

Malta, 11<sup>th</sup> May 2022

## **Aspire Global PLC**

### **Minutes of the extraordinary general meeting**

**Date and time:** 11 May, 2022, 14:00 CEST

**Venue:** Aspire Global Head Office, 135 High Street, Sliema, Malta/Microsoft Teams

**Present:**

**Board members:**

Fredrik Burvall and Aharon Aran, all participating remotely.

**Shareholders:**

Four (4) shareholders holding 64.49%% of the total number of issued shares were present at the extraordinary general meeting by proxy.

**Other participants:**

Olga Finkel (Chairperson of the extraordinary general meeting)

Rachel Vella Baldacchino (Secretary of the extraordinary general meeting)

Motti Gil (CFO)

#### **1. Opening of the extraordinary general meeting**

The extraordinary general meeting of Aspire Global PLC (the “**Company**”) was declared open by Olga Finkel.

#### **2. Election of a chairperson of the extraordinary general meeting**

Olga Finkel was appointed chairperson of the extraordinary general meeting.

#### **3. Preparation and approval of the voting list**

Four (4) shareholders of the Company were present at the extraordinary general meeting by proxy. The chairperson reported that the shareholders present at the meeting by proxy hold in aggregate 30,098,000 shares, which represents 64.49% of the issued share capital. As at the record date, Aspire Global PLC has 46,677,086 issued shares, of which 46,672,047 have been dematerialised and registered at Euroclear Sweden AB. 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 extraordinary 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 extraordinary general meeting together with the chairperson. The minutes will be prepared by Rachel Vella Baldacchino.

#### **6. Determination whether the extraordinary general meeting has been duly convened**

The notice of the extraordinary 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 extraordinary general meeting duly convened.

#### **7. First Extraordinary Resolution: Amendment of the Company's Articles of Association to include squeeze-out rights of an offeror**

It is proposed that the Extraordinary General Meeting adopt a resolution 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).

The Chairperson referred 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.

Accordingly:

<p><b>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</i></p>
---	--

*the Squeeze-Out Right is being exercised (including the Long-Stop Date as defined in Section 15.4 below) (the “**Squeeze-Out Notice**”).*

*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 “**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 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*

	<p><i>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) 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>“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>
<b>Votes</b>	<p><b>For:</b> 30,098,000 (100%)</p> <p><b>Against:</b> 0 (0%)</p> <p><b>Withheld:</b> 0 (0%)</p>
<b>Outcome</b>	<b>Extraordinary Resolution 1/2022 was approved.</b>

<b>Extraordinary Resolution 2/2022</b>	<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>
<b>Votes</b>	<b>For:</b> 30,098,000 (100%) <b>Against:</b> 0 (0%) <b>Withheld:</b> 0 (0%)
<b>Outcome</b>	<b>Extraordinary Resolution 2/2022 was approved.</b>

## 8. Closing the meeting

There being no further business, Olga Finkel, the chairperson of the extraordinary general meeting, declared the meeting closed. The chairperson noted that all resolutions put forward for a vote have been adopted.

DocuSigned by:  
  
 5C2A5D27769F4CF...  
 Olga Finkel

DocuSigned by:  
  
 E0163410462740E...  
 Motti Gil

DocuSigned by:  
  
 FEB342CC117B495...  
 Rachel Vella Baldacchino

Rachel Vella Baldacchino

## APPENDIX 1

### AGENDA OF THE MEETING

#### ***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 members 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.

## APPENDIX 2

### VOTING LIST

No	Shareholder	Proxy / representative	No of Shares	% of all shares	% present
1	Zahavi, Pinhas	Chairperson	7,550,000	16.18%	25.08%
3	Matalon, Barak	Chairperson	12,048,000	25.81%	40.03%
4	Israel Discount Bank Limited	Chairperson	7,500,000	16.07%	24.92%
6	Aran, Aharon	Chairperson	3,000,000	6.43%	9.97%
		<b>TOTAL:</b>	<b>30,098,000</b>	<b>64.49%</b>	<b>100.00%</b>

Total number of issued and dematerialised shares registered with Euroclear Sweden AB at the date of the meeting: 46,672,047