreed to by unanimous vote of the shareholders represented at the Meeting.

The Chairman moved to the consideration of the following item on the agenda.

- 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)**

The Chairman addressed the explanatory notes to the agenda for the Meeting with regard to this agenda item. The Chairman then explained that the proposal is 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.

The Chairman furthermore recorded the fact that none of the other individuals in attendance wished to address the Meeting on the aforesaid subject and put the proposal to the vote.

The Chairman furthermore recorded that in relation to this agenda item the right to vote had been exercised with regard to 34,187,224 shares, representing an equal number of votes and 45.23% of the issued and outstanding share capital of the Company on 17 August 2018, being the registration date for this Meeting. He subsequently recorded the fact that there were 26.744,559 votes in favor of the proposal, 7,442,665 votes against the proposal and that there were nil abstentions. He then recorded the fact that the proposal was agreed to by a majority of votes casted by the shareholders represented at the Meeting.

The Chairman moved to the consideration of the following item on the agenda.

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

The Chairman addressed the explanatory notes to the agenda for the Meeting with regard to this agenda item. The Chairman then explained that the proposal is to set the number of Supervisory Directors at 6 (six).

The Chairman furthermore recorded the fact that none of the other individuals in attendance wished to address the Meeting on the aforesaid subject and put the proposal to the vote.

The Chairman furthermore recorded that in relation to this agenda item the right to vote had been exercised with regard to 34,187,224 shares, representing an equal number of votes and 45.23% of the issued and outstanding share capital of the Company on 17 August 2018,

being the registration date for this Meeting. He subsequently recorded the fact that there were 34,187,224 votes in favor of the proposal, nil votes against the proposal and that there were nil abstentions. He then recorded the fact that the proposal was agreed to by unanimous vote of the shareholders represented at the Meeting.

The Chairman moved to the consideration of the following item on the agenda.

**6. Closing. (discussion)**

The Chairman recorded the fact that no items other than the above had been placed on the agenda by those entitled thereto pursuant to the law and the provisions of the articles of association nor that any one of the individuals in attendance wished to bring any further issues to the attention of the Meeting.

There being no further business to be transacted, the Chairman closed the Meeting at 12.01 CET.

14 September 2018

Chairman

*SIGNATURE INTENTIONALLY REMOVED*

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Jeroen Oostenbrink

Secretary

*SIGNATURE INTENTIONALLY REMOVED*

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Jeroen Oostenbrink