

## PROXY FOR HOLDERS OF REGISTERED SHARES (NOT REGISTERED IN VPS)

### Proxy for the Annual General Meeting of Shareholders of Funcom N.V. to be held on 1 June 2018

The undersigned, holder of \_\_\_\_\_ shares in Funcom N.V. (the “**Company**”), hereby appoints Mr. P.J. van der Meer, and each of the individuals employed at the office of the firm of Weidema van Tol, attorneys at law and tax advisors, Keplerstraat 34, Badhoevedorp, the Netherlands, jointly and severally, as our proxy with full power of substitution, to attend, to sign the attendance register, to participate in the deliberations at the Annual General Meeting of the Company, to be held at Funcom N.V.’s registered address, Prins Mauritslaan 37 - 39, 1171LP Badhoevedorp, the Netherlands, on 1 June 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. Report from the Board of Managing Directors in relation to the financial year ended 31 December 2017, including compliance with the Dutch Corporate Governance Code and the Norwegian Code of Practice for Corporate Governance. (discussion)

| In Favour | Against | Abstain |
|-----------|---------|---------|
| n/a       | n/a     | n/a     |

3. Report from the Board of Supervisory Directors in relation to the financial year ended 31 December 2017. (discussion)

| In Favour | Against | Abstain |
|-----------|---------|---------|
| n/a       | n/a     | n/a     |

4. Relevant information before adoption of annual accounts of Funcom N.V. for the financial year ended 31 December 2017 (discussion)

| In Favour | Against | Abstain |
|-----------|---------|---------|
| n/a       | n/a     | n/a     |

5. Proposal to adopt the annual accounts of Funcom N.V. for the financial year ended 31 December 2017. 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 Prins Mauritslaan 37 - 39, 1171LP Badhoevedorp, the

Netherlands and at Funcom N.V.'s website (www.funcom.com), as of 18 April 2018.  
(vote)

| In Favour | Against | Abstain |
|-----------|---------|---------|
|           |         |         |

6. Proposal to appropriate the result in relation to the financial year ended 31 December 2017 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 2017. (vote)

| In Favour | Against | Abstain |
|-----------|---------|---------|
|           |         |         |

7. Proposal to release the Managing Directors from liability for their activities in relation to the financial year ended 31 December 2017. (vote)

| In Favour | Against | Abstain |
|-----------|---------|---------|
|           |         |         |

8. Proposal to release the Supervisory Directors from liability for their activities in relation to the financial year ended 31 December 2017. (vote)

| In Favour | Against | Abstain |
|-----------|---------|---------|
|           |         |         |

9. Proposal to approve that (i) the 2018 annual accounts of Funcom N.V. and (ii) the 2018 report of the Board of Managing Directors may be drawn up in the English language. (vote)

| In Favour | Against | Abstain |
|-----------|---------|---------|
|           |         |         |

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 2019. The appointment of BDO Audit & Assurance B.V. as Funcom N.V.'s auditors is furthermore subject to the acceptance by Funcom N.V.'s audit committee of the engagement letter for 2018/2019. (vote)

| In Favour | Against | Abstain |
|-----------|---------|---------|
|           |         |         |

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 7,500,000 (seven million five hundred thousand) 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 2019. 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)

| In Favour | Against | Abstain |
|-----------|---------|---------|
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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 2019. 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)

| In Favour | Against | Abstain |
|-----------|---------|---------|
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13. Proposal to discharge (*decharge verlenen aan*) Mr. Magnus Slåttekjær Grøneng for his activities as Supervisory Director in relation to the period commencing on 1 January 2018 and ending on 10 July 2018. Mr. Magnus Slåttekjær Grøneng has resigned as member of the Board of Supervisory Directors, effective 10 July 2018. (vote)

| In Favour | Against | Abstain |
|-----------|---------|---------|
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14. Proposal to, effective as of 10 July 2018, appoint Mr. Andreas Arntzen 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 10 July 2018. Mr. Arntzen

serves as Investment Director for Jebsen Asset Management AS (a subsidiary of the Kristian Gerhard Jebsen Group). Mr. Arntzen was born on 15 August 1972 and has a background as strategy consultant in Arkwright (1999-2013) where he served clients within the private equity, oil and gas, maritime, manufacturing, engineering and technology sectors in Norway and Europe. Prior to joining Jebsen Asset Management, he was a Director with PwC Deals, where he primarily supported Private Equity funds in transaction processes. Mr. Arntzen holds a MSc (Sivilingeniør) degree from the Norwegian University of Science and Technology and has executive education in corporate finance from BI Norwegian Business School. Mr. Arntzen is a Norwegian citizen and lives in Oslo, Norway. Mr. Arntzen acts as Chairman of the Board for the Norwegian entity Aspera AS, and he is a Board member, of the Norwegian entity GSP Invest VI AS. Mr. Arntzen does not serve as Supervisory Director for any other (Dutch) company. Mr. Arntzen currently holds no (depository ownership in) shares Funcom N.V. and no options in Funcom N.V. (vote)

| In Favour | Against | Abstain |
|-----------|---------|---------|
|           |         |         |

15. Proposal to determine the compensation of Mr. Andreas Arntzen for his activities as Supervisory Director, for the (remaining period of the) 2018 financial year. The proposal is to fix his gross pro-rata compensation at EUR 21,000 (twenty-one thousand Euro) per annum. (vote)

| In Favour | Against | Abstain |
|-----------|---------|---------|
|           |         |         |

16. Proposal to determine the compensation of the Chairman of the Supervisory Board for his activities as Supervisory Director over the 2019 financial year. The proposal is to fix the gross compensation at EUR 31,000 (thirty-one thousand Euro) per annum. (vote)

| In Favour | Against | Abstain |
|-----------|---------|---------|
|           |         |         |

17. 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 2019 financial year. The proposal is to fix the gross compensation at EUR 21,000 (twenty-one thousand Euro) per annum. (vote)

| In Favour | Against | Abstain |
|-----------|---------|---------|
|           |         |         |

18. Proposal to approve the issuance of 56,000 (fifty-six 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 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 |
|-----------|---------|---------|
|           |         |         |

19. 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 each Supervisory Director – other than (i) the Chairman of the Supervisory Directors, or (ii) any departing member of the Supervisory Board – as part of their 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 |
|-----------|---------|---------|
|           |         |         |

20. Proposal to allocate to Mr. Rui Manuel Monteiro Casais 100,000 (one 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 2018 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)

| In Favour | Against | Abstain |
|-----------|---------|---------|
|           |         |         |

21. Proposal to allocate to Mr. Christian Olsthoorn 38,000 (thirty-eight 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 2018 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)

| In Favour | Against | Abstain |
|-----------|---------|---------|
|           |         |         |

22. Proposal to approve the amendment to the general terms relating to the allocation and exercise of rights to acquire shares (*options*) in the capital of Funcom N.V. – inter alia where it concerns the exercise period – as they apply for employees, with regard to options

granted to employees as from 1 June 2018 as well as options granted to employees prior to that date but still outstanding as of 1 June 2018. (vote)

| In Favour | Against | Abstain |
|-----------|---------|---------|
|           |         |         |

23. Proposal to approve the amendment to the general terms relating to the allocation and exercise of rights to acquire shares (options) in the capital of Funcom N.V. – inter alia where it concerns the exercise period – as they apply for Managing Directors, with regard to options granted to Managing Directors as from 1 June 2018 as well as options granted to Managing Directors prior to that date but still outstanding as of 1 June 2018. (vote)

| In Favour | Against | Abstain |
|-----------|---------|---------|
|           |         |         |

24. Proposal to approve the amendment to the general terms relating to the allocation and exercise of rights to acquire shares (options) in the capital of Funcom N.V. – inter alia where it concerns the exercise and vesting period – as they apply for Supervisory Directors, with regard to options granted to Supervisory Directors as from 1 June 2018 as well as options granted to Supervisory Directors prior to that date but still outstanding as of 1 June 2018. (vote)

| In Favour | Against | Abstain |
|-----------|---------|---------|
|           |         |         |

25. Closing. (discussion)

| In Favour | Against | Abstain |
|-----------|---------|---------|
| n/a       | n/a     | n/a     |

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signature page follows*

Signed on: \_\_\_\_\_

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

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

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 29 Mei 2018 at 11.00 Central Europe Time to:

Name: Rui Casais

Address: Drammensveien 167

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