

## CONVENING NOTICE

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

Badhoevedorp, 4 April 2019.

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 Extraordinary General Meeting of Shareholders of Funcom N.V. (the “Meeting”). The Meeting will be held on 17 May 2019 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 19 April 2019 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](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 by sending a request to that end to [vote@dnb.no](mailto: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](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. by sending a request to that end to [investor@funcom.com](mailto: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 driver’s license.

On the date first written above Funcom N.V. has 77,111,856 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 amend the articles of association of Funcom N.V. pursuant to a proposal from the Board of Supervisory Directors to that end. The draft text of the amendment to the articles of association is available for inspection at Prins Mauritslaan 37 - 39, 1171LP Badhoevedorp, the Netherlands, at the website of Oslo Børs ([www.oslobors.no](http://www.oslobors.no)) and at Funcom N.V.'s website ([www.funcom.com](http://www.funcom.com)), as of the date hereof. The proposal includes i) the proposal to approve the conversion of the legal form of Funcom N.V. into a "societas europaea" or "S.E." and ii) the authorization (*machtiging verlenen*) of the persons employed at the office of Caminada Notarissen, Civil Law Notaries, in Rijswijk (South Holland), the Netherlands, to cause the notarial instrument of amendment of the articles of association of Funcom N.V. to be executed, to make the necessary filings with the Trade Register in relation thereto and to do and perform any and all such other acts as he or she may deem appropriate. (vote)
3. 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 and the supporting information – such as the draft of the amendment of the articles of association of Funcom N.V. – will also be 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.