



## PROXY FORM

for the Extraordinary 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 the Chairperson of the Extraordinary General Meeting as my proxy for the Extraordinary General Meeting of Aspire Global to be held on 11 May 2022 to be held remotely in terms of the Companies Act (Public Companies – Annual General Meetings) Regulations (Subsidiary Legislation 386.23) via Microsoft Teams and any adjournment thereof.

### 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. Since the Extraordinary General Meeting will be held entirely remotely, you may only participate and vote at the meeting by submitting a proxy form appointing the Chairperson of the Extraordinary General Meeting to be your proxy.
2. 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.
3. 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.
4. Please also follow the instructions stated in the Notice of Extraordinary General Meeting, available on the Company’s website ([www.aspireglobal.com/investors](http://www.aspireglobal.com/investors)).
5. The duly filled in and signed Proxy Form must be submitted to the Company by:
  - (i) scanning it and sending it by email to [egm@aspireglobal.com](mailto:egm@aspireglobal.com); or
  - (ii) sending the original signed Proxy Form by post to: Aspire Global Plc, Attn: Extraordinary General Meeting, Level G, Office 1/5086, Quantum House, 75, Abate Rigord Street, Ta’Xbiex XBX 1120, Malta.
6. 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 9 May 2022 at 14:00 CEST. The Company may not consider the Proxy Forms received after this time.

### 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 Chairperson of the Extraordinary 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 Extraordinary General Meeting				
G 4	Approval of one or two persons to verify and sign the minutes of the Extraordinary General Meeting				
G 5	Verification that the meeting has been duly convened				
	<b>SPECIAL BUSINESS (EXTRAORDINARY RESOLUTIONS)</b>				
E. R. 1/2022	<p>It is resolved to include a new Article 15 in the Company's Articles of Association, as follows:</p> <p><i>15.1. 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 "<b>Squeezed-Out</b></i></p>				

	<p><i>Shareholders”)</i> to transfer all their shares in the Company to the Offeror (the <b>“Squeeze-Out Right”</b>) 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 <b>“Consideration”</b>).</p> <p>15.2. 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 <b>“Squeeze-Out Notice”</b>).</p> <p>15.3. 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 <b>“Shareholder Squeeze-Out Notice”</b>). 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 Shareholders are obliged to transfer their shares to the Offeror in accordance with</p>				
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	<p><i>the provisions of these Articles and the Shareholder Squeeze-Out Notice. The Shareholder Squeeze-Out Notice shall be annexed to the said company announcement.</i></p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>15.6. To the extent that the Consideration is to take the form of part cash and part non-cash consideration: (i)</i></p>				
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	<p><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 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 depository receipts in the Offeror.</i></p> <p><i>For the purposes of this Section:</i></p> <p><i>“<b>Bid</b>” means: a takeover offer under the Offer Regulations to all shareholders of the Company;</i></p> <p><i>“<b>Business Days</b>” 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>“<b>Offeror</b>” means a person who makes a Bid;</i></p> <p><i>“<b>Offer Regulations</b>” 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>				
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<p>E.R. 2/2022</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 the notice of the Extraordinary General Meeting 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>				
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