

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

**Proxy for the Annual General Meeting of Shareholders of Funcom SE  
to be held on 12 June 2020**

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 SE (the “**Company**”), to be held at Funcom SE’s registered address, Prins Mauritslaan 37 - 39, 1171LP Badhoevedorp, the Netherlands, on 12 June 2020, 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 2019, including compliance with the Dutch Corporate Governance Code and the Norwegian Code of Practice for Corporate Governance. (discussion)

In Favour	Against	Abstain

3. Report from the Board of Supervisory Directors in relation to the financial year ended 31 December 2019. (discussion)

In Favour	Against	Abstain

4. Relevant information before adoption of annual accounts of Funcom SE for the financial year ended 31 December 2019 (discussion)

In Favour	Against	Abstain

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)

In Favour	Against	Abstain

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)

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 2019. (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 2019. (vote)

In Favour	Against	Abstain

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/](http://newsweb.oslobors.no/)) and at the Company's website ([investors.funcom.com](http://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)

In Favour	Against	Abstain

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)

In Favour	Against	Abstain

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)

In Favour	Against	Abstain

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)

In Favour	Against	Abstain

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)

In Favour	Against	Abstain

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)

In Favour	Against	Abstain

15. Proposal to apply for delisting of the Company's shares from Oslo Børs (“Oslo Stock Exchange”). (vote)

In Favour	Against	Abstain

16. Closing. (discussion)

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

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 Wednesday 10 June 2020 at 11.00 Central European 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](mailto:vote@dnb.no)