

PROXY FOR HOLDERS OF DEPOSITARY OWNERSHIP IN SHARES (REGISTERED WITH VPS)

**Proxy for the Extraordinary General Meeting of Shareholders of Funcom SE
to be held on 16 December 2019**

The undersigned hereby authorises DNB Bank ASA to constitute and appoint an individual of its choice as attorney-in-fact, with full power of substitution, to represent the undersigned at the Extraordinary General Meeting of Shareholders of Funcom SE (the “**Company**”), to be held at Funcom SE’s registered address, Prins Mauritslaan 37 - 39, 1171LP Badhoevedorp, the Netherlands, on 16 December 2019, 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. 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)

In Favour	Against	Abstain

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)

In Favour	Against	Abstain

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 2019. 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 or options in Funcom SE. Mr. Eddie Tak Ho Chan will not receive any remuneration. (vote)

In Favour	Against	Abstain

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 2019. 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 or options in Funcom SE. Mr. Peng Lu will not receive any remuneration. (vote)

In Favour	Against	Abstain

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)

In Favour	Against	Abstain

7. Proposal to set the number of Supervisory Directors at 5 (five). (vote)

In Favour	Against	Abstain

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)

In Favour	Against	Abstain

9. Closing. (discussion)

In Favour	Against	Abstain
n/a	n/a	n/a

* * *

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signature page follows*

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(s) in block letters: _____

Please return your proxy on or prior to 12 December 2019 at 11.00 Central Europe Time to:

DNB Bank ASA
Registrars Dept.
Dronning Eufemias gate 30
N-0191 Oslo
Norway
Facsimile: + 47 24 05 02 56
Email: vote@dnb.no