



To the beneficial shareholders of
Funcom N.V.

Our ref.
Registrars Department/emd

Date
Oslo, 13 February 2017

Funcom N.V.
Voting Extraordinary General Meeting 29 March 2017

As your holding of shares in Funcom N.V. registered in The Norwegian Central Securities Depository (Verdipapirsentralen - the "VPS") is registered in the name of DNB Bank ASA on behalf of the VPS Register, voting at the above-mentioned Extraordinary General Meeting will have to be executed through DNB Bank ASA.

Attached please find a copy of the Notice of Extraordinary General Meeting issued by Funcom N.V. and a proxy form you may use if you want to cast your votes on the issues set forth in the above referred notice.

You are encouraged to specify your votes by marking the appropriate boxes on the enclosed proxy form. When properly executed, the proxy will be voted in the manner directed therein. If you sign and return your proxy without marking any appropriate boxes, the Chairman of the meeting, as true and lawful agent and proxy for DNB Bank ASA with full power of substitution, or any other individual appointed by him, will vote your shares for all proposals.

Your proxy is to be received by DNB Bank ASA, Registrars Department, Oslo, not later than 27 March 2017. The P.O. Box address of DNB Bank ASA is: DNB Bank ASA, Registrars Dept., P.O. Box 1600 Sentrum, 0021 Oslo, Norway. Alternatively, send your proxy as PDF e-mail attachment to vote@dnb.no within the aforementioned date and time.

Yours sincerely,
on behalf of DNB Bank ASA

Elfrid M. Davidson
Officer in Charge

Important notice:

This letter does not constitute any recommendations or advice on behalf of, or from DNB Bank ASA. You are recommended to seek legal and/or financial advice from your preferred advisor should you have any questions related to this letter and/or to the information contained in documents to which this letter is attached. You or your advisor may contact the issuer of the documents to which this letter is attached for guidance; this is including, but not limited to, any exercise of (indirect) shareholder rights you may have and/or should want to exercise. DNB Bank ASA may on direct request give technical guidance on how to retire your interest in the issuer of the documents to which this letter is attached from the Norwegian Central Securities Depository (Verdipapirsentralen – the "VPS") for the purpose of you being entered into the Register of Members, i.e. the primary register of the issuer referred to, in order for you to exercise any shareholder rights, as applicable, directly against the issuer, or any other third parties, including, but not limited to, any compulsory buy-out ("squeeze out") proceedings or any other legal or litigation proceedings.



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Foretaksregisteret:
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www.dnb.no

CONVENING NOTICE

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF FUNCOM N.V.

Badhoevedorp, 13 February 2017.

To all shareholders of Funcom N.V., Katwijk, the Netherlands and all others entitled to attend the general meeting.

The Board of Supervisory Directors (*Raad van Commissarissen*) herewith cordially invites you to attend an Extraordinary General Meeting of Shareholders of Funcom N.V. (the “Meeting”). The Meeting will be held on 29 March 2017 at Funcom N.V.’s registered address:

Keplerstraat 34, 1171 CD Badhoevedorp, the Netherlands. The Meeting will commence at 11.00 CET.

For purpose of the Meeting, with respect to shares in the capital of Funcom N.V., 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 1 March 2017 possess these rights and are registered in one of the following registers:

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

All shareholders in Funcom N.V. 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 will be published with this convening notice at Funcom N.V.’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.

All holders of registered shares in Funcom N.V. who wish to exercise their voting rights by proxy can use the proxy with voting instructions addressed to Funcom N.V., that will be published with this convening notice at Funcom N.V.’s website (www.funcom.com) and on the website of the Oslo Stock Exchange (www.oslobors.no). This proxy can also be obtained from Funcom N.V.

All (proxies for) holders of registered shares in Funcom N.V. and (proxies for) holders of depositary ownership in shares in Funcom N.V. wishing to attend the Meeting, should be able to identify themselves at the Meeting by means of valid passport or drivers license.

On the date first written above Funcom N.V. has 253,260,049 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. Proposal to, effective as of the day immediately following the date of the Meeting, appoint Mr. Christian Olsthoorn as new 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)
3. Proposal to allocate to Mr. Christian Olsthoorn 50,000 (fifty thousand) rights to acquire (an equal number of Depositary Receipts over) shares in Funcom N.V. as a part of his compensation as Managing Director over the 2017 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 these options. This proposed allocation of options to Mr. Olsthoorn shall be subject to the condition precedent (*opschortende voorwaarde*) that the Meeting will adopt agenda item 2 above with respect the appointment of Mr. Olsthoorn as new member of the Board of Managing Directors. (vote)
4. Proposal to set the number of Managing Directors at 2 (two). (vote)
5. Closing. (discussion)

Board of Supervisory Directors

This convening notice (including the agenda for the Meeting), with the explanatory notes in relation thereto, the proxies and the supporting information are available on Funcom N.V.'s website (www.funcom.com), at the website of Oslo Børs (www.oslobors.no) and at Funcom N.V.'s registered address, Keplerstraat 34, 1171 CD Badhoevedorp, the Netherlands.

Explanatory notes to the agenda for the Extraordinary General Meeting of Shareholders of Funcom N.V. of 29 March 2017 (the “Meeting”)

1. Opening. (discussion)

The chairman will open the meeting at 11.00 CET.

2. Proposal to, effective as of the day immediately following the date of the Meeting, appoint Mr. Christian Olsthoorn as new 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)

Christian Olsthoorn is acting as the Chief Financial Officer of Funcom since November 2014; he has therefore acquired an in-depth knowledge of the financial situation and processes of Funcom. Mr. Olsthoorn fulfils this position on a consultancy basis through the firm Temmes Management Services Monaco S.A.R.L., whose partner Mr. Pieter van Tol was closely involved with Funcom during 19 years through various positions such as Management Board director, Supervisory Board director, and Chief Financial Officer.

Mr. Olsthoorn holds a chartered accountant degree ("*diplôme d'expertise comptable*") both in France and in Luxembourg. He has gained a strong experience in the financial industry after having worked as an auditor and a financial consultant at Mazars in Amsterdam, at KPMG in France, and at PwC in Monaco. In 2012, Mr. Olsthoorn actively participated in the incorporation and development of Temmes Management Services both in Monaco and in France. He has developed an expertise in the provision of accounting, tax, and treasury management services to multinational corporations in a wide range of jurisdictions and industries. His technical knowledge, dedication and availability are valued by Funcom.

Overview of directorships, partnerships, management positions and memberships:

Current:

- Chief Financial Officer of Funcom N.V., the Netherlands, listed on the Oslo Børs (FUNCOM:NO)
- Branch Manager of MVW International Holding Company S.à r.l., Monaco branch, part of Marriott Vacations Worldwide Corp, listed on the New-York Stock Exchange (VAC:US)
- Board Director of Temmes Management Services Monaco S.A.R.L.
- Chairman of the Board of Temmes Management Services France S.A.S.
- Board Director of Temmes Financial Services Limited
- Member of the Institute of Chartered Accountants of Luxembourg

Past five years:

- Liquidator of Funcom S.à r.l., Luxembourg, part of Funcom N.V., listed on the Oslo Børs (FUNCOM:NO)
- Board Director of Micromania GameStop S.A.S., formerly ‘GameStop France S.A.S.’, part of GameStop Corp, listed on the New-York Stock Exchange (GME:US)
- Liquidator of EVPA Group S.à r.l., Luxembourg
- Liquidator of European Value Partners S.A., Luxembourg

The term of Mr. Olsthoorn's proposed 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, in accordance with Section 10.1 of Funcom N.V.'s articles of association.

3. Proposal to allocate to Mr. Christian Olsthoorn 50,000 (fifty thousand) rights to acquire (an equal number of Depositary Receipts over) shares in Funcom N.V. as a part of his compensation as Managing Director over the 2017 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 these options. This proposed allocation of options to Mr. Olsthoorn shall be subject to the condition precedent (*opschortende voorwaarde*) that the Meeting will adopt agenda item 2 above with respect the appointment of Mr. Olsthoorn as new member of the Board of Managing Directors. (vote)

Funcom N.V. has a policy regarding the compensation of the members of the Board of Managing Directors. Pursuant to Section 10.5 of Funcom N.V.'s articles of association compensation in the form of shares or rights to acquire shares – as is proposed here – require the approval of the General Meeting.

4. Proposal to set the number of Managing Directors at 2 (two). (vote)

As a result of the aforementioned appointment the Board of Managing Directors consists of two members, being Rui Manuel Monteiro Casais and Christian Olsthoorn. Pursuant to Section 10.1 of Funcom N.V.'s articles of association, the number of Managing Directors is determined by the General Meeting, upon proposal of the Board of Supervisory Directors.

5. Closing. (discussion)

Absent any miscellaneous matters to be raised, the Meeting will be closed.

The Board of Supervisory Directors

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

**Proxy for the Extraordinary General Meeting of Shareholders of Funcom N.V.
to be held on 29 March 2017**

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 N.V. (the “**Company**”), to be held at Funcom N.V.’s registered address, Keplerstraat 34, 1171 CD Badhoevedorp, the Netherlands, on 29 March 2017, 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.

Item 1: Opening. (discussion)

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

Item 2: Proposal to, effective as of the day immediately following the date of the Meeting, appoint Mr. Christian Olsthoorn as new 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

Item 3: Proposal to allocate to Mr. Christian Olsthoorn 50,000 (fifty thousand) rights to acquire (an equal number of Depositary Receipts over) shares in Funcom N.V. as a part of his compensation as Managing Director over the 2017 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 these options. This proposed allocation of options to Mr. Olsthoorn shall be subject to the condition precedent (*opschortende voorwaarde*) that the Meeting will adopt agenda item 2 above with respect the appointment of Mr. Olsthoorn as new member of the Board of Managing Directors. (vote)

In Favour	Against	Abstain

Item 4: Proposal to set the number of Managing Directors at 2 (two). (vote)

In Favour	Against	Abstain

Item 5: 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 Monday 27 March 2017 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

PROXY FOR HOLDERS OF REGISTERED SHARES (NOT REGISTERED IN VPS)

Proxy for the Extraordinary General Meeting of Shareholders of Funcom N.V. to be held on 29 March 2017

The undersigned, holder of _____ shares in Funcom N.V. (the “**Company**”), hereby appoints Mr. P.J. van der Meer and each of the individuals employed at the office of the firm of Weidema van Tol, attorneys at law and tax advisors, Keplerstraat 34, Badhoevedorp, the Netherlands, jointly and severally, as our proxy with full power of substitution, to attend, to sign the attendance register, to participate in the deliberations at the Extraordinary General Meeting of the Company, to be held at Funcom N.V.’s registered address, Keplerstraat 34, 1171 CD Badhoevedorp, the Netherlands, on 29 March 2017, 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.

Item 1: Opening. (discussion)

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

Item 2: Proposal to, effective as of the day immediately following the date of the Meeting, appoint Mr. Christian Olsthoorn as new 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

Item 3: Proposal to allocate to Mr. Christian Olsthoorn 50,000 (fifty thousand) rights to acquire (an equal number of Depositary Receipts over) shares in Funcom N.V. as a part of his compensation as Managing Director over the 2017 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 these options. This proposed allocation of options to Mr. Olsthoorn shall be subject to the condition precedent (*opschortende voorwaarde*) that the Meeting will adopt agenda item 2 above with respect the appointment of Mr. Olsthoorn as new member of the Board of Managing Directors. (vote)

In Favour	Against	Abstain

Item 4: Proposal to set the number of Managing Directors at 2 (two). (vote)

In Favour	Against	Abstain

Item 5: 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 Monday 27 March 2017 at 11.00 Central European Time to (Attn: Management Board of Funcom N.V.):

Address: Keplerstraat 34
Postcode: 1171 CD
Town: Badhoevedorp
Country: the Netherlands
Telephone number: +31 20 30 55 750
Facsimile: +31 20 30 55 787
Email: investor@funcom.com