

## Press release

16 June 2022

### **Supplement to the notice of Annual General Meeting of Aspire Global Plc**

This notice (“**Supplementary Notice**”) supplements the notice published on 31 May 2022 given to the shareholders of Aspire Global Plc (“**Aspire Global**” or the “**Company**”) of an annual general meeting of the Company to be held on 30 June 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.

This Supplementary Notice supplements the notice of annual general meeting of the Company published on 31 May 2022 and is being published to supplement the agenda and resolutions proposed therein, inter alia to include new proposals for ordinary resolutions to appoint new directors to the Board of Directors of the Company for the period until the next annual general meeting.

It does not replace that notice, which remains in effect in its entirety except to the extent supplemented by this Supplementary Notice. For the purposes of completeness and accuracy, information on participation and proxy voting, as well as the complete agenda and proposals already proposed are repeated herein.

#### **Right to participate**

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

- be entered in the register of shareholders held by Euroclear Sweden AB as at 23 June 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 23 June 2022; and
- notify the Company of their intention to cast a vote by proxy at the annual general meeting by not later than 28 June 2022 by 14:00 CEST.

#### **Notifying your attendance**

Notifications of the intention to participate and cast a vote at the annual general meeting needs to be made in writing to the Company by sending an email to [agm@aspireglobal.com](mailto:agm@aspireglobal.com), or by post at the following address: Aspire Global Plc, Attn: Annual 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 annual general meeting. Such temporary registration should be completed by 23 June 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 27 June 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 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. Since the meeting will be held remotely, the proxy must 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](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. Proxy forms are available on the Company's website ([www.aspireglobal.com/investors](http://www.aspireglobal.com/investors)).

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 28 June 2022 at 14:00 CEST. The required documents must be sent to the Company by email to or by post at the following address: Aspire Global Plc, Attn. 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 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 the holding of the annual general meeting**

The Board has, like with its other general meetings held in 2020, 2021 and 2022 decided to make some changes to the location and format of the annual general meeting and has decided to organise this annual general meeting remotely. For this reason, a shareholder may only participate and cast a vote at the annual 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 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. Aspire Global welcomes questions by shareholders related to the business of the meeting, which can be submitted [agm@aspireglobal.com](mailto:agm@aspireglobal.com) before 28 June 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 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([www.aspireglobal.com/investors](http://www.aspireglobal.com/investors) ).

### **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;

**General**

16. 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 the Company, 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 31<sup>st</sup> December 2021.

<b>Proposed Resolution 1/2022</b>	<b>Ordinary</b>	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 2021.
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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 31<sup>st</sup> December 2021 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.

<b>Proposed Resolution 2/2022</b>	<b>Ordinary</b>	The shareholders have resolved that no dividend will be paid for the financial year ending 31 December 2021.
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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 2021 to the extent permissible by applicable law.

<b>Proposed Resolution 3/2022</b>	<b>Ordinary</b>	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 2021 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 be reduced to three (3) and that the Board is composed of three (3) members.

<b>Proposed Resolution 4/2022</b>	<b>Ordinary</b>	The shareholders have resolved that the Board of Directors shall be composed of three (3) 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 board of directors of the Company will not be remunerated for their duties for the year commencing on the date of the date of the annual general meeting until the next annual general meeting. It is further proposed that the auditor's fees will be payable in accordance with invoices approved by the board of directors.

<b>Proposed Resolution 5/2022</b>	<b>Ordinary</b>	The shareholders have resolved that the Board of Directors will not be remunerated for carrying out their duties for the year commencing on the date of this annual general meeting until the end of the next annual general meeting. The shareholders have resolved that the fees of the
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	company's auditor will be payable in accordance with invoices approved by the board of directors.
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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. The Company will propose resolutions to elect members of the Board in line with nominations received by the Company. The following persons have been nominated and are eligible for election at the annual general meeting until the end of next annual general meeting: Tsachi (Isaac) Maimon, Motti Gil, and Mordechay Malool

<b>Proposed Resolution 6/2022</b>	<b>Ordinary</b>	The shareholders have resolved to elect Tsachi (Isaac) Maimon as a director of the Company until the conclusion of the next annual general meeting.
<b>Proposed Resolution 7/2022</b>	<b>Ordinary</b>	The shareholders have resolved to elect Motti Gil as a director of the Company until the conclusion of the next annual general meeting.
<b>Proposed Resolution 8/2022</b>	<b>Ordinary</b>	The shareholders have resolved to elect Mordechay Malool as a director of the Company 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.

<b>Proposed Resolution 9/2022</b>	<b>Ordinary</b>	The shareholders have resolved to reappoint BDO as auditors of the Company.
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**Other Information**

The Company has 46,989,268 issued shares as of the date of this Supplementary Notice. Each share is giving a shareholder the right to one vote at the annual 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 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 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).

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Malta, 16 June 2022

**Aspire Global Plc**

Board of Directors

## **For further information, please contact:**

Tsachi Maimon, CEO, Tel: +34636452458 or email: [tsachi@aspireglobal.com](mailto:tsachi@aspireglobal.com)

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## **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).*