

Malta, 6th May 2021

Aspire Global PLC

Minutes of the annual general meeting

Date and time: 6 May 2021, 14:00 CEST

Venue: Aspire Global Head Office, 135 High Street, Sliema, Malta

Present:

Board members:

Carl Klingberg, Fredrik Burvall, and Aharon Aran, all participating remotely.

Shareholders:

Two (2) shareholders holding 16.25% of the total number of issued shares were present at the annual general meeting by proxy.

Other participants:

Olga Finkel (Chairperson of the annual general meeting)

Rachel Vella Baldacchino (Secretary of the annual general meeting)

Tsachi Maimon (CEO)

Motti Gil (CFO)

1. Opening of the annual general meeting

The annual general meeting of Aspire Global PLC (the "Company") was declared open by Olga Finkel.

2. Election of a chairperson of the annual general meeting

Olga Finkel was appointed chairperson of the annual general meeting.

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3. Preparation and approval of the voting list

Two (2) shareholders of the Company were present at the annual general meeting by proxy. The chairperson reported that the shareholders present at the meeting by proxy hold in aggregate 7,550,018 shares, which represents 16.25% of the issued share capital. As at the record date, Aspire Global PLC has 46,469,945 issued shares. The register of shareholders present and entitled to vote at the meeting (voting list) has been prepared, approved and enclosed to the minutes as Appendix 2.

4. Approval of the agenda

The Chairperson noted and considered the contents of a resolution adopted by the board in a meeting held before the AGM on 6 May 2021, where the Board noted due that to the low percentage of shares represented at this meeting as a result of third party technical errors, it considered it prudent for the two proposals included in Agenda Items 16 and 17 to be decided upon by a more representative number of shares, due to their considerable importance to the Company. The Board reserved its right to propose the same items under the same or an amended form for consideration and resolution by the shareholders at another general meeting at a later date.

Having noted the contents of the resolution adopted by the Board, the Chairperson accepted the withdrawal of Agenda Items 16 and 17 as proposed by the Board.

The annual general meeting unanimously resolved to approve the agenda as amended. The agenda is enclosed to the minutes as Appendix 1.

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

Motti Gil, Chief Financial Officer of the Company, was elected to check and sign the minutes of the annual general meeting together with the chairperson.

6. Determination whether the annual general meeting has been duly convened

The notice of the annual general meeting was duly given. The Company's auditor was also given the notice of the meeting. It was further noted that a quorum was present.

The meeting resolved to approve the notice procedure and declared the annual general meeting duly convened.

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7. Statement by the Chief Executive Officer

Tsachi Maimon, Chief Executive Officer of the Company, presented the main developments and the Company's financial results during the past year, noting that the Company concluded yet another year of double-digit growth, with a strong demand for B2B offering, with the Company now serving over 150 customers across its products. Mr Maimon further outlined main developments, including key hires across its products, its acquisition of BtoBet, and key partnerships in strategic jurisdictions and progress on sustainability efforts of the Company with the publication for the first time of a standalone Sustainability Report. The Sustainability Report is available on the Company's website. Plans for 2021 and beyond across the Company's operations, technology and global strategy were also presented to the meeting.

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

Motti Gil, Chief Financial Officer of the Company, presented the Annual Report and the unqualified Auditor's Report of the Company and the consolidated Report of the Group for the financial year 2020, providing a summary of the Company's financial position and highlights from the previous financial year. The Annual Report is available on the Company's website.

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

The Board of Directors of the Company had approved and recommended to the shareholders to approve as presented the Financial Statements of the Company and the Consolidated Financial Statements of the Group, including the Director's Report and the Auditors' Report for the financial year ending 31st December 2020.

Ordinary Resolution 1/2021	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 st December 2020.
Votes	For: 7,550,018 (100%) Against: 0 (0%) Withheld: 0 (0%)
Outcome	Ordinary Resolution 1/2021 was unanimously approved.

10. Resolution on allocation of the Company's profit in accordance with the adopted Balance Sheet

The Board of Directors proposed, in accordance with the Consolidated Financial Statements 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.

Ordinary Resolution 2/2021	The shareholders have resolved that no dividend will be paid for the financial year ended 31 st December 2020.
Votes	For: 7,550,018 (100%) Against: 0 (0%) Withheld: 0 (0%)
Outcome	Ordinary Resolution 2/2021 was unanimously approved.

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

It was proposed that the members of the Board of Directors 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.

Ordinary Resolution 3/2021	The shareholders have resolved to individually discharge each member of the Board of Directors and the Chief Executive Officer from liability for their administration of the Company during the year 2020 to the extent permissible by applicable law.
Votes	For: 7,550,018 (100%) Against: 0 (0%) Withheld: 0 (0%)
Outcome	Ordinary Resolution 3/2021 was unanimously approved.

12. Determination of the number of members of the Board of Directors of the Company

According to the articles of association of the Company, the Board of Directors is to consist of minimum 3 and maximum 10 members. The Board presently consists of 4 members and there are no deputy members. It was proposed that the number of Board members remains

the same.

Ordinary Resolution 4/2021	The shareholders have resolved that the Board of Directors shall be composed of four (4) members.
Votes	For: 7,550,018 (100%) Against: 0 (0%) Withheld: 0 (0%)
Outcome	Ordinary Resolution 4/2021 was unanimously approved.

13. Determination of the fees for the members of the Board of Directors and the Chief Executive Officer

It was proposed that the aggregate amount for one year payable to the members of the Board of Directors 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 was further proposed that the auditor's fees shall be payable in accordance with approved invoices.

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.
Votes	For: 7,550,018 (100%) Against: 0 (0%) Withheld: 0 (0%)
Outcome	Ordinary Resolution 5/2021 was unanimously approved.

14. Election of the members of the Board of Directors

In accordance with the articles of association of the Company, all members of the Board of Directors have retired from office at the annual general meeting.

Carl Klingberg, Fredrik Burvall, Aharon (Rony) Aran and Barak Matalon, presently members of the Board, stood for re-election at the meeting for the period until the end of the next

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annual general meeting. Information about the members of the Board proposed for re-election has been provided in the latest Annual Report and on the Company's website (www.aspireglobal.com/investors).

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

No other nominations for the members of the Board of Directors have been received by the Company in accordance with the procedure set out in the articles of association of the Company.

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.
Votes	For: 7,550,018 (100%) Against: 0 (0%) Withheld: 0 (0%)
Outcome	Ordinary Resolution 6/2021 was unanimously approved.

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.
Votes	For: 7,550,018 (100%) Against: 0 (0%) Withheld: 0 (0%)
Outcome	Ordinary Resolution 7/2021 was unanimously approved.

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.
Votes	For: 7,550,018 (100%) Against: 0 (0%) Withheld: 0 (0%)
Outcome	Ordinary Resolution 8/2021 was unanimously approved.

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.
Votes	For: 7,550,018 (100%) Against: 0 (0%)

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	Withheld: 0 (0%)
Outcome	Ordinary Resolution 9/2021 was unanimously approved.

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.
Votes	For: 7,550,018 (100%) Against: 0 (0%) Withheld: 0 (0%)
Outcome	Ordinary Resolution 10/2021 was unanimously approved.

15. Appointment of the auditors

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

Ordinary Resolution 11/2021	The shareholders have resolved to reappoint BDO as auditors of the Company.
Votes	For: 7,550,018 (100%) Against: 0 (0%) Withheld: 0 (0%)
Outcome	Ordinary Resolution 11/2021 was unanimously approved.

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

As explained under agenda item 4, this agenda item was withdrawn in its entirety.

17. Second Extraordinary Resolution: Approval of extensions to the expiry dates of the 2017-2022 employees' and directors' option plans

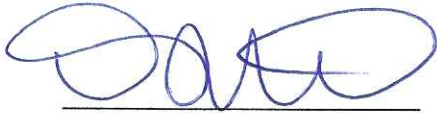
As explained under agenda item 4, this agenda item was withdrawn in its entirety.

18. Closing the meeting

Carl Klingberg, chairman of the Board, gave closing remarks at the annual general meeting.

There being no further business, Olga Finkel, the chairperson of the annual general meeting, declared the meeting closed. The chairperson noted that all resolutions put

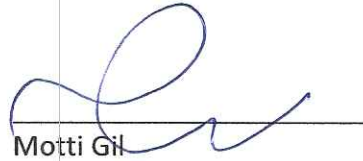
forward for a vote have been unanimously adopted.



Olga Finkel



Rachel Vella Baldacchino



Motti Gil

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APPENDIX 1

AGENDA OF THE MEETING

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: **[WITHDRAWN]** 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;

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17. Second Extraordinary Resolution: **[WITHDRAWN]** Approval of extensions to the expiry dates of the 2017-2022 employees' and directors' option plans;

General

18. The closing of the meeting.

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APPENDIX 2

VOTING LIST

No	Shareholder	Proxy / representative	No of Shares	% of all shares	% present
1	Zahavi, Pinhas	Chairperson	7,500,000	16.14%	99.338%
2	Burvall, Fredrik	Chairperson	50,018	0.11%	0.662%
TOTAL:			7,550,018	16.25%	100.00%

Total number of issued shares at the date of the meeting: 46,469,945

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