



Press release

6 April 2021

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 Thursday 6th May 2021 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 22nd April 2021 (the record date); and
- notify the Company of their intention to participate at the annual general meeting by not later than 3rd May 2021.

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 temporary 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 22nd April 2021, 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 Chairperson 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 Chairperson of the annual general meeting as their proxy and instruct the Chairperson 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 3rd May 2021 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, like last year, 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



Chairperson 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.

Aspire Global will provide a livestream of 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. Attendance via such electronic facility will not constitute formal attendance at the meeting, and voting facilities will not be available to shareholders via the livestream. Aspire Global welcomes questions by shareholders related to the business of the meeting, which can be submitted at agm@aspireglobal.com before 30th April 2021. 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 chairperson 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 chairperson;
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: Approval of two new share options pools for up to 700,000 ordinary shares equivalent to around 1.51% of the outstanding shares of the Company;
17. Second Extraordinary Resolution: Approval of extensions to the expiry dates of the 2017-2022 employees’ and directors’ option plans;

General

18. The closing of the meeting.

Proposals

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

It is proposed that Olga Finkel, company secretary of Aspire Global, is appointed as chairperson 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 2020.

Proposed Resolution 1/2021	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 2020.
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Resolution on allocation of the Company's profit in accordance with the adopted Balance Sheet
(Agenda item 10)

The Board proposes, in accordance with the Consolidated Financial Statements (Annual Report) of the Company for the year ended 31st December 2020 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 2/2021	Ordinary	The shareholders have resolved that no dividend will be paid for the financial year ending 31 December 2020.
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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 2020 to the extent permissible by applicable law.

Proposed Resolution 3/2021	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 2020 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 four (4) members.

Proposed Resolution 4/2020	Ordinary	The shareholders have resolved that the Board of Directors shall be composed of four (4) 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 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.

Proposed Ordinary Resolution 5/2021	The shareholders have resolved that the aggregate amount for one year payable to the Board members 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.
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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, 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).

Proposed Ordinary Resolution 6/2021	The shareholders have resolved to re-elect Carl Klingberg as a director of the Company until the conclusion of the next annual general meeting.
Proposed Ordinary Resolution 7/2021	The shareholders have resolved to re-elect Fredrik Burvall as a director of the Company until the conclusion of the next annual general meeting.
Proposed Ordinary Resolution 8/2021	The shareholders have resolved to re-elect Barak Matalon as a director of the Company until the conclusion of the next annual general meeting.
Proposed Ordinary Resolution 9/2021	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 Ordinary Resolution 10/2021	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 11/2021	Ordinary	The shareholders have resolved to reappoint BDO as auditors of the Company.
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Special business - Proposed Extraordinary Resolutions and Information on the Proposals

First Extraordinary Resolution: Approval of two new share options pools for up to 700,000 ordinary shares equivalent to around 1.51% of the outstanding shares of the Company (Agenda Item 16)

The Board of Directors considers that it is pertinent to incentivise key personnel in the Company and its subsidiaries, with the aim of retaining the best talent and aligning key personnel’s interests with that of shareholders. With this in mind, the Board has proposed a new share options pool for up to 700,000 of the outstanding shares of the Company, corresponding to a dilution of circa 1.51%. The Board proposes that the maximum amount of shares that may be issued as a result of options to be granted to employees and directors to be 700,000, of which (i) up to 640,000 ordinary shares shall be allocated to an employee share option plan setting out the terms and conditions applicable to options granted to key employees of the Company and group ("Employee Share Option Scheme"); and (ii) up to 60,000 ordinary shares shall be allocated to a directors’ share option plan, setting out the terms and conditions applicable to options granted to members of the Board of Directors ("Directors Share Option Scheme").

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

Proposed Extraordinary Resolution 1/2021	<p>It is resolved to:</p> <ul style="list-style-type: none"> - approve the Employee Share Option Scheme and Directors Share Option Scheme as proposed by the Board. - authorise the Board of Directors to issue and allot up to 700,000 of the unissued ordinary shares of the Company to key personnel of the Company and its subsidiaries as part of the Employee Share Option Scheme and the Directors Share Option Scheme as approved above, which approvals shall be valid for the maximum period allowed by applicable law, being five (5) years from the date of this resolution; - authorise the Board of Directors, pursuant to Article 88(7) of the Companies Act (Chapter 386 of the Laws of Malta), to restrict or withdraw any rights of pre-emption, if any, of shareholders in relation to an allotment of shares by the Board
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	in terms of the authorization granted under this extraordinary resolution.
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Second Extraordinary Resolution: Approval of extensions to the expiry dates of the 2017-2022 employees' and directors' option plans (Agenda Item 17)

It is recommended that this Annual General Meeting approves extensions to the 2017-2022 employees' and directors' option plan expiry date to May 6, 2026.

Presently, clause 15 (Term) of the Aspire Global Share Option Plan 2017-2022 is valid for a term up to 30 May 2022. It is proposed that the Company adopt, by approval of this Extraordinary Resolution, the execution of an addendum to amend clause 15 to extend the term of this plan up to May 6, 2026.

Similarly, presently clause 14 (Term) of the Aspire Global plc Directors' Share Option Plan 2017-2022 is valid for a term up to 30 May 2022. It is proposed that the Company adopt, by approval of this Extraordinary Resolution, the execution of an addendum to amend clause 14 thereof to extend the term of this plan up to May 6, 2026.

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

Proposed Extraordinary Resolution 2/2021	It is resolved that the terms of the Aspire Global Share Option Plan 2017-2022 and the Aspire Global Plc Directors' Share option Plan 2017-2022 be extended up to May 6, 2026, and that the Company executes addenda to the respective plans so as to amend clause 15 and 14 respectively of the plans to reflect the extended date of May 6, 2026.
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Other Information

The Company has 46,469,945 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 2020, the Company's Articles of Association and proxy form are available on the Company's website (www.aspireglobal.com/investors).

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 2021
Aspire Global Plc
Board of Directors

For further information, please contact:

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About Aspire Global

Founded in 2005 Aspire Global is a leading B2B-provider of iGaming solutions, offering companies everything they need to operate a successful iGaming brand, covering casino and sports. The B2B-offering comprises of a robust technical platform, proprietary casino games, a proprietary sportsbook, and a game aggregator. The Group operates in 26 regulated markets spanning Europe, America and Africa, including countries like the US, UK, Denmark, Portugal, Spain, Poland, Ireland, Nigeria, Colombia and Mexico. Offices are located in Malta, Israel, Bulgaria, Ukraine, North Macedonia, India, Italy and Gibraltar. Aspire Global is listed on Nasdaq First North Premier Growth Market under ASPIRE. Certified Advisor: FNCA Sweden AB, info@fnca.se, +46-8-528 00 399. Please visit www.aspireglobal.com