



Press release

7th April 2019

Notice of Annual General Meeting of Aspire Global Plc

The shareholders of Aspire Global Plc (the “Company”) are hereby invited to the annual general meeting of the Company, which will be held on Wednesday 6th May 2020 at the Company’s head office at 135 High Street, Sliema, Malta. The meeting will start at 2.00pm CEST.

Right to participate

Shareholders who wish to participate at the annual general meeting must:

- be entered in the register of shareholders held by Euroclear Sweden AB on 29th April 2020 (the record date); and
- notify the Company of their intention to participate at the annual general meeting by not later than by 4th May 2020.

Notifying your attendance

Notifications of attendance at the annual general meeting need to be made in writing to the Company by sending an email to agm@aspireglobal.com, or by post at the following address: Aspire Global Plc – Annual General Meeting; Level G, Office 1/5086; Quantum House, 75 Abate Rigord Street; Ta’ Xbiex XBX 1120; Malta.

In the notification of attendance, shareholders must state their name, personal identification number or corporate registration number, nationality or country of incorporation, address, telephone number, email address, name of any accompanying advisor (not more than two) and number of shares held.

Shareholders with nominee registered shares

Shareholders whose shares are registered through a nominee must, in addition to giving notice of attendance, request a temporarily registration of their shares in their own name with Euroclear Sweden AB to be able participate in the annual general meeting. Such temporary registration must be completed by 29th April 2020, and the nominee must thus be informed well in advance of this date. This procedure may also apply with respect to shares held on a bank’s shareholder deposit account and certain investment savings accounts.

Right to appoint a proxy and proxy forms

A shareholder who is entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote on his or her behalf and may provide voting instruction to the proxy. A proxy does not need to be a shareholder of the Company and may be the Chairman of the annual general meeting. The shareholders wishing to participate at the annual general meeting via proxy are required to submit a duly filled in and signed proxy form. The proxy forms are available from the Company's website (www.aspireglobal.com/investors).

Proxy-granting and distance voting prior to the meeting

Duly registered shareholders have the option of being represented by a proxy, who may be instructed to vote on the proposed resolutions in accordance with the relevant shareholder's instructions. Each shareholder may appoint the Chairman of the annual general meeting as their proxy and instruct the Chairman on how to vote on each of the proposed resolutions. To be represented by a proxy, shareholders must still register their attendance and submit the proxy form by the prescribed deadline. To facilitate organisation, shareholders who wish to authorise proxies and provide voting instructions are encouraged to send the required documents as early as possible.

The signed proxy form and, where the shareholder is a corporation, a certified copy of a certificate of registration, certificate of good standing or a similar document evidencing the signatory right of the officer signing the proxy form, must be received by the Company in good time, and in any event no later than 4th May 2020 at 2.00pm CEST. The required documents must be sent to us by email to agm@aspireglobal.com and by post at the following address: Aspire Global Plc – Annual General Meeting; Level G, Office 1/5086; Quantum House, 75 Abate Rigord Street; Ta'Xbiex XBX 1120; Malta. If the shareholder is an individual, the proxy form needs to be signed by him or her or an attorney, while if the shareholder is a corporation, the proxy form needs to be signed by a duly authorised officer of the corporation or an attorney. Where a proxy form is signed on behalf of the shareholder by an attorney, evidence of the validity of the power of attorney must be presented.

Important information in relation to Covid-19 and holding of the annual general meeting

As the situation with Covid-19 evolves, the Company continues to closely monitor governments' and public health authorities' advice and guidelines on holding public events and gatherings, as well as travel bans. Against this background, the Board has decided to make some changes to the location and format of the annual general meeting this year. Whilst we usually welcome the opportunity to engage with our shareholders in person at the annual general meeting, in present circumstances the Board believes that physical presence at the annual general meeting involves unnecessary health risks for shareholders and staff and is contrary to the guidelines of the government and health authorities to combat the Covid-19 pandemic. The annual general meetings are important events for our shareholders to engage with the Board; however, the health of our shareholders, employees and



partners is of vital importance to us. The Company therefore strongly suggests to its shareholders to consider casting their votes in respect of the business of the annual general meeting without attending the annual general meeting by voting via proxy. Shareholders may appoint the Chairman of the annual general meeting as their proxy to attend the meeting and vote on their behalf. Proxy form and voting instructions for the proxy may be found on the Company's website. The results of the resolutions will be published on our website as soon as practically possible after the annual general meeting.

The articles of association of Aspire Global presently do not allow "hybrid" general meetings; the shareholders must be present in person or by proxy to be able to vote. In light of this, the Board has proposed to the shareholders to amend the articles of association of the Company (see agenda item 16) at the annual general meeting, to allow the Company to hold "hybrid" general meetings in the future. With respect to the upcoming annual general meeting, Aspire Global will endeavour to livestream the annual general meeting and allow shareholders to follow the business of the annual general meetings on their computer or smart phone from their location of choice, although this will not constitute formal attendance at the meeting. If the annual general meeting is livestreamed, further details will be announced and made available on the Company's website in due course. Aspire Global welcomes questions by shareholders related to the business of the meeting, which can be submitted at agm@aspireglobal.com before 30th April 2020. The Board will endeavour to answer these questions during the meeting.

Aspire Global is also taking a number of additional measures in relation to the annual general meeting, including cancelling any social gatherings surrounding the meeting. External guests are not being invited to the annual general meeting and no refreshments will be served before or during the meeting.

If further disruptions to the annual general meeting become unavoidable, we will announce any changes to the meeting as soon as practicably possible through the Company's website. Shareholders are therefore advised to regularly check the Company's website for further developments in relation to the annual general meeting (<https://www.aspireglobal.com/corporate-governance/annual-general-meeting-agm/>) and to very carefully consider public health authorities' and governments' advice at the time of the meeting.

Proposed Agenda

General

1. Opening of the annual general meeting;
2. Election of a chairwoman of the annual general meeting;
3. Preparation and approval of the list of members and representatives present at the annual general meeting and the number of shares and votes represented by each of them (voting list);
4. Approval of the proposed agenda of the annual general meeting;
5. Election of one or two person(s) to check and sign the minutes together with the chairman;
6. Determination of whether the annual general meeting has been duly convened;
7. Statement by the chief executive officer of the Company;

Ordinary business (ordinary resolutions)

8. Presentation of the Annual Report and the Auditor's Report for the Company and consolidated Report for the Group;
9. Resolution to approve and adopt the Annual Report, Financial Statements of the Company and the Consolidated Financial Statements of the Group;
10. Resolution on allocation of the Company's profit 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 members of the Board of Directors of the Company;
13. Determination of the fees for the members of the Board of Directors and the auditors;
14. Election of the members of the Board of Directors;
15. Appointment of the auditor;

Special business (extraordinary resolutions)

16. First Extraordinary Resolution: Amendment of the Company's Articles of Association to permit the Company to hold "hybrid" general meetings;
17. Second Extraordinary Resolution: Amendment of the Company's Articles of Association to authorise the purchase of own shares;
18. Third Extraordinary Resolution: Authorisation for the Board of Directors to purchase up to 4,643,427 of the Company's issued and outstanding shares (the "share buyback programme");
19. Fourth Extraordinary Resolution: Amendment of the Company's Articles of Association to reflect the recent changes in the manner in which a notice can be published;

General

20. The closing of the meeting.

Proposals

Election of a chairwoman of the annual general meeting (*Agenda item 2*)

It is proposed that Olga Finkel, company secretary of Aspire Global, is appointed as chairwoman of the annual general meeting.

Approval of the Financial Statements of the Company and the Consolidated Financial Statements of the Group (*Agenda item 9*)

The Board of Directors (the “Board”) approved and recommends 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 31st December 2019.

Proposed Resolution 1/2020	Ordinary	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 2019.
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Distribution of dividends by the Company (Agenda item 10)

The Board proposes, in accordance with the Consolidated Financial Statements (Annual Report) of the Company for the year ended 31st December 2019 and in accordance with the directors’ recommendation as set forth in the Annual Report, that the annual general meeting resolves not to declare any dividends.

Proposed Resolution 2/2020	Ordinary	The shareholders have resolved that no dividend will be paid for the financial year ending 31 December 2019.
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Discharge from liability for the members of the Board of Directors and the Chief Executive Officer (Agenda item 11)

It is proposed that the members of the Board and the Chief Executive Officer are discharged from liability for their administration of the Company during the year 2019 to the extent permissible by applicable law.

Proposed Resolution 3/2020	Ordinary	The shareholders have resolved to individually discharge each member of the Board and the CEO from liability for their administration of the Company during the year 2019 to the extent permissible by applicable law.
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Determination of the number of Board members (Agenda item 12)

It is proposed that the number of directors remains the same and that the Board is composed of five (5) members.

Proposed Resolution 4/2020	Ordinary	The shareholders have resolved that the Board of Directors shall be composed of five (5) members.
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Determination of the fees for the members of the Board and the auditor (Agenda item 13)

It is 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 600,000 (base salary and variable remuneration). It is further proposed that the auditor's fees shall be payable in accordance with approved invoices.

<p>Proposed Resolution 5/2020</p>	<p>Ordinary</p> <p>The shareholders have resolved that the aggregate amount for one year payable to the Board members (excluding the 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 600,000 (base salary and variable remuneration). The auditor's fees shall be payable in accordance with approved invoices.</p>
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Election of the Board members (Agenda item 14)

In accordance with the provisions of the Articles of Association of the Company, all members of the Board will retire from office at the annual general meeting.

Carl Klingberg, Fredrik Burvall, Tsachi (Isaac) Maimon, Barak Matalon, and Aharon (Rony) Aran, all presently members of the Board, will stand for re-election at the annual general meeting for the period until the end of the next annual general meeting. It is further proposed that Carl Klingberg is re-elected as Chairman of the Board.

Information regarding the members of the Board proposed for re-election can be found in the Annual Report and on the Company's website (www.aspireglobal.com/investors).

<p>Proposed Resolution 6/2020</p>	<p>Ordinary</p> <p>The shareholders have resolved to re-elect Carl Klingberg as a director of the Company until the conclusion of the next annual general meeting.</p>
<p>Proposed Resolution 7/2020</p>	<p>Ordinary</p> <p>The shareholders have resolved to re-elect Fredrik Burvall as a director of the Company until the conclusion of the next annual general meeting.</p>
<p>Proposed Resolution 8/2020</p>	<p>Ordinary</p> <p>The shareholders have resolved to re-elect Barak Matalon as a director of the Company until the conclusion of the next annual general meeting.</p>

Proposed Resolution 9/2020	Ordinary	The shareholders have resolved to re-elect Aharon (Rony) Aran as a director of the Company until the conclusion of the next annual general meeting.
Proposed Resolution 10/2020	Ordinary	The shareholders have resolved to re-elect Tsachi (Isaac) Maimon as a director of the Company until the conclusion of the next annual general meeting.
Proposed Resolution 11/2020	Ordinary	The shareholders have resolved to re-elect Carl Klingberg as a Chairman of the Board until the conclusion of the next annual general meeting.

Appointment of the auditor (Agenda item 15)

It is proposed that BDO is reappointed as auditors of the Company.

Proposed Resolution 12/2020	Ordinary	The shareholders have resolved to reappoint BDO as auditors of the Company.
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Proposed Extraordinary Resolutions and Information on the Proposals

First Extraordinary Resolution: Amendment of the Company's Articles of Association to permit the Company to hold "hybrid" general meetings (Agenda Item 17)

The proposed amendments to the Articles of Association permit the Company to hold "hybrid" general meetings, where shareholders have the option to attend and participate in person (in the main location) or virtually by electronic means. This is in line with market practice and is consistent with the views of certain institutional shareholder bodies. The amendment to the Articles of Association do not permit the Company to hold general meetings wholly by electronic means. The Board's current intention is to continue to hold physical general meetings; however, ability to hold "hybrid" general meetings whereby some attendees are based in a physical location and others attend electronically would make it easier for the Company's shareholders to take part in future general meetings.

The Annual General Meeting will consider and, if thought fit, adopt the following Extraordinary Resolution:

Proposed Resolution 1/2020	Extraordinary	It is resolved that clause 15.3 of the Company's Articles of Association is substituted in its entirety by the following: <i>"15.3 General Meetings, whether ordinary or extraordinary, shall be held in Stockholm, Sweden, or in Malta, as may be determined by the</i>
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Board of Directors. The Board shall determine in relation to each general meeting the means of attendance at and participation in the meeting, including whether the persons entitled to attend and participate in the general meeting shall be enabled to do so by simultaneous attendance and participation at a physical place in Stockholm or Malta as determined by the Board, and by means of electronic facility or facilities determined by the Board.

The Board of Directors may resolve, at its sole discretion, to enable persons entitled to attend and participate in a general meeting to do so by simultaneous attendance and participation by means of an electronic facility (“hybrid” general meetings) or facilities and determine the means, or different means, of attendance and participation used in relation to a general meeting. Notwithstanding Section 20.1 and Section 29.1 of these Articles, and provided that the Board of Directors has enabled attendance and participation by means of an electronic facility or facilities, the members of the Company present personally or by proxy by means of an electronic facility or facilities shall be counted in the quorum for, and entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the Chairman of the meeting is satisfied that adequate facilities are available to ensure that members attending the meeting by all means (including by means of electronic facility or facilities) are able to: (a) participate in the business for which the meeting has been convened; (b) hear all persons who speak at the meeting; and (c) be heard by all other persons present at the meeting.

The right of a member to participate in the business of any general meeting by the means of electronic facility or facilities shall include without limitation the right to speak, vote, be represented by a proxy and have access (including electronic access) to all documents which are required by the Act or these Articles to be made available at the meeting.

If the Board of Directors has resolved to enable simultaneous attendance and participation by means of an electronic facility or facilities in accordance with this Section 15.3, a notice convening a general meeting shall, in addition to the contents set under Section 18 of these Articles, specify that the meeting shall be a simultaneous physical and electronic meeting (“hybrid” general meeting) and electronic facility for the meeting, which electronic facility may vary from time to time and from meeting to meeting as the Board of Directors, in its sole discretion, sees fit.

	<p><i>If a meeting is held simultaneously by means of electronic facility or facilities, the Board (and, at a general meeting, the Chairman) may make any arrangement and impose any requirement or restriction that is: (a) necessary to ensure the identification of those taking part and the security of the electronic communication; and (b) proportionate to the achievement of those objectives.</i></p> <p><i>All resolutions put to the members at any general meeting who are attending the general meeting by means of an electronic facility or facilities shall be voted on by a poll, which poll votes may be cast by such electronic means as the Board in its sole discretion deems appropriate for the purposes of the meeting.</i></p> <p><i>Provided that the simultaneous attendance and participation by means of an electronic facility or facilities has been enabled by the Board of Directors in accordance with this Section 15.3, nothing in these Articles shall preclude the holding and conducting of a general meeting in such a way that permits the simultaneous attendance and participation at a physical place in Stockholm or in Malta, and by means of electronic facility or facilities.</i></p>
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Second Extraordinary Resolution: Amendment of the Company’s Articles of Association to authorise the purchase of own shares (Agenda Item 17)

It is recommended that this Annual General Meeting approves the amendment of the Company’s Articles of Association in accordance with the Second Extraordinary Resolution that has been set out in this notice. The proposal to amend the Company’s Articles of Association is made in connection with authorising the acquisition by the Company of its own shares (share buyback). For a company to acquire its own shares, the memorandum or articles of association of a company must allow the share buyback.

Presently, clause 4.1 of the Company’s Articles of Association allows the Company to purchase its own shares “*in the event that the Company’s shares are listed on a regulated market*”, and subject to certain additional conditions. Nasdaq First North Growth Market Premier, a trading venue where the Company’s shares are listed, is a multilateral trading facility (MTF), and not a regulated market. To allow the Company to acquire its own shares while listed on Nasdaq First North Growth Market Premier, clause 4.1 of the Company’s Articles of Association must be changed. It is therefore proposed to substitute clause 4.1 of the Company’s Articles of Association to allow the Company to purchase its own shares while the Company is listed on a multilateral trading facility.

The Annual General Meeting will consider and, if thought fit, adopt the following Extraordinary Resolution:

<p>Proposed Extraordinary Resolution 2/2020</p>	<p>It is resolved that clause 4.1 of the Company’s Articles of Association is substituted in its entirety by the following:</p> <p><i>“4.1. In the event that the Company’s shares are listed on a regulated market or a multilateral trading facility (MTF), and subject to the provisions of articles 106 and 107 of the Act, the Company may purchase, or may enter into a contract under which it will or may purchase, any of its own shares of any class (including any redeemable preference shares).”</i></p>
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Third Extraordinary Resolution: Authorisation for the Board of Directors to purchase up to 4,643,427 of the Company’s issued and outstanding shares (the “share buyback programme”) (Agenda Item 18)

It is recommended that this annual general meeting grants authorisation to the Board of Directors to purchase, by any means, up to 4,643,427 of the Company’s issued and outstanding shares, corresponding to approximately 10% of the total number of issued shares as at the date of this notice. Acquisitions may only be made at a price within the prevailing spread between the highest bid price and the lowest ask price at the time of acquisition. Such acquisitions of own shares may take place on multiple occasions and the Board will decide whether or not to proceed with such a share buyback and determine its timetable, amount, method and pricing based on the prevailing market conditions at the time of such future determination and, in any case, subject to having received prior approval of this annual general meeting and the conditions set under the applicable laws. The Board of Directors’ decision to exercise this authority to purchase the Company’s ordinary shares will depend on number of factors, including the Company’s share price and other investment opportunities. The Board considers it prudent to be able to act at short notice if circumstances warrant; the authority will be exercised only if the Board believes that doing so would be in the best interest of the Company and its shareholders as a whole, having first considered any other investment opportunities open to the Company.

The Board would like to emphasize that the maximum number of shares is stated for the purposes of compliance with statutory requirements in seeking this authority and should not be taken as an indication of the number of shares the Board intends to acquire. The authority to buy shares conferred by this proposed resolution shall expire on the date of the 2021 annual general meeting, but in any case shall not exceed the period of 18 months from the date of this annual general meeting.

The objective of the buyback is to optimise and improve the capital structure of the Company, thereby creating added value for the Company’s shareholders. Following such buybacks, the intention of the

Board of Directors is to either cancel the shares or transfer the shares to employees under the existing share option plans.

Pursuant to the Maltese Companies Act, a company may acquire any of its own shares otherwise than by subscription, provided that (*inter alia*) authorisation is given by an extraordinary resolution, which resolution needs to determine the terms and conditions of such acquisitions and, in particular, the maximum number of shares to be acquired, the duration of the period for which the authorisation is given and the maximum and minimum consideration.

The annual general meeting will therefore consider and, if thought fit, adopt the following Extraordinary Resolution:

<p>Proposed Extraordinary Resolution 3/2020</p>	<p>It is resolved that the Board of Directors be and hereby is authorised to purchase ordinary shares in the Company, subject to the following:</p> <ul style="list-style-type: none"> (i) the maximum number of Company's issued and outstanding shares that may be acquired is 4,643,427, which is equivalent to approximately 10% of the total number of issued and outstanding shares as at the date of this notice; (ii) the minimum price that may be paid for the shares is the lowest selling price (best offer) at Nasdaq First North Growth Market Premier at any given time; (iii) the maximum price that may be paid for the shares is the highest purchase price (best bid) at Nasdaq First North Growth Market Premier at any given time; (iv) acquisitions of own shares may take place on multiple occasions and the Board will decide whether or not to proceed with a share buyback and determine its timetable, amount, method and pricing; and (v) the authority conferred by this resolution shall expire on the date of the 2021 annual general meeting, but in any case shall not exceed the period of 18 months from the date of this annual general meeting.
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The effectiveness of the Third Extraordinary Resolution is conditional upon adoption of the Second Extraordinary Resolution. In case of the rejection of the Second Extraordinary Resolution, the Third Extraordinary Resolution will be deemed to have been rejected. In case the proposed Extraordinary Resolutions are not approved with the required qualified majorities, the procedure set under the articles of association will be followed and another general meeting may need to be convened. In addition, the effectiveness of the First and Second Extraordinary Resolutions is conditional upon the registration with the Malta Business Registry of the proposed amendments to the Company's Articles of Association.

Fourth Extraordinary Resolution: Amendment of the Company’s Articles of Association to reflect the recent changes in the manner in which a notice can be published (Agenda Item 19)

The Articles of Association of the Company require that a notice of general meetings is published on the Company’s webpage in English and in Swedish and in the Swedish Official Gazette (Sw: *Post och Inrikes Tidningar*). In addition, the Company shall announce in *Dagens Industri* that a notice to attend a general meeting has been issued. As of recently, it is no longer possible for the Company to publish a notice in *Post och Inrikes Tidningar*. It is therefore proposed that the requirement for a notice to be published in *Post och Inrikes Tidningar* is removed from the Articles of Association of the Company, since it is impossible for the Company to do so. No changes are proposed to the requirement for a notice to be published on the Company’s webpage in English and in Swedish and to announce in *Dagens Industri* that a notice to attend a general meeting has been issued.

<p>Proposed Extraordinary Resolution 4/2020</p>	<p>It is resolved that clause 17.2 of the Company’s Articles of Association is substituted in its entirety by the following:</p> <p><i>“17.2 Notwithstanding Section 94 below, notices required under Section 17.1 shall be deemed to be validly served if published on the Company’s webpage in English and in Swedish. In addition, the Company shall announce in the Swedish newspaper “Dagens Industri” that a notice to attend a general meeting of members has been issued and, in such announcement, information on the Company’s name and registration number, what type of general meeting is to be held and the time and location of the general meeting shall be included.”</i></p>
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Other Information

The Company has 46,434,277 issued shares as of the date of this notice. Each share is giving a shareholder the right to one vote at the annual general meeting.

A copy of the Annual Report and the Financial Statements for the financial year ending 31st December 2019, the Company’s Articles of Association and proxy form are available on the Company’s website (www.aspireglobal.com/investors).

The announcement of the annual general meeting of the Company published in *Dagens Industri* on 7 April 2020 does not contain correct information about the record date and the last day on which the shareholders may submit their notification to attend the AGM. Shareholders are asked to rely solely on the information published in this notice of the AGM.

Collection and Use of Personal Data



Personal data submitted by the shareholders through notification of attendance or the proxy form in connection with their participation at the annual general meeting will be processed by the Company in accordance with the General Data Protection Regulation solely for the purposes of handling shareholders' requests and organizing the annual general meeting. The company is obliged to hold an annual general meeting each year and requires personal data for the purpose of organizing the event. Any complaints with regards to the Company's handling of personal data can be lodged with the Information and Data Protection Commissioner. For further information on how Aspire handles personal data, please contact us at DPO@aspireglobal.com.

Malta, April 2020
Aspire Global Plc
Board of Directors

For further information, please contact:

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About Aspire Global

Founded in 2005, Aspire Global offers a full-service iGaming solution for operators and white labels. The robust, market-leading platform includes a complete suite of services for casino and sportsbook, such as multilingual CRM, payments and risk control, support call center, VIP management and acquisition optimization. Aspire Global also holds licenses in regulated markets including the UK, Denmark, Belgium, Italy and Malta. The company is registered in Malta with company registration number C 80711 and listed on Nasdaq First North Growth Market Premier Stockholm under ASPIRE. Certified Adviser: FNCA AB, Sweden. For more information, visit aspireglobal.com/investor