

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

**Proxy for the Annual General Meeting of Shareholders of Funcom N.V.  
to be held on 27 May 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 Annual General Meeting of Shareholders of Funcom N.V. (the “**Company**”), to be held at Funcom N.V.’s registered address, Prins Mauritslaan 37 - 39, 1171LP Badhoevedorp, the Netherlands, on 27 May 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. Report from the Board of Managing Directors in relation to the financial year ended 31 December 2018, 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 2018. (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 2018 (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 2018. 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 11 April 2019. (vote)

In Favour	Against	Abstain

6. Proposal to appropriate the result in relation to the financial year ended 31 December 2018 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 2018. (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 2018. (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 2018. (vote)

In Favour	Against	Abstain

9. Proposal to approve that (i) the 2019 annual accounts of Funcom N.V. and (ii) the 2019 report of the Board of Managing Directors may be drawn up in the English language. (vote)

In Favour	Against	Abstain

10. 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 7,700,000 (seven million seven 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 2020. 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

11. 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 10 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 2020. 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

12. Proposal to determine the compensation of the Chairman of the Supervisory Board for his activities as Supervisory Director over the 2020 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

13. 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 2020 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

14. 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 2019 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

15. 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 the Chairman of the Supervisory Directors – as part of their compensation as Supervisory Directors over the 2019 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

16. Proposal to appoint, effective as of the date of the Meeting, Mr. Fredrik Per Malmberg as Vice-Chairman of the Board of Supervisory Directors. (vote)

In Favour	Against	Abstain

17. Proposal to, effective as of the day re-appoint Mr. Rui Manuel Monteiro Casais, considering the outstanding execution of his duties over his current term as member of the Board of Managing Directors, pursuant to a proposal from the Board of Supervisory Directors to that end. The term of his appointment shall expire at the end of the first ordinary general meeting of Funcom N.V. to be held after three full calendar years have elapsed since the date of the Meeting. (vote)

In Favour	Against	Abstain

18. Proposal to allocate to Mr. Rui Manuel Monteiro Casais 300,000 (three hundred thousand) rights to acquire (an equal number of) (depository ownership in) shares in Funcom N.V. as part of his compensation as CEO and Managing Director for the 2019 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

19. 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 2019 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
		a

20. Closing. (discussion)

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

\* \* \*

*The remainder of this page is left blank intentionally –  
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 25 May 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