

FUNCOM SE
MINUTES
OF THE
EXTRAORDINARY GENERAL MEETING
OF
SHAREHOLDERS
6 MARCH 2020

The Extraordinary General Meeting of Shareholders of **FUNCOM SE**, a *Societas Europaea* organized under the laws of the Netherlands, having its statutory seat (*statutaire zetel*) in Katwijk, the Netherlands and its principal place of business at Prins Mauritslaan 37-39, 1171 LP Badhoevedorp, the Netherlands, registered with the Trade Register of the Chamber of Commerce (*Handelsregister Kamer van Koophandel*) under number 28073705 (the “**Company**” or “**Funcom SE**”), was held at its registered address at Keplerstraat 34, 1171 CD Badhoevedorp, the Netherlands, on 6 March 2020 (the “**Meeting**”).

The Meeting was – pursuant to a written resolution of the board of supervisory directors of the Company – chaired by Mr. Jeroen Oostenbrink (the “**Chairman**”) who appointed himself to keep the minutes of the Meeting (the “**Secretary**”). The Chairman presented the Meeting with a copy of the aforementioned written resolution of the board of supervisory directors of the Company.

The Chairman made a reference to the convening notice and the explanatory notes to the agenda for the Meeting.

1. Opening.

The Chairman opened the Meeting at 11.00 CET and recorded the fact that, as shown by the attendance register, 14,004 ordinary shares with a par value of EUR 0.20 each in the share capital of the Company, amounting to EUR 2,800.80 of the issued and outstanding share capital, are represented by proxy, at the Meeting.

The Chairman recorded that on 7 February 2020 the total issued and outstanding share capital in respect of which the right to vote may be exercised, amounted to EUR 15,457,397.80 which – on

7 February 2020, being the registration date of this Meeting – represented 100% of the total issued and outstanding share capital; the issued and outstanding share capital in respect of which the right to vote may be exercised at the Meeting amounted to EUR 2,800.80 which represents 0.0001% of the total issued and outstanding share capital.

The Chairman recorded that one holder of 14,004 (depository ownership in) shares in Funcom SE was authorized to attend the Meeting pursuant a confirmation statement issued by DnB Bank ASA, dated 2 March 2020. The aforementioned holder was represented at the Meeting pursuant to a power of attorney dated 5 March 2020 granted to Mr. Pieter Jan van der Meer and each of the individuals employed at Weidema van Tol, and which power of attorney was exercised by Mr. Jeroen Oostenbrink (in his capacity as employee of Weidema van Tol) at the Meeting.

The Chairman recorded the fact that according to the shareholders' register no shares in the capital of the Company are encumbered with any usufruct or pledge, in consequence of which any usufructuary or pledgee possesses meeting rights. The Chairman furthermore noted that according to the shareholders' register, neither the Company nor any of its subsidiaries holds any shares in its capital.

The Chairman recorded the fact that this Meeting was called on behalf of the Board of Supervisory Directors by way of: (i) publication of the convening notice, dated 23 January 2020, on the website of the Company and (ii) publication of the convening notice, dated 23 January 2020, on the website of the Oslo Stock Exchange. In addition to the convening notice for the Meeting, the Board of Supervisory Directors also made explanatory notes in relation to the agenda available. The Chairman recorded the fact that this Meeting was called in accordance with the applicable rules of law of the Netherlands and the Company's articles of association and therefore valid resolutions may be passed on all subjects placed on the agenda. In this respect the Chairman also recorded that, notwithstanding the fact that notice to attend the Meeting had been received by each of the managing directors and supervisory directors, respectively, each of them did not exercise their right to attend and cast an advisory vote (*raadgevende stem*) at the Meeting pursuant to Section 117 paragraph 4 of Book 2 of the Dutch Civil Code (*Burgerlijk Wetboek*).

The Chairman moved to the consideration of the following item on the agenda.

2. Explanation of the recommended public cash offer by Tencent Cloud Europe B.V.

(discussion)

The Chairman addressed the explanatory notes to the agenda for the Meeting with regard to this agenda item.

The Chairman addressed the position statement of the Company and noted that no questions were raised. He concluded that all matters to discuss under the art. 18.1 of the Dutch Takeover Decree (*Besluit openbare biedingen Wft*) had been discussed during the Meeting.

The Chairman moved to the consideration of the last item on the agenda.

3. Closing. (discussion)

The Chairman recorded the fact that no items other than the above had been placed on the agenda by those entitled thereto pursuant to the law and the provisions of the articles of association nor that any one of the individuals in attendance wished to bring any further issues to the attention of the Meeting.

There being no further business to be transacted, the Chairman closed the Meeting at 11.26 CET.

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6 March 2020

Chairman

Jeroen Oostenbrink

Secretary

Jeroen Oostenbrink