



To the beneficial shareholders of
Funcom N.V.

Our ref.
Registrars Department/emd

Date
Oslo, 3 August 2018

Funcom N.V.
Voting Extraordinary General Meeting 14 September 2018

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 Friday 7 September 2018 at 11.00 Central European Time. 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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Oslo



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Foretaksregisteret:
NO 984 831 006 MVA



www.dnb.no

CONVENING NOTICE

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF FUNCOM N.V.

Badhoevedorp, 3 August 2018.

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 14 September 2018 at Funcom N.V.’s registered address:

Prins Mauritslaan 37 - 39, 1171LP 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 17 August 2018 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 driver’s license.

On the date first written above Funcom N.V. has 75,579,168 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 date of the Meeting, appoint Mrs. Susana Meza Graham as new member of the Board of Supervisory Directors, pursuant to a proposal from the Board of Supervisory Directors to that end. The term of appointment of the new Supervisory Director (*commissaris*) shall expire at the end of the first ordinary general meeting of shareholders which is held after two full calendar years have elapsed since 14 September 2018. Mrs. Meza Graham is a Swedish citizen and was born on 6 August 1976 and lives in Stockholm, Sweden. Mrs. Meza Graham has a background as Marketing and PR Manager at Paradox Interactive AB (2004-2005), Marketing and PR Director at Paradox Interactive AB (2006), Director Marketing & PR at Paradox Interactive AB and GamersGate AB (2007-2009), Executive Vice President Publishing at Paradox Interactive AB (2009-2011), Chief Marketing Officer at Paradox Interactive AB (2011-2014), Board Member at Association of Swedish Game Developers (2014-2017), the trade association for Swedish Game Developers. As a board member she worked together with the rest of the elected board to create a good environment for successful development of great games in Sweden, in the short- and long term. Mrs. Meza Graham acted furthermore as Chief Operating Officer at Paradox Interactive AB (2014-2018), where she led the company as part of the management team and helped set the strategic direction, vision and goals of Paradox. She was responsible for everything related to the People of Paradox including leadership development and company culture as well as performed the corporate communication and messaging pre- and post IPO. Mrs. Meza Graham is currently a member of the Advisory Board at The AbleGamers Charity (since 2016), an organization aimed at making sure everyone can game, where she supports the management based on needs. She also is a Senior Advisor & Brand Ambassador at Paradox Interactive AB (since June 2018). Mrs. Meza Graham holds a Bachelor degree from the Stockholm University focused on International management and marketing. The Board of Supervisory Directors is of the opinion that Mrs. Meza Graham's business knowledge in the gaming industry and vast experience as PR executive will be very valuable in advising Funcom N.V. and making strategic decisions concerning Funcom N.V. going forward. Mrs. Meza Graham does not serve as Supervisory Director for any other (Dutch) company. Mrs. Meza Graham holds, via her controlled company Advenimus AB, 5,000 (depository ownership in) shares (*aandelen*) Funcom N.V. Mrs. Meza Graham currently holds no options in Funcom N.V. (vote)
3. Proposal to determine the compensation of Mrs. Susana Meza Graham for her activities as Supervisory Director, for the (remaining period of the) 2018 financial year. The proposal is to fix her gross pro-rata compensation at EUR 21,000 (twenty-one thousand Euro) per annum. (vote)
4. 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 Mrs. Susana Meza Graham as part of her compensation as Supervisory Directors over the 2018 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)
5. Proposal to set the number of Supervisory Directors at 6 (six). (vote)

6. 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 – such as the draft of the amendment of the articles of association of Funcom N.V. – 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, Prins Mauritslaan 37 - 39, 1171LP, the Netherlands.

Explanatory notes to the agenda for the Extraordinary General Meeting of Shareholders of Funcom N.V. of 14 September 2018 (the “Meeting”)

1. Opening. (discussion)

The chairman will open the meeting at 11.00 CET local time.

2. Proposal to, effective as of the date of the Meeting, appoint Mrs. Susana Meza Graham as new member of the Board of Supervisory Directors, pursuant to a proposal from the Board of Supervisory Directors to that end. The term of appointment of the new Supervisory Director (*commissaris*) shall expire at the end of the first ordinary general meeting of shareholders which is held after two full calendar years have elapsed since 14 September 2018. (vote)

Mrs. Meza Graham is a Swedish citizen and was born on 6 August 1976 and lives in Stockholm, Sweden. Mrs. Meza Graham has a background as Marketing and PR Manager at Paradox Interactive AB (2004-2005), Marketing and PR Director at Paradox Interactive AB (2006), Director Marketing & PR at Paradox Interactive AB and GamersGate AB (2007-2009), Executive Vice President Publishing at Paradox Interactive AB (2009-2011), Chief Marketing Officer at Paradox Interactive AB (2011-2014), Board Member at Association of Swedish Game Developers (2014-2017), the trade association for Swedish Game Developers. As a board member she worked together with the rest of the elected board to create a good environment for successful development of great games in Sweden, in the short- and long term. Mrs. Meza Graham acted furthermore as Chief Operating Officer at Paradox Interactive AB (2014-2018), where she led the company as part of the management team and helped set the strategic direction, vision and goals of Paradox. She was responsible for everything related to the People of Paradox including leadership development and company culture as well as performed the corporate communication and messaging pre- and post IPO. Mrs. Meza Graham is currently a member of the Advisory Board at The AbleGamers Charity (since 2016), an organization aimed at making sure everyone can game, where she supports the management based on needs. She also is a Senior Advisor & Brand Ambassador at Paradox Interactive AB (since June 2018). Mrs. Meza Graham holds a Bachelor degree from the Stockholm University focused on International management and marketing. The Board of Supervisory Directors is of the opinion that Mrs. Meza Graham’s business knowledge in the gaming industry and vast experience as PR executive will be very valuable in advising Funcom N.V. and making strategic decisions concerning Funcom N.V. going forward. Mrs. Meza Graham does not serve as Supervisory Director for any other (Dutch) company. Mrs. Meza Graham holds, via her controlled company Advenimus AB, 5,000 (depository ownership in) shares (*aandelen*) Funcom N.V. Mrs. Meza Graham currently holds no options in Funcom N.V.

3. Proposal to determine the compensation of Mrs. Susana Meza Graham for her activities as Supervisory Director, for the (remaining period of the) 2018

financial year. The proposal is to fix her gross pro-rata compensation at EUR 21,000 (twenty-one thousand Euro) per annum. (vote)

Funcom N.V. has a policy regarding the compensation of the members of the Board of Supervisory Directors. Pursuant to Section 21 of Funcom N.V.'s articles of association the General Meeting determines the compensation of the members of the Board of Supervisory Directors. The proposed compensation together with the proposed rights to acquire shares of Funcom N.V. (reference is made to agenda item 4) represent a remuneration package comparable to current market trends for supervisory board members' remuneration in similar industries and allows Funcom to attract competent and experienced professionals such as Mrs. Susana Meza Graham to serve as Supervisory Directors.

- 4. 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 Mrs. Susana Meza Graham as part of her compensation as Supervisory Directors over the 2018 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)**

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.

- 5. Proposal to set the number of Supervisory Directors at 6 (six). (vote)**

In case the proposed appointment of Mrs. Susana Meza Graham as Supervisory Director is adopted, the Board of Supervisory Directors will – in addition to Mr. Ole Arne Prydz Gladhaug, Mr. Alain Tascan, Mr. Fredrik Per Malmberg, Mr. Andreas Arntzen and Mr. Egil Kvannli – consist of six members. Pursuant to Section 17.1 of Funcom N.V. articles of association, the number of Supervisory Directors is determined by the General Meeting.

- 6. 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 14 September 2018**

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, Prins Mauritslaan 37 - 39, 1171LP Badhoevedorp, the Netherlands, on 14 September 2018, 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. Proposal to, effective as of the date of the Meeting, appoint Mrs. Susana Meza Graham as new member of the Board of Supervisory Directors, pursuant to a proposal from the Board of Supervisory Directors to that end. The term of appointment of the new Supervisory Director (*commissaris*) shall expire at the end of the first ordinary general meeting of shareholders which is held after two full calendar years have elapsed since 14 September 2018. Mrs. Meza Graham is a Swedish citizen and was born on 6 August 1976 and lives in Stockholm, Sweden. Mrs. Meza Graham has a background as Marketing and PR Manager at Paradox Interactive AB (2004-2005), Marketing and PR Director at Paradox Interactive AB (2006), Director Marketing & PR at Paradox Interactive AB and GamersGate AB (2007-2009), Executive Vice President Publishing at Paradox Interactive AB (2009-2011), Chief Marketing Officer at Paradox Interactive AB (2011-2014), Board Member at Association of Swedish Game Developers (2014-2017), the trade association for Swedish Game Developers. As a board member she worked together with the rest of the elected board to create a good environment for successful development of great games in Sweden, in the short- and long term. Mrs. Meza Graham acted furthermore as Chief Operating Officer at Paradox Interactive AB (2014-2018), where she led the company as part of the management team and helped set the strategic direction, vision and goals of Paradox. She was responsible for everything related to the People of Paradox including leadership development and company culture as well as performed the corporate communication and messaging pre- and post IPO. Mrs. Meza Graham is currently a member of the Advisory Board at The AbleGamers Charity (since 2016), an organization aimed at making sure everyone can game, where she supports the management based on needs. She also is a Senior Advisor & Brand Ambassador at Paradox Interactive AB (since June 2018). Mrs. Meza Graham holds a Bachelor degree from the Stockholm University focused on International management and marketing. The Board of Supervisory Directors is of the

opinion that Mrs. Meza Graham's business knowledge in the gaming industry and vast experience as PR executive will be very valuable in advising Funcom N.V. and making strategic decisions concerning Funcom N.V. going forward. Mrs. Meza Graham does not serve as Supervisory Director for any other (Dutch) company. Mrs. Meza Graham holds, via her controlled company Advenimus AB, 5,000 (depository ownership in) shares (*aandelen*) Funcom N.V. Mrs. Meza Graham currently holds no options in Funcom N.V. (vote)

In Favour	Against	Abstain

3. Proposal to determine the compensation of Mrs. Susana Meza Graham for her activities as Supervisory Director, for the (remaining period of the) 2018 financial year. The proposal is to fix her gross pro-rata compensation at EUR 21,000 (twenty-one thousand Euro) per annum. (vote)

In Favour	Against	Abstain

4. 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 Mrs. Susana Meza Graham as part of her compensation as Supervisory Directors over the 2018 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

5. Proposal to set the number of Supervisory Directors at 6 (six). (vote)

In Favour	Against	Abstain

6. Closing. (discussion)

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

Date: _____

Signature(s): _____

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 Friday 7 September 2018 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 14 September 2018

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, 1171 CD 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, Prins Mauritslaan 37 - 39, 1171LP Badhoevedorp, the Netherlands, on 14 September 2018, 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.

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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. Proposal to, effective as of the date of the Meeting, appoint Mrs. Susana Meza Graham as new member of the Board of Supervisory Directors, pursuant to a proposal from the Board of Supervisory Directors to that end. The term of appointment of the new Supervisory Director (*commissaris*) shall expire at the end of the first ordinary general meeting of shareholders which is held after two full calendar years have elapsed since 14 September 2018. Mrs. Meza Graham is a Swedish citizen and was born on 6 August 1976 and lives in Stockholm, Sweden. Mrs. Meza Graham has a background as Marketing and PR Manager at Paradox Interactive AB (2004-2005), Marketing and PR Director at Paradox Interactive AB (2006), Director Marketing & PR at Paradox Interactive AB and GamersGate AB (2007-2009), Executive Vice President Publishing at Paradox Interactive AB (2009-2011), Chief Marketing Officer at Paradox Interactive AB (2011-2014), Board Member at Association of Swedish Game Developers (2014-2017), the trade association for Swedish Game Developers. As a board member she worked together with the rest of the elected board to create a good environment for successful development of great games in Sweden, in the short- and long term. Mrs. Meza Graham acted furthermore as Chief Operating Officer at Paradox Interactive AB (2014-2018), where she led the company as part of the management team and helped set the strategic direction, vision and goals of Paradox. She was responsible for everything related to the People of Paradox including leadership development and company culture as well as performed the corporate communication and messaging pre- and post IPO. Mrs. Meza Graham is currently a member of the Advisory Board at The AbleGamers Charity (since 2016), an organization aimed at

making sure everyone can game, where she supports the management based on needs. She also is a Senior Advisor & Brand Ambassador at Paradox Interactive AB (since June 2018). Mrs. Meza Graham holds a Bachelor degree from the Stockholm University focused on International management and marketing. The Board of Supervisory Directors is of the opinion that Mrs. Meza Graham's business knowledge in the gaming industry and vast experience as PR executive will be very valuable in advising Funcom N.V. and making strategic decisions concerning Funcom N.V. going forward. Mrs. Meza Graham does not serve as Supervisory Director for any other (Dutch) company. Mrs. Meza Graham holds, via her controlled company Advenimus AB, 5,000 (depository ownership in) shares (*aandelen*) Funcom N.V. Mrs. Meza Graham currently holds no options in Funcom N.V. (vote)

In Favour	Against	Abstain

3. Proposal to determine the compensation of Mrs. Susana Meza Graham for her activities as Supervisory Director, for the (remaining period of the) 2018 financial year. The proposal is to fix her gross pro-rata compensation at EUR 21,000 (twenty-one thousand Euro) per annum. (vote)

In Favour	Against	Abstain

4. 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 Mrs. Susana Meza Graham as part of her compensation as Supervisory Directors over the 2018 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

5. Proposal to set the number of Supervisory Directors at 6 (six). (vote)

In Favour	Against	Abstain

6. Closing. (discussion)

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

Date: _____

Signature(s): _____

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 Friday 7 September 2018 at 11.00 Central European Time to (Attn: Management Board of Funcom N.V.):

Address: Prins Mauritslaan 37 - 39

Postcode: 1171LP

Town: Badhoevedorp

Country: the Netherlands

Email: investor@funcom.com