

CONVENING NOTICE

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF FUNCOM SE

Badhoevedorp, 1 November 2019.

To all shareholders of Funcom SE, Katwijk, the Netherlands and all others entitled to attend the general meeting.

The Board of Supervisory Directors (*Raad van Commissarissen*) herewith cordially invites you to attend an Extraordinary General Meeting of Shareholders of Funcom SE (the “Meeting”). The Meeting will be held on 16 December 2019 at Funcom SE’s registered address:

Prins Mauritslaan 37 - 39, 1171LP Badhoevedorp, the Netherlands. The Meeting will commence at 11.00 am CET.

For the purpose of the Meeting, with respect to shares in the capital of Funcom SE, 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 18 November 2019 possess these rights and are registered in one of the following registers:

- (a) with regard to holders of registered shares in Funcom SE: the register of shareholders maintained at Funcom SE’s registered address; and
- (b) with regard to holders of depositary ownership in shares in Funcom SE: the Norwegian Central Securities Depository (the “VPS”).

All shareholders in Funcom SE 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 will be published with this convening notice at Funcom SE’s website (www.funcom.com) and on the website of the Oslo Stock Exchange (www.oslobors.no). This proxy can also be obtained from DNB Bank ASA.

All holders of registered shares in Funcom SE who wish to exercise their voting rights by proxy can use the proxy with voting instructions addressed to Funcom SE, that will be published with this convening notice at Funcom SE’s website (www.funcom.com) and on the website of the Oslo Stock Exchange (www.oslobors.no). This proxy can also be obtained from Funcom SE

All (proxies for) holders of registered shares in Funcom SE and (proxies for) holders of depositary ownership in shares in Funcom SE 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 SE has 77,286,989 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. Mr. Ole Gladhaug has resigned as member of the Board of Supervisory Directors, effective per 9 October 2019. Proposal to discharge (*decharge verlenen aan*) Mr. Ole Gladhaug for his activities as Supervisory Director and Chairman of the Supervisory Board in relation to the period commencing on 1 January 2019 and ending on 9 October 2019. (vote)
3. Mr. Andreas Arntzen has resigned as member of the Board of Supervisory Directors, effective per 9 October 2019. Proposal to discharge (*decharge verlenen aan*) Mr. Andreas Arntzen for his activities as Supervisory Director in relation to the period commencing on 1 January 2019 and ending on 9 October 2019. (vote)
4. Proposal to, effective as of the date of the Meeting, appoint Mr. Eddie Tak Ho Chan 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 16 December. Mr. Eddie Tak Ho Chan is a US citizen and was born on 29 September 1978 and lives in Hong Kong. Mr. Eddie Tak Ho Chan serves as VP of International Partnerships & Strategy, Tencent. Previous roles: Activision Blizzard - SVP, head of studio operations, VP, head of finance for US Sales Team, VP, Strategy; McKinsey – Engagement Manager. Mr. Eddie Tak Ho Chan holds an MBA from Columbia University and a Bachelor of Finance / Information Systems from NYU Stern School of Business. The Board of Supervisory Directors is of the opinion that Mr. Eddie Tak Ho Chan's business knowledge and vast experience as a senior executive in the video gaming industry will be very valuable in advising Funcom SE and making strategic decisions concerning Funcom SE going forward. Mr. Eddie Tak Ho Chan does not serve as Supervisory Director for any Dutch company. Mr. Eddie Tak Ho Chan currently does not hold any (depository ownership in) shares nor options in Funcom SE. Mr. Eddie Tak Ho Chan will not receive any remuneration. (vote)
5. Proposal to, effective as of the date of the Meeting, appoint Mr. Peng Lu 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 16 December. Mr. Peng Lu is an Australian citizen and was born on 16 September 1965 and lives in Shenzhen, P.R. China. Mr. Peng Lu serves as Vice President, Tencent Games. Previous roles: general manager of Tencent Games biz dev/partnership, general manager of Tencent Games mobile game publishing department. Mr. Peng Lu holds a Bachelor of Science degree from the Fudan University, and a Master of Technology Management from the University of New South Wales in Australia. The Board of Supervisory Directors is of the opinion that Mr. Peng Lu's business knowledge and vast experience as a senior executive in the video gaming industry will be very valuable in advising Funcom SE and making strategic decisions concerning Funcom SE going forward. Mr. Peng Lu does not serve as Supervisory Director for any Dutch company. Mr. Peng Lu currently does not hold any (depository ownership in) shares nor options in Funcom SE. Mr. Peng Lu will not receive any remuneration. (vote)

6. Proposal to appoint, effective as of the date of the Meeting, Mr. Eddie Tak Ho Chan as Chairman of Board of Supervisory Directors. (vote)
7. Proposal to set the number of Supervisory Directors at 5 (five). (vote)
8. Proposal to reappoint the Dutch accounting firm BDO Audit & Assurance B.V. as Funcom SE's auditors. The term of this appointment shall last until the end of the annual general meeting of Funcom SE to be held in the year 2020. The appointment of BDO Audit & Assurance B.V. as Funcom SE's auditors is furthermore subject to the acceptance by Funcom SE's audit committee of the engagement letter for 2019/2020. (vote)
9. Closing. (discussion)

The Board of Supervisory Directors

This convening notice (including the agenda for the Meeting), with the explanatory notes in relation thereto, the proxies and the supporting information are available on Funcom SE's website (www.funcom.com), at the website of Oslo Børs (www.oslobors.no) and at Funcom SE's registered address, Prins Mauritslaan 37 - 39, 1171 LP, the Netherlands.