

CONVENING NOTICE
ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
FUNCOM SE

Badhoevedorp, [] April 2020.

To all shareholders of Funcom SE (the “**Company**”), and all others entitled to attend the general meeting.

The Supervisory Board of Directors (*Raad van Commissarissen*) herewith cordially invites you to attend the Annual General Meeting of Shareholders of the Company (the “**Meeting**”). The Meeting will be held on 12 June 2020 at the Company’s registered address:

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

For purpose of the Meeting, with respect to shares in the capital of the Company, 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 15 May 2020 possess these rights and are registered in one of the following registers:

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

All shareholders of the Company 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 on the Company’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 by sending a request to that end to vote@dnb.no.

All holders of registered shares in the Company who wish to exercise their voting rights by proxy can use the proxy with voting instructions addressed to the Company, that is published with this convening notice at the Company’s website (investors.funcom.com) and on the website of the Oslo Stock Exchange (newsweb.oslobors.no). This proxy can also be obtained from the Company by sending a request to that end to investor@funcom.com.

All (proxies for) holders of registered shares in the Company and (proxies for) holders of depositary ownership in shares in the Company 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 the Company has 81,346,154 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. Report from the Board of Managing Directors in relation to the financial year ended 31 December 2019, including compliance with the Dutch Corporate Governance Code and the Norwegian Code of Practice for Corporate Governance. (discussion)
3. Report from the Board of Supervisory Directors in relation to the financial year ended 31 December 2019. (discussion)
4. Relevant information before adoption of annual accounts of Funcom SE for the financial year ended 31 December 2019 (discussion)
5. Proposal to adopt the annual accounts of Funcom SE for the financial year ended 31 December 2019. 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 the Company's registered address at Prins Mauritslaan 37 - 39, 1171LP Badhoevedorp, the Netherlands and at the Company's website (investors.funcom.com), as of 23 April 2020. (vote)
6. Proposal to appropriate the result in relation to the financial year ended 31 December 2019 in accordance with the proposal from the Board of Supervisory Directors, as included in the annual accounts of Funcom SE for the financial year ended 31 December 2019. (vote)
7. Proposal to release the Managing Directors from liability for their activities in relation to the financial year ended 31 December 2019. (vote)
8. Proposal to release the Supervisory Directors from liability for their activities in relation to the financial year ended 31 December 2019. (vote)
9. Proposal to amend the articles of association of the Company 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 (newsweb.oslobors.no/) and at the Company's website (investors.funcom.com), as of the date hereof. The proposal includes the proposal to approve the transfer of the statutory seat (*statutaire zetel*) from Katwijk, the Netherlands to the municipality of Oslo, Norway. (vote)
10. Proposal to discharge (*decharge verlenen aan*) Mr. Egil Kvannli for his activities as Supervisory Director in relation to the period commencing on 1 January 2020 and ending on 12 June 2020, considering that he resigned as member of the Board of Supervisory Directors effective per the date of the Meeting. (vote)
11. Proposal to elect: (i) Eddie Tak Ho Chan, (ii) Peng Lu and (iii) Susana Liv Meza Graham as members to the administrative organ (board of directors), immediately following the establishment thereof and as of the date of the transfer of the statutory seat to Norway (in accordance with the one-tier system to be established as of the date of the transfer of statutory seat to Norway, pursuant to article 38 paragraph 2 and 3 of the Council Regulation (EC) No 2157/2001 on the Statute for a European Company (SE), as set out in the draft text of the amendment to the articles of association). (vote)
12. Proposal to grant the administrative organ (board of directors) authorization to increase the Company's share capital as of the date of the transfer of the statutory seat to Norway. (vote)
13. Proposal to fully discharge and release the Managing Directors from liability for their activities for the current financial year up to and including the date of the Meeting. (vote)
14. Proposal to fully discharge and release the Supervisory Directors from liability for their activities for the current financial year up to and including the date of the Meeting. (vote)
15. Proposal to apply for delisting of the Company's shares from Oslo Børs ("Oslo Stock Exchange"). (vote)

16. Closing. (discussion)

The Supervisory Board of Directors

This convening notice (including the agenda for the Meeting), with the explanatory notes in relation thereto, the annual accounts, the proxies and the supporting information – such as the draft of the amendment of the articles of association of the Company, the Board of Managing Director's Relocation Proposal and the Management Organs' report to the general meeting regarding transfer of the Company's registered office to Norway – will also be available on the Company's website (investors.funcom.com), at the website of Oslo Børs (newswb.oslobors.no/) and at the Company's registered address, Prins Mauritslaan 37 - 39, 1171LP Badhoevedorp, the Netherlands.