



Malta, 30th June 2022

Aspire Global PLC

Minutes of the annual general meeting

Date and time: 30 June 2022, 14:00 CEST

Venue: Aspire Global Head Office, 135 High Street, Sliema, Malta and via Microsoft Teams in terms of the Companies Act (Public Companies – Annual General Meetings) Regulations

Present:

Board members:

Barak Matalon and Carl Klingberg, participating remotely.

Shareholders:

Two (2) shareholders holding 47.39% 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)

Mordechay (Moti) Malool (Malul) (CEO, Neogames; Nominated as director)

Malcolm Falzon (Neogames Maltese counsel)

Maria Magro (Neogames Maltese counsel)

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.

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 22,117,927 shares, which represents 47.39% of the issued share capital. As at the record date, Aspire Global PLC has 46,989,268 issued shares, of which 46,677,086 are dematerialised and registered with 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 annual general meeting unanimously resolved to approve the agenda. 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.

7. Statement by the Chief Executive Officer

Tsachi Maimon, Chief Executive Officer of the Company, made a summary statement outlining the Company’s achievements during 2021. During 2021, Aspire Global was able to



complete its acquisition of BtoBet and integrate the newly acquired sportsbook assets into Aspire Core's platform. It also saw through the acquisition of a minority stake in bingo supplier END 2 END, and completed the sale of its B2C segment. Most notably, the Company had met and exceeded all of its revenue and profitability targets.

Tsachi Maimon thanked the Board and the rest of the management team for their continuing efforts in the success of the Company and its subsidiaries.

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 (which includes the Company's standalone Sustainability Report, highlighting the Company's sustainability efforts) and the unqualified Auditor's Report of the Company and the consolidated Report of the Group for the financial year 2021, 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.

Motti Gil noted that as with other recently published financial statements, and marking the main change in approach when compared with previous years, the Company's financial statements included in the Annual Report are prepared based on the assumption of discontinued activity approach, with regards to recording of the Company's B2C segment.

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 2021.

Ordinary Resolution 1/2022	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 2021.
Votes	For: 22,117,927 (100%) Against: 0 (0%) Withheld: 0 (0%)
Outcome	Ordinary Resolution 1/2022 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 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.

Ordinary Resolution 2/2022	The shareholders have resolved that no dividend will be paid for the financial year ended 31 st December 2021.
Votes	For: 22,117,927 (100%) Against: 0 (0%) Withheld: 0 (0%)
Outcome	Ordinary Resolution 2/2022 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 2021 to the extent permissible by applicable law.

Ordinary Resolution 3/2022	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 2021 to the extent permissible by applicable law.
Votes	For: 22,117,927 (100%) Against: 0 (0%) Withheld: 0 (0%)
Outcome	Ordinary Resolution 3/2022 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 be reduced to 3 and that the Board is composed of 3 members.

Ordinary Resolution 4/2022	The shareholders have resolved that the Board of Directors shall be composed of three (3) members.
Votes	For: 22,117,927 (100%) Against: 0 (0%) Withheld: 0 (0%)
Outcome	Ordinary Resolution 4/2022 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 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. It was further proposed that the auditor's fees shall be payable in accordance with approved invoices.

Ordinary Resolution 5/2022	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 company's auditor will be payable in accordance with invoices approved by the board of directors.
Votes	For: 22,117,927 (100%) Against: 0 (0%) Withheld: 0 (0%)
Outcome	Ordinary Resolution 5/2022 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, have retired from office at this annual general meeting and will



not stand re-election. The following persons have been nominated for election as directors in accordance with the procedure set out in the articles of association 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.

There shall be no resolution proposed to the shareholders for the election of a person as chairman of the Board.

Ordinary Resolution 6/2022	The shareholders have resolved to elect Tsachi (Isaac) Maimon as a director of the Company until the conclusion of the next annual general meeting.
Votes	For: 22,117,927 (100%) Against: 0 (0%) Withheld: 0 (0%)
Outcome	Ordinary Resolution 6/2022 was unanimously approved.

Ordinary Resolution 7/2022	The shareholders have resolved to elect Motti Gil as a director of the Company until the conclusion of the next annual general meeting.
Votes	For: 22,117,927 (100%) Against: 0 (0%) Withheld: 0 (0%)
Outcome	Ordinary Resolution 7/2022 was unanimously approved.

Ordinary Resolution 8/2022	The shareholders have resolved to elect Mordachay (Moti) Malool as a director of the Company until the conclusion of the next annual general meeting.
Votes	For: 22,117,927 (100%) Against: 0 (0%) Withheld: 0 (0%)
Outcome	Ordinary Resolution 8/2022 was unanimously approved.

15. Appointment of the auditors

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

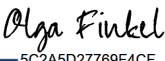


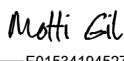
Ordinary Resolution 11/2022	The shareholders have resolved to reappoint BDO as auditors of the Company.
Votes	For: 22,117,927 (100%) Against: 0 (0%) Withheld: 0 (0%)
Outcome	Ordinary Resolution 11/2022 was unanimously approved.


16. Closing the meeting

Carl Klingberg, chairman of the Board, gave closing remarks at the annual general meeting, with special words of thanks to Tsachi Maimon and Motti Gil for their hard work and efforts in the Company's management to date, and expressed gratitude to the Company's legal counsel and company secretary Olga Finkel and Rachel Vella Baldacchino for their assistance throughout.

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.

DocuSigned by:

 5C2A5D27769F4CF...
 Olga Finkel

DocuSigned by:

 E0153419452740E...
 Motti Gil

DocuSigned by:

 FEB342CC117B495...
 Rachel Vella Baldacchino



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;

General

16. The closing of the meeting.



APPENDIX 2

VOTING LIST

No	Shareholder	Proxy / representative	No of Shares	% of all shares	% present
1	Neogames S.A.	Chairperson	14,617,927	31.32%	66.09%
2	Azur, Eli	Chairperson	7,500,000	16.07%	33.91%
TOTAL:			22,117,927	47.39%	100.00%

Total number of issued and dematerialised shares registered with Euroclear Sweden AB as at the date of the meeting: 46,677,086