

**Explanatory notes to the agenda for the Extraordinary General Meeting of Shareholders of Funcom N.V. (the “Company”) of 17 May 2019 (the “Meeting”)**

**1. Opening. (discussion)**

The chairman will open the Meeting at 11.00 Central European Time.

- 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)**

We recommend that this Meeting approves the conversion of Funcom N.V. into a European Company to be named Funcom S.E. (the “**Conversion**”), and certain amendments to the Articles of Association of the Company relating to such conversion. Funcom S.E. will continue to have its corporate seat in Katwijk, the Netherlands. The depositary ownership in shares of Funcom N.V. (to be named Funcom S.E.) will remain listed in the form of Norwegian Central Securities Depository at the Oslo Børs. The main purpose of the Conversion is to structurally reflect the diversified operational presence (in particular in terms of offices and employees) of the Funcom group in different European countries, and to potentially take advantage of the flexibility such a conversion offers, including but not limited to moving the converted Company to another European state. Furthermore, Funcom wishes to improve the unified corporate identity, the employee and other stakeholder’s identification, and to enhance the supra national nature and image of the Funcom group. The Conversion would entail a technical change in the legal form of the Company and will not materially affect the current rights of its shareholders. Furthermore, the governance, operations and organization as well as the shareholding structure of the Funcom group will remain as they currently are following the Conversion. The draft terms of conversion, and the proposed new Articles of Association relating to the conversion, will be made available on the Company’s website at [www.funcom.com](http://www.funcom.com) and at the Company’s offices. The Conversion and the amendments to the Articles of Association will become effective, following the execution of a notarial deed of conversion and amendment, upon the registration of the Company as a European Company and the filing of its new Articles of Association with the Dutch Trade Registry, to be effectuated shortly after this Meeting.

Reference is furthermore made to the press release by Funcom N.V. that was published – *inter alia* – on the website of the Oslo Stock Exchange and on Funcom N.V.’s website 4 April 2019.

This proposal can only be adopted by a majority of at least two-thirds of the votes cast.

**3. Closing. (discussion)**

Absent any miscellaneous matters to be raised, the Meeting will be closed.

Board of Supervisory Directors