

PROXY FORM

for the Annual General Meeting of Aspire Global Plc (“Aspire Global” or the “Company”)

Shareholder

<i>Name of the shareholder</i>	<i>For individuals: Personal ID or passport number For corporate entities: organization or registration number</i>
<i>Shareholder’s address</i>	
<i>In the case where a shareholder is a corporate entity, name, position and passport or ID card number of the authorised representative of the corporate entity signing this form</i>	
<i>Number of shares held by the shareholder</i>	<i>Email address or telephone number</i>
<i>Date and place of signing</i>	<i>Signature</i>

Appointment of proxy

I appoint as my proxy for the Annual General Meeting of Aspire Global to be held on 6th May 2020 at the Company’s head office at 135 High Street, Sliema, Malta, at 2.00pm CEST and any adjournment thereof: *(tick one option only)*

Chairwoman of the Annual General Meeting

OR

Please insert full name and surname of the person being appointed as your proxy

State your proxy’s passport or ID card number

Voting instructions for the proxy

I instruct my proxy to vote as follows: *(tick one option only)*

As my Proxy deems fit;

OR

As indicated in the "Voting Instructions" *(in which case please refer to the last section of this Proxy Form)*

Instructions for filling in and signing this Proxy Form

1. This Proxy Form must be used if: (i) you personally as shareholder of Aspire Global; OR (ii) you as a duly authorised representative of a shareholder of Aspire Global which is a corporate entity; would like another person to attend the Company's Annual General Meeting and vote at the meeting instead of you, on your behalf.
2. This Proxy Form should not be used if you are duly authorised representative of a shareholder which is a corporate entity and will be personally attending the Annual General Meeting. In such case, please refer to the Notice of Annual General Meeting, available on the Company's website (www.aspireglobal.com/investors) for information about your attendance.
3. A proxy does not need to be a shareholder of Aspire Global.
4. All sections of the Proxy Form must be filled in, apart from the Voting Instructions which must only be filled in if you instruct your proxy to vote as indicated in the Voting Instructions.
5. The Proxy Form must be signed and dated by you or your attorney. If the Proxy Form is signed by an appointed attorney, please enclose to the signed Proxy Form a power of attorney signed by the shareholder or duly authorised representative to empower the attorney to sign the Proxy Form.
6. Please also follow the instructions stated in the Notice of Annual General Meeting, available on the Company's website (www.aspireglobal.com/investors).
7. The duly filled in and signed Proxy Form must be submitted to the Company by:
 - (i) scanning it and sending it by email to agm@aspireglobal.com; or
 - (ii) sending the original signed Proxy Form by post to: Attn: Annual General Meeting, Aspire Global Plc, Level G, Office 1/5086, Quantum House, 75, Abate Rigord Street, Ta'Xbiex XBX 1120, Malta.
8. Please send your Proxy Form well in advance. Your originally signed Proxy Form sent by mail to Aspire Global's address specified above must reach the Company not later than 4th May 2020 at 2.00pm CEST. The Company may not consider the Proxy Forms received after this time.

9. If you are not appointing Chairman of the Annual General Meeting as proxy, please instruct your proxy to bring to the Annual General Meeting his/her identification for verification purposes. Proxies must present their personal identification document to be allowed to attend and vote at the Annual General Meeting.

Voting Instructions

This section must be filled in if you wish to instruct your proxy to vote as specified here. Please tick the relevant boxes for each proposed resolution in accordance with how you wish your votes to be cast.

NO	GENERAL BUSINESS	FOR	AGAINST	ABSTAIN	AT DISCRETION
G 1	Appointment of Olga Finkel, company secretary of Aspire Global, as Chairwoman of the Annual General Meeting				
G 2	Approval of the list of shareholders present and entitled to vote at the meeting				
G 3	Approval of the agenda of the Annual General Meeting				
G 4	Approval of one or two persons to verify and sign the minutes of the Annual General Meeting				
G 5	Verification that the meeting has been duly convened				
	ORDINARY BUSINESS				
O. R. 1/2020	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.				
O. R. 2/2020	The shareholders have resolved that no dividend will be paid for the financial year ending 31 December 2019.				

O. R. 3/2020	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.				
O. R. 4/2020	The shareholders have resolved that the Board of Directors shall be composed of five (5) members.				
O. R. 5/2020	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.				
O. R. 6/2020	The shareholders have resolved to re-elect Carl Klingberg as a director of the Company until the conclusion of the next annual general meeting.				
O. R. 7/2020	The shareholders have resolved to re-elect Fredrik Burvall as a director of the Company until the conclusion of the next annual general meeting.				
O. R. 8/2020	The shareholders have resolved to re-elect Barak Matalon as a director of the Company until the conclusion of the next annual general meeting.				
O. R. 9/2020	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.				
O. R. 10/2020	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.				
O. R. 11/2020	The shareholders have resolved to re-elect Carl Klingberg as a Chairman of the Board until the conclusion of the next annual general meeting.				
O. R. 12/2020	The shareholders have resolved to reappoint BDO as auditors of the Company.				
	SPECIAL BUSINESS (EXTRAORDINARY RESOLUTIONS)				

<p>E. R. 1/2020</p>	<p>It is resolved that clause 15.3 of the Company’s Articles of Association is substituted in its entirety by the following:</p> <p><i>“15.3 General Meetings, whether ordinary or extraordinary, shall be held in Stockholm, Sweden, or in Malta, as may be determined by the 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.</i></p> <p><i>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.</i></p> <p><i>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</i></p>				
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	<p><i>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.</i></p> <p><i>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.</i></p> <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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<p>E. R. 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>				
<p>E. R. 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.				
E. R. 4/2020	<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 Industry" 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>				