



## Press release

22 April 2022

### Notice of Extraordinary General Meeting of Aspire Global Plc

Notice is hereby given to the shareholders of Aspire Global Plc ("**Aspire Global**" or the "**Company**") of an extraordinary general meeting of the Company to be held on 11 May 2022 remotely via Microsoft Teams, in terms of the Companies Act (Public Companies – Annual General Meetings) Regulations (Subsidiary Legislation 386.23) and the Company's Articles of Association. The meeting will start at 14:00 CEST.

#### Right to participate

Shareholders may participate and cast a vote at the extraordinary general meeting by appointing the Chairperson as their proxy. Shareholders who wish to participate at the extraordinary general meeting as aforesaid must:

- be entered in the register of shareholders held by Euroclear Sweden AB as at 5 May 2022 (the record date), or if the shares are registered in the name of a nominee, request from the nominee that the shares are registered for voting purposes in such time that the registration is complete by no later than 5 May 2022; and
- notify the Company of their intention to cast a vote by proxy at the extraordinary general meeting by not later than 9 May 2022 by 14:00 CEST.

#### Notifying your attendance

Notifications of the intention to participate and cast a vote at the extraordinary general meeting needs to be made in writing to the Company by sending an email to [egm@aspireglobal.com](mailto:egm@aspireglobal.com), or by post at the following address: Aspire Global Plc, Attn: Extraordinary General Meeting; Level G, Office 1/5086; Quantum House, 75 Abate Rigord Street; Ta' Xbiex XBX 1120; Malta. Meeting joining instructions will be sent to all shareholders duly notifying their attendance.

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 are entitled to appoint a proxy themselves (rather than the nominee) if, in addition to giving notice of attendance, they request a temporary registration of their shares in their own name with Euroclear Sweden AB to be able participate in the extraordinary general meeting. Such temporary registration should be completed by 5 May 2022. Shareholders with nominee registered shares must request their nominee to effect the temporary registration of the shares in their name well in advance of this date.



It may be possible for your nominee to effect such temporary registration as at the record date up to 9 May 2022, however this is not always possible and it is recommended that shareholders ask your nominee to carry this out as soon as possible. This procedure may also apply with respect to shares held on a bank's shareholder deposit account and certain investment savings accounts.

If you are not sure which bank or nominee holds shares in your name, you may verify the particulars relating to your shareholding in the Company's register of shareholders. You may order a printed version of the Company's public registers from Euroclear Sweden AB at a fee for a copy of the public register to be posted to you directly. Further details on how to do this are available [here](#) or directly from Euroclear Sweden.

### **Appointment of the Chairperson as proxy and proxy forms**

A shareholder who is entitled to attend and vote at the extraordinary 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. Since the meeting will be held remotely, the proxy must be the Chairperson of the extraordinary general meeting. The shareholders wishing to participate at the extraordinary 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](http://www.aspireglobal.com/investors)).

### **Proxy-granting and distance voting prior to the meeting**

In accordance with Companies Act (Public Companies - Annual General Meetings) Regulations (subsidiary legislation 386.23 of the laws of Malta), the sole person who may be appointed as proxy of a meeting held remotely is the Chairperson of the meeting. To be represented by a proxy, shareholders must still notify the Company of its intention to cast a vote by proxy and submit the proxy form by the prescribed deadline. To facilitate organisation, shareholders who wish to authorise the Chairperson as their proxy 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 9 May 2022 at 14:00 CEST. The required documents must be sent to the Company by email to [egm@aspireglobal.com](mailto:egm@aspireglobal.com) or by post at the following address: Aspire Global Plc, Attn. Extraordinary 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 or legal person, 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 extraordinary 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 with its other general meetings held in 2020 and 2021, decided to make some changes to the location and format of the extraordinary general meeting and has decided to organise this extraordinary general meeting remotely. Whilst we usually welcome the opportunity to engage with our shareholders in person at general meetings, in present circumstances the Board believes that physical presence at the extraordinary 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. 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. For this reason, a shareholder may only participate and cast a vote at the extraordinary general meeting by completing the proxy form, and submitting such proxy form to the Company, for the purpose of nominating the Chairperson as their proxy and instructing the Chairperson to vote in accordance with the voting preferences specified therein.

The results of the resolutions will be published on our website as soon as practically possible after the extraordinary general meeting.

Aspire Global will provide a livestream of the extraordinary general meeting and allow shareholders to follow the business of the extraordinary general meetings on their computer or smart phone from their location of choice. Aspire Global welcomes questions by shareholders related to the business of the meeting, which can be submitted at [egm@aspireglobal.com](mailto:egm@aspireglobal.com) before 9 May 2022. The Board will endeavour to answer these questions during the meeting, unless the Company is unable to provide an immediate reply at short notice or, if the questions are not answered at the meeting, the Company will publish the answers on its website within forty-eight (48) hours from the end of the meeting. The Company may choose to provide an overall answer to questions having the same content.

If further disruptions to the extraordinary 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 extraordinary general meeting (<https://www.aspireglobal.com/corporate-governance/general-meeting/>).

## **Proposed Agenda**

### ***General***

1. Opening of the extraordinary general meeting;
2. Election of a chairperson of the extraordinary general meeting;
3. Preparation and approval of the list of shareholders and representatives present at the extraordinary general meeting and the number of shares and votes represented by each of them (voting list);
4. Approval of the proposed agenda of the extraordinary 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 extraordinary general meeting has been duly convened;

***Special business (extraordinary resolutions)***

7. First Extraordinary Resolution: Approval of amendment to the Company's Articles of Association to cater for squeeze-out rights of an offeror;

***General***

8. The closing of the meeting.

**Proposals**

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

It is proposed that Olga Finkel, company secretary of the Company, is appointed as chairperson of the extraordinary general meeting.

**Special business - Proposed Extraordinary Resolution and Information on the Proposals**

**First Extraordinary Resolution: Amendment of the Company's Articles of Association to include squeeze-out rights of an offeror (Agenda Item 7)**

The Board of Directors refers to the statement made by the Bid Committee of the Company in relation to the public tender offer by NeoGames S.A. ("**NeoGames**"), which offer was made by NeoGames on 17 January 2022 to the shareholders of the Company to tender all their shares in the Company to NeoGames for a consideration consisting of a combination of cash and newly issued shares in NeoGames in the form of Swedish depository receipts (the "**Offer**"). Completion of the Offer is subject to a number of conditions, one of which is that the Company's Articles of Association be amended prior to the end of the acceptance period in the Offer, as to allow for NeoGames, having become the owner of not less than 90 percent of the total number of outstanding shares in Aspire Global carrying voting rights (on both a non-diluted and on a fully diluted basis), to acquire the remaining shares in Aspire Global that have not been tendered in the Offer, for a consideration which, at the sole discretion of Neogames shall be either (a) the same consideration (in both value and form) as that offered in the Offer, or (b) a consideration equivalent in value to the consideration offered in the Offer to be made in cash alone or in a combination of cash and non-cash consideration.

If this resolution proposed to be adopted by the EGM is adopted, the Company is required to amend and update its Memorandum and Articles of Association in line with article 79 of the Companies Act (Chapter 386 of the Laws of Malta).

Accordingly and in order to fulfil that condition, the Extraordinary General Meeting will consider and, if thought fit, adopt the following Extraordinary Resolution:

<p><b>Proposed Extraordinary Resolution 1/2022</b></p>	<p>It is resolved to include a new Article 15 in the Company’s Articles of Association, as follows:</p> <p>15.1. <i>Where an Offeror has acquired or has firmly contracted to acquire, whether directly or indirectly, shares of the Company representing not less than ninety percent (90%) of the capital of the Company carrying voting rights (on both a non-diluted basis and a fully diluted basis), whether solely through a Bid or through a combination of a Bid and any one or more acquisitions of shares outside the context of a Bid (including, without limitation, by means of cash or non-cash consideration), exercises of options or warrants to receive shares and, or any other means, the Offeror has the right to require all the other shareholders of the Company (the “Squeezed-Out Shareholders”) to transfer all their shares in the Company to the Offeror (the “Squeeze-Out Right”) for a consideration which, at the sole discretion of the Offeror, shall be either (a) the same consideration (in both value and form) as that offered in the Bid, or (b) a consideration equivalent in value to the consideration offered in the Bid to be made (i) in cash alone, or (ii) in a combination of cash and non-cash consideration (the “Consideration”).</i></p> <p>15.2. <i>An Offeror may exercise its Squeeze-Out Right within ninety (90) days from the acquisition of not less than ninety percent (90%) of the capital of the Company carrying voting rights (on both a non-diluted basis and a fully diluted basis), by notice in writing to the Board of Directors specifying the Consideration payable by the Offeror to each of the Squeezed-Out Shareholders and any other terms upon which the Squeeze-Out Right is being exercised (including the Long-Stop Date as defined in Section 15.4 below) (the “Squeeze-Out Notice”).</i></p> <p>15.3. <i>Within five (5) Business Days from the receipt of the Squeeze-Out Notice, the Board of Directors shall notify each of the Squeezed-Out Shareholders in writing that the Offeror has exercised its Squeeze-Out Right (the “Shareholder Squeeze-Out Notice”). The Shareholder Squeeze-Out Notice shall specify the date of the Squeeze-Out Notice, the Consideration to be paid to the Squeezed-Out Shareholders and any other terms upon which the Squeeze-Out Right is being exercised (including the Long-Stop Date as defined in Section 15.4 below) and shall be sent to the last known address of the Squeezed-Out Shareholders in accordance with the provisions of Section 96. The Company shall also publish a company announcement on its official website notifying the public (including Squeezed-Out Shareholders) that the Offeror has exercised its Squeeze-Out Right and that the Squeezed-Out</i></p>
--	--

*Shareholders are obliged to transfer their shares to the Offeror in accordance with the provisions of these Articles and the Shareholder Squeeze-Out Notice. The Shareholder Squeeze-Out Notice shall be annexed to the said company announcement.*

*15.4. Each Squeezed-Out Shareholder shall transfer their shares to the Offeror within forty-five (45) Business Days from the date of the Squeeze-Out Notice (the “**Long-Stop Date**”) and shall enter and execute all such documents as are necessary to give effect to the transfer of their shares in the Company to the Offeror. For this purpose, each Squeezed-Out Shareholder shall automatically and without any other formalities being required be deemed to have appointed the Company as its agent to enter and execute all such documents as are necessary to give effect to the transfer of its shares in the Company to the Offeror. The said power of attorney is an irrevocable power of attorney by way of security for the purposes of article 1187 of the Civil Code (Chapter 16 of the laws of Malta). The Company shall be entitled and have authority to exercise the powers granted to it under this power of attorney in such instance where, by the Long-Stop Date, a Squeezed-Out Shareholder does not transfer their shares to the Offeror, execute such documents or take such other action as may be necessary in terms of applicable law for their shares to be transferred to the Offeror.*

*15.5. Where the Offeror has elected that the Consideration is to take the form of cash, the Consideration shall within fifteen (15) Business Days of the Long-Stop Date be transferred to a financial institution, acting in its capacity as settlement agent for the Offeror, for the purpose of crediting the Consideration to the last bank or custody account notified to the Company by or on behalf of a Squeezed-Out Shareholder.*

*15.6. To the extent that the Consideration is to take the form of part cash and part non-cash consideration: (i) the cash component of the Consideration shall be transferred in the manner set out in Section 15.5 above; and (ii) where the non-cash component of the Consideration consists of shares and, or depository receipts in the Offeror: (a) such shares and, or depository receipts shall be credited to the vp-account held in the name of each Squeezed-Out shareholder or their custodian, as the case may be; and (b) each Squeezed-Out Shareholder shall be deemed to have appointed the Company as its agent to enter and execute all such documents as are necessary to give effect to subscription or transfer of the shares and, or depository receipts in the Offeror. For the purposes of (b) above: the said power of attorney is an irrevocable power of attorney by way of security for the purposes of article 1187 of the Civil Code (Chapter 16 of the laws of Malta) and the Company shall exercise the powers granted to it under this power of attorney in*

	<p><i>such instance where a Squeezed-Out Shareholder does not execute such documents or take such action required in terms of applicable law to subscribe for the shares and, or depositary receipts in the Offeror.</i></p> <p><i>For the purposes of this Section:</i></p> <p><i>“Bid” means: a takeover offer under the Offer Regulations to all shareholders of the Company;</i></p> <p><i>“Business Days” means a day (other than a Saturday or Sunday) on which banks are open for general business in Malta and Sweden;</i></p> <p><i>“Offeror” means a person who makes a Bid;</i></p> <p><i>“Offer Regulations” means the Swedish Corporate Governance Board’s Takeover rules for certain trading platforms in effect from time to time and statements and rulings by the Swedish Securities Council (Sw. Aktiemarknadsnämnden).</i></p>
<p><b>Proposed Extraordinary Resolution 2/2022</b></p>	<p>It is resolved:</p> <p>to approve all other changes to the Memorandum and Articles of Association of the Company as reflected in Annex I to this notice required as a result of the changes referred to in Resolution 1/2022, including the renumbering of sections following the newly introduced Section 15, amendments to cross-references contained throughout the Articles of Association and the updating of details set out in the Memorandum of Association for the purpose of reflecting information filed with the Malta Business Registry of Companies, and to authorise the Company Secretary to prepare and file with the Malta Business Registry a certified copy of the Memorandum and Articles of Association to reflect the changes resolved upon herein and to make any other filings, returns and registrations as necessary or desirable, and in any case within the time prescribed by law, to give effect to the above resolutions.</p>

**Other Information**

The Company has 46,677,086 issued shares as of the date of this notice. Each share is giving a shareholder the right to one vote at the extraordinary general meeting.

**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 extraordinary 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 extraordinary general meeting. The company 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](mailto:DPO@aspireglobal.com).

---

Malta, 22 April 2022

**Aspire Global Plc**  
Board of Directors

**For further information, please contact:**

Tsachi Maimon, CEO, Tel: +356-79777898 or email: [tsachi@aspireglobal.com](mailto:tsachi@aspireglobal.com)

Motti Gil, CFO, Tel: +356-99240646 or email: [mottigi@aspireglobal.com](mailto:mottigi@aspireglobal.com)

**About Aspire Global**

*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 platform itself can be availed of exclusively or combined with a wide range of services. The Group operates in 31 regulated markets spanning Europe, America and Africa, including countries like the US, UK, Netherlands, Denmark, Portugal, Spain, 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](mailto:info@fnca.se), +46-8-528 00 399. Please visit [www.aspireglobal.com](http://www.aspireglobal.com).*



Annex I