

STOCKHOLM 8 May 2018

ASPIRE GLOBAL PLC
MINUTES OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

DATE AND TIME: 8 MAY 2018, 13:00 CET

VENUE: PARETO SECURITIES OFFICES, BERZELII PARK 9, STOCKHOLM, SWEDEN

PRESENT:

BOARD MEMBERS:

CARL KLINGBERG (CHAIRMAN); TSACHI MAIMON (CEO), BARAK MATALON, FREDRIK BURVALL

COMPANY SECRETARY:

OLGA FINKEL

SHAREHOLDERS:

6 SHAREHOLDERS, PRESENT IN PERSON OR BY PROXY

OTHER PARTICIPANTS:

MOTTI GIL (CFO)

MINUTES OF THE MEETING

1. Opening of the annual general meeting

The annual general meeting (the “Meeting”) of Aspire Global Plc (the “Company”) was opened by the Chairman of the Board of Directors (the “Board”) at 13:00 CET.

2. Election of a Chairman of the Meeting

Carl Klingberg, Chairman of the Board, has been elected as Chairman of the Meeting.

3. Preparation and approval of the register of shareholders entitled to vote at the Meeting

It was noted that 6 shareholders were present (in person or by proxy) at the Meeting, representing 18,503,805 issued shares of the Company, which is equivalent to 41.7% of all issued shares. The register of shareholders present and entitled to vote at the Meeting has been prepared (Appendix 2) and approved.

4. Approval of the agenda

The agenda of the Meeting (Appendix 1) has been unanimously approved by the shareholders.

5. Election of one or two person(s) to check and sign the minutes together with the Chairman

Carl Armfelt was entrusted to check and sign the minutes of the Meeting together with the Chairman.

6. Determination of whether the Meeting has been duly convened

The notice of the Meeting contained all requisite information regarding the Meeting and was published on time and in accordance with the required procedure. The Company's auditor was also given the notice of the Meeting. The quorum is at least two shareholders present in person or by proxy and entitled to vote, while there were 6 shareholders present, whether in person or by proxy, at the Meeting.

The Meeting, therefore, has been duly convened.

7. Statement by the Chief Executive Officer

Tsachi Maimon, the Company's CEO, present an overview of the Company and the group's operations, placing an emphasis on the results and developments during financial year 2017.

8. Presentation of the Annual Report and the Auditor's Report for the Company and consolidated Report for the Group

Carl Klingberg presented the annual report and the auditor’s report for the Company and consolidated report for the group for the financial year 2017.

The Company’s auditors have not made any qualifications or comments in the auditor’s report. The annual report is available on the Company’s website.

9. Resolution to adopt the Financial Statements of the Company and the Consolidated Financial Statements of the Group

It was noted that the Board of the Company approved and recommended to the shareholders to approve as presented Financial Statements of the Company and the Consolidated Financial Statements of the Group, the Director’s Report and the Auditors’ Report for the financial year ending 31 December 2017.

The shareholders were invited to vote by show of hands for **Ordinary Resolution 1/2018**:

Ordinary Resolution 1/2018	The shareholders have resolved to approve the Financial Statements of the Company and the Consolidated Financial Statements of the Group, the Director’s Report and the Auditors’ Report for the financial year ending 31 December 2017.
Votes	100% shares represented at the Meeting voted to approve.
Outcome	Ordinary Resolution 1/2018 was adopted

10. Resolution on allocations concerning the Company’s earnings in accordance with the adopted Balance Sheet

The Board of the Company proposed, in accordance with the Consolidated Financial Statements of the Company for the year ended 31 December 2017 and in accordance with the recommendation as set forth in the Annual Report, that the Meeting resolves on a transfer of EUR 3.8 million, or approximately SEK 0.85 per share, to be paid for the financial year ending 31 December 2017 as dividend. The Board further proposed that the record date for dividend should be 11 May 2018.

The shareholders were invited to vote by show of hands for **Ordinary Resolution 2/2018**:

Ordinary Resolution 2/2018	The shareholders have resolved to approve the transfer of EUR 3.8 million, or approximately SEK 0.85 per share, to be paid as dividend
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	for the financial year ending 31 December 2017. The record date for dividend shall be 11 May 2018.
Votes	100% shares represented at the Meeting voted to approve.
Outcome	Ordinary Resolution 2/2018 was adopted

11. Resolution to discharge from liability the members of the Board of Directors and the Chief Executive Officer

The shareholders were invited to vote by show of hands for **Ordinary Resolution 3/2018**:

Ordinary Resolution 3/2018	The shareholders have resolved to discharge the members of the Board and the CEO from liability for their administration of the Company during the year 2017 to the extent permissible by applicable law.
Votes	100% shares represented at the Meeting voted to approve. Note: Barak Matalon and Fredrik Burvall did not participate in the vote on this resolution in so far as it was in respect of themselves as a directors.
Outcome	Ordinary Resolution 3/2018 was adopted

12. Determination of the number of directors for the Company

The Company may appoint the Board consisting of minimum 3 and maximum 10 members. The current Board consists of 5 members. There are no deputy members. It was proposed that the number of Board members remains the same and the Board is composed of five (5) members.

The shareholders were invited to vote by show of hands for **Ordinary Resolution 4/2018**:

Ordinary Resolution 4/2018	The shareholders have resolved that the Board of Directors shall be composed of five (5) members.
Votes	100% shares represented at the Meeting voted to approve.
Outcome	Ordinary Resolution 4/2018 was adopted

13. Determination of fees for the members of the Board of Directors and the auditors

It was proposed that the aggregate amount for one year payable to the Board members (excluding fees payable to Tsachi (Isaac) Maimon for his duties as CEO of the Company) for carrying out their duties shall not exceed EUR 300,000, while the aggregate gross amount for one year payable to Tsachi (Isaac) Maimon for his duties as CEO of the Company shall not exceed EUR 550,000 (base salary, variable remuneration and expense reimbursement). It was further proposed that the auditor's fees shall be payable in accordance with approved invoices.

The shareholders were invited to vote by show of hands for **Ordinary Resolution 5/2018**:

Ordinary Resolution 5/2018	The shareholders have resolved that the aggregate amount for one year payable to the Board members (excluding fees payable to Tsachi (Isaac) Maimon for his duties as CEO of the Company) for carrying out their duties shall not exceed EUR300,000, while the aggregate gross amount for one year payable to Tsachi (Isaac) Maimon for his duties as CEO of the Company shall not exceed EUR550,000 (base salary, variable remuneration and expense reimbursement). The auditor's fees shall be payable in accordance with approved invoices.
Votes	100% shares represented at the Meeting voted to approve.
Outcome	Ordinary Resolution 5/2018 was adopted

14. Election of members of the Board of Directors

In accordance with the provisions of the Articles of Association of the Company, all members of the Board have retired from office at the Meeting.

Carl Klingberg, Fredrik Burvall, Tsachi (Isaac) Maimon and Barak Matalon, presently members of the Board, stood for re-election at the Meeting for the period until the end of the next annual general meeting.

Pinhas Zahavi retired from office today, on 8 May 2018, and did not stand for re-election. Aharon Aran has been proposed to be elected as new member of the Board for the period from 8 May 2018 until the end of the next annual general meeting.

Carl Klingberg was proposed to be re-elected as Chairman of the Board.

No other nominations for the members of the Board have been received in accordance with the procedure set in the Articles of Association of the Company.

In accordance with the Article 49.1 of the Articles of Association of the Company, Chairman had asked the shareholders present at the Meeting whether they agree to elect all members of the Board in a single resolution. The present shareholders resolved to vote for all members of the Board in a single resolution, without any vote having been given against this proposal.

Shareholders were invited to vote by show of hands for **Ordinary Resolution 6/2018**:

Ordinary Resolution 6/2018	The shareholders have resolved that Carl Klingberg, Fredrik Burvall, Tsachi (Isaac) Maimon, Barak Matalon and Aharon Aran are elected as members of the Board until the end of the next annual general meeting and that Carl Klingberg is re-elected as Chairman of the Board.
Votes	100% shares represented at the Meeting voted to approve.
Outcome	Ordinary Resolution 6/2018 was adopted

15. Appointment of the auditors

It was proposed that BDO is re-appointed as auditors of the Company.

The shareholders were invited to vote by show of hands for **Ordinary Resolution 7/2018**:

Ordinary Resolution 7/2018	The shareholders have resolved to reappoint BDO as auditors of the Company.
Votes	100% shares represented at the Meeting voted to approve.
Outcome	Ordinary Resolution 7/2018 was adopted

16. Resolution on guidelines for remuneration to senior executives

The Board proposed to the shareholders of the Company that guidelines for remuneration to senior executives are adopted at the Meeting. It was noted that the guidelines correspond to the existing practice of the Company. The guidelines for remuneration have been presented in the notice of the Meeting and are available at the Company's website.

The shareholders were invited to vote by show of hands for **Ordinary Resolution 8/2018**:

Ordinary Resolution 8/2018	The shareholders have resolved to adopt the Guidelines for remuneration to senior executives, as presented in the notice of the Meeting of the Company.
Votes	99.88% shares represented at the Meeting voted to approve, while 0.12% shares voted against the resolution
Outcome	Ordinary Resolution 8/2018 was adopted

17. Closing the meeting (CK)

There being no further business to discuss, the Meeting was closed. The Chairman noted that all resolutions with exception of Resolution 8/2018 have been adopted unanimously.

Carl Klingberg, Chairman

Carl Armfelt

Olga Finkel, Company Secretary

APPENDIX 1

AGENDA OF THE MEETING

1. Opening of the Meeting;
2. Election of a Chairman of the Meeting;
3. Preparation and approval of the register of shareholders entitled to vote at the Meeting;
4. Approval of the agenda;
5. Election of one or two person(s) to check and sign the minutes together with the Chairman;
6. Determination of whether the Meeting has been duly convened;
7. Statement by the Chief Executive Officer;
8. Presentation of the Annual Report and the Auditor's Report for the Company and consolidated Report for the Group;
9. Resolution to adopt the Financial Statements of the Company and the Consolidated Financial Statements of the Group;
10. Resolution on allocations concerning the Company's earnings in accordance with the adopted Balance Sheet;
11. Resolution to discharge from liability the members of the Board of Directors and the Chief Executive Officer;
12. Determination of the number of directors for the Company;
13. Determination of fees for the members of the Board of Directors and the auditors;
14. Election of members of the Board of Directors;
15. Appointment of the auditors;
16. Resolution on guidelines for remuneration to senior executives;
17. Closing of the meeting.

APPENDIX 2

SHAREHOLDERS PRESENT AT THE MEETING

No	Shareholder	Proxy / representative	No of Shares	% present	% of all shares
1	Barak Matalon	n/a	12,048,000	65.11%	27.15%
2	Aharon Aran	n/a	3,000,000	16.21%	6.76%
3	Swedbank Robur NY Teknik BTI	Carl Armfelt	1,686,650	9.12%	3.80%
4	Swedbank Robur Microcap	Carl Armfelt	1,666,650	9.01%	3.76%
5	Riskornet AB	Dan Castillo	80,200	0.43%	0.18%
6	Firemen's Annuity and Benefit Fund of Chicago	Svenska Handelsbanken / Zheni Zhou	22,305	0.12%	0.05%