

Copenhagen, Denmark – 12 March 2019

5th Planet Games A/S – Notice convening Extraordinary General Meeting

In accordance with 5th Planet Games A/S', business registration no. 33 59 71 42 (the "Company") articles of association Section 5, the Board of Directors hereby gives notice of an extraordinary general meeting in the Company to be held on

3 April 2019 at 2.00 p.m.

at the Company's offices at **Gothersgade 11, 1123 Copenhagen, Denmark**, with the following agenda:

1. Proposal to grant the Board of Directors a new authorization to issue convertible notes with the right to subscribe for up to nominally DKK 15,000,000 new shares (new section 2.8 of the articles of association)
2. Amendment of the authorization to the Board of Directors to increase the share capital (section 2.5 of the articles of association) by increase of the total nominal amount with additional 25,000,000 from nominal DKK 10,000,000 to nominal DKK 35,000,000.
3. Amendment of the authorization to the Board of Directors to issue warrants (section 2.2 of the articles of association) by increase of the total nominal amount with an additional 7,000,000 from nominal DKK 6,000,000 to nominal DKK 13,000,000.
4. If the proposal under item 3. on the agenda is not passed, the proposal is to grant the Board of Directors a new authorization to issue warrants with the right to subscribe for up to a total of nominal DKK 7,000,000 shares on different terms than under section 2.2 of the articles of association (new section 2.9 of the articles of association).
5. Any other business.

Item 1. Proposal to grant the Board of Directors a new authorization to issue convertible notes with the right to subscribe for up to nominally DKK 15,000,000 new shares (new section 2.8 of the articles of association)

It is proposed to grant the Board of Directors a new authorization to issue convertible notes with the right to subscribe for shares in the Company for up to nominal DKK 15,000,000.

Specifically, it is proposed to grant the authorization on the terms below, which is proposed included in a new section 2.8 of the articles of association:

"2.8 Until 3 April 2024, the Board of Directors is authorized to decide to obtain loans against issue of convertible notes with the right to subscribe for shares in the Company (convertible loans), and the Board of Directors is authorized to make the related capital increase for up to a total nominal amount of DKK 15,000,000. New shares issued pursuant to this authorisation shall be issued in the name of

the holder and shall be recorded in the name of the holder in the Company's register of shareholders, shall be negotiable documents and shall in every respect carry the same rights as the existing shares.

The abovementioned authorization can be in used one or more times.

The shareholders of the Company shall not have pre-emption right when the Board of Directors makes use of the abovementioned authorization – neither in connection to the issuing of convertible notes nor in connection to the conversion of such convertible notes – and the convertible notes shall be issued at a conversion price which can be up to 10% below the market value at the time of the conversion of such convertible notes.

The terms and conditions for the convertible notes shall be determined by the Board of Directors, including rules of terms of loan and conversion of the notes, and the legal position of the recipient in case of a capital increase, capital decrease, issuance of new convertible notes or the dissolution, merger or demerger of the company before the time of conversion.

The Board of Directors can under due consideration of the Danish Companies Act reuse or reissue potentially lost, unused convertible notes, on the condition that the reuse or reissue is done within the terms and time limits of the abovementioned authorization. By reuse is meant the opportunity for the Board of Directors to let another party enter into an existing agreement on conversion right. By reissue is meant the opportunity for the Board of Directors within the same authorization to reissue new convertible notes if those already issued are lapsed.

The decision of the Board of Directors to raise convertible loans must be recorded in the Articles of Association and the Board of Directors is authorised to amend the articles accordingly.

The rationale behind the proposal to grant a new authorization to issue convertible notes with the right to subscribe for shares in the Company for up to nominal DKK 15,000,000, is to ensure that the company has the means to draw the strategic capital provided by Formue Nord. However, it is not the intention to draw more capital than absolutely needed for executing on the new strategy of strategic acquisitions, as previously communicated in announcement 02-2019. For complete details on the LOI signed with Formue Nord and the terms of the financing they are providing, please refer to "*Appendix 1 – Formue Nord – LOI*" of this Notice.

Item 2. Amendment of the authorization to the Board of Directors to increase the share capital (section 2.5 of the articles of association) by increase of the total nominal amount with additional 25,000,000 from nominal DKK 10,000,000 to nominal DKK 35,000,000.

It is proposed to amend the authorization to the Board of Directors in section 2.5 in the Articles of Association by increasing the total nominal amount with an additional 25,000,000 from nominal DKK 10,000,000 to nominal DKK 35,000,000, as well as to extend the authorization until 3 April 2024.

In connection hereto, it is proposed to amend Clause 2.7 of the Articles of Association accordingly to reflect the increased and extended authorization. As such, it is proposed to increase the total authorization pursuant to provisions 2.4, 2.5 and 2.6 from nominal DKK 10,000,000 to nominal DKK 35,000,000.

The rationale behind the proposal to increase the nominal amount by DKK 25,000,000 is to ensure that the Company has the right means available to properly execute on the Company's acquisition strategy by having a large enough pool of share capital available to offer efficient payment packages to companies

fulfilling the criteria for being attractive merger targets as previously communicated in announcement 02-2019.

The complete terms of the proposed authorization are stated in both versions of the "draft articles of association" made available at the Company's website.

Item 3. Amendment of the authorization to the Board of Directors to issue warrants (section 2.2 of the articles of association) by increase of the total nominal amount with an additional 7,000,000 from nominal DKK 6,000,000 to nominal DKK 13,000,000.

It is proposed to amend the authorization to the Board of Directors in section 2.2 in the Articles of Association by increasing the total nominal amount with an additional 7,000,000 from nominal DKK 6,000,000 to nominal DKK 13,000,000, as well as to extend the authorization until 3 April 2024.

The complete terms of the proposed authorization are stated in the "draft articles of association (item 3 version)" made available at the Company's website.

The proposal entails an amendment of the first paragraph of section 2.2 of the Articles of Association from the current wording:

"Until 6 February 2020, the Board of Directors is authorized, in one round or more, to issue warrants giving the right to subscribe up to 12,000,000 shares of nominal DKK 0.50 each in the Company by cash payment corresponding to a nominal amount of DKK 6,000,000 and subsequently, in one round or more, to increase the Company's share capital without preferential rights for the Company's existing shareholders in connection with the issue of new shares to the Board of Directors (only at market value), the executive board and the employees (in the Company or the Company's subsidiaries) and individuals or companies actively participating in, including as an advisor to the Company, or a party to one of the following activities: share capital increases, acquisitions and/or divestments, as determined by the Board of Directors from time to time when deemed in the interest of the Company"

To the following wording:

"Until 3 April 2024, the Board of Directors is authorized, in one round or more, to issue warrants giving the right to subscribe up to 26,000,000 shares of nominal DKK 0.50 each in the Company by cash payment corresponding to a nominal amount of DKK 13,000,000 and subsequently, in one round or more, to increase the Company's share capital without preferential rights for the Company's existing shareholders in connection with the issue of new shares to the Board of Directors (only at market value), the executive board and the employees (in the Company or the Company's subsidiaries) and individuals or companies actively participating in, including as an advisor to the Company, or a party to one of the following activities: share capital increases, acquisitions and/or divestments, as determined by the Board of Directors from time to time when deemed in the interest of the Company"

The rationale behind the proposal to increase the nominal amount by DKK 7,000,000 is to ensure that the Company has an adequate pool of warrants available to create attractive incentive models for individuals and/or companies supporting the Company during acquisitions, divestments and/or share capital increase activities, necessary to create alignment of interests, as well as to reward and retain key employees joining the Company when executing on any acquisition that meets our criteria for creating value for our existing shareholders as previously communicated in announcement 02-2019.

Item 4. If the proposal under item 3. on the agenda is not passed, the proposal is to grant the Board of Directors authorization to issue warrants with the right to subscribe for up to a total of nominal DKK 7,000,000 shares (new section 2.9 of the articles of association)

If the proposal under item 3. on the agenda is not passed, then it is proposed to grant the Board of Directors a new authorization to issue warrants with the right to subscribe for up to a total of nominal DKK 7,000,000 shares. The authorization is proposed granted until 3 April 2024 on the same terms as what follows from the current section 2.2 of the Articles of Association, however, with the variation that the possibility to issue warrants with an exercise price 25% below market value is limited to employees, including management, in the Company and the Company's subsidiaries.

The complete terms of the proposed authorization are stated in the "draft articles of association (item 4 version)" made available at the Company's website.

The rationale behind the proposal to grant the Board of Directors a new authorization to issue warrants where the option to give a discount on the subscription price is limited to management and employees in the Company and the Company's subsidiaries is to ensure that the Company has, in the situation where Item 3 on the agenda is not passed, the means available to execute on the above mentioned strategy by having a large enough pool of warrants available to offer efficient payment packages to companies fulfilling the criteria for being attractive merger targets as well as to reward and retain key employees joining the Company when executing on any acquisition that meets our criteria for creating value for our existing shareholders. This new authorization, however, is less ideal as the Company' ability to create attractive and efficient payment packages as well as incentive models for individuals and/or companies supporting 5th Planet Games A/S during acquisitions, divestments and/or share capital increase activities with the purpose of creating alignment of interests is greatly limited.

Decision requirements

In order to pass the proposals on the agenda the following majorities will be necessary:

Items 2 and 4 must be passed by at least 2/3 of the votes cast as well as at least 2/3 of the share capital represented at the general meeting.

Item 1 and 3 must be passed by at least 9/10 of the votes cast as well as at least 9/10 of the share capital represented at the general meeting.

Size of the share capital and the voting rights of the shareholders

In accordance with the Danish Companies Act it is disclosed that, the share capital of the Company is nominal DKK 21,762,285.50 divided into 43,524,571 shares of DKK 0.50. Each share of nominal DKK 0.50 shall grant the holder 1 vote at the general meeting.

Attendance and casting of votes at the general meeting

In order for a shareholder to be able to participate and vote at the general meeting, the shareholder must comply with the following:

A shareholder's right to attend the general meeting and to vote on their shares is determined on the basis of the shares held by the shareholder at the date of registration.

The date of registration is Wednesday 27th March 2019.

Only someone who at the date of registration is a shareholder in the Company will have the right to attend the extraordinary general meeting and vote on their shares.

Any sale or purchase taking place from the date of registration and until the date of the extraordinary general meeting shall not affect the voting rights of the general meeting or the voting rights received by postal vote.

In order to attend the extraordinary general meeting a shareholder must no later than Friday 29th March 2019, 11.59 p.m., give notice to the Company and document shareholding as per date of registration by use of the Company's online Investor Relations portal <https://www.5thplanetgames.com/investors/financial-calender/> by email ir@5thplanetgames.com or any other means of communication.

All shareholders are entitled to attend the extraordinary general meeting by proxy.

The proxy must produce a written and dated instrument of proxy. An electronic proxy form is available at the Company's website <https://www.5thplanetgames.com/investors/financial-calender/>. Signed proxies can be sent to 5th Planet Games A/S, Gothersgade 11, 1123 Copenhagen C, att.: Anders Egholt Søggaard, or email: ir@5thplanetgames.com.

A shareholder can also choose to make use of postal vote instead of attending the extraordinary general meeting in person.

The Company has made available an electronic postal vote form at the Company's website <https://www.5thplanetgames.com/investors/financial-calender/>. Signed postal votes can be sent to 5th Planet Games A/S, Gothersgade 11, 1123 Copenhagen C, att.: Anders Egholt Søggaard, or email: ir@5thplanetgames.com

Any signed postal vote must be received by 5th Planet Games A/S no later than Friday 29th March 2019, 11.59 p.m., and the Company requests that signed proxies are likewise received by 5th Planet Games A/S no later than Friday 29th March 2019, 11.59 p.m. A postal vote sent to 5th Planet Games A/S cannot be revoked.

Additional information concerning the general meeting

The agenda and the main contents of the proposed resolutions are specified in this notice.

Further information concerning the Extraordinary General Meeting, including the electronic proxy and postal voting forms, can be found at the Company's website <https://www.5thplanetgames.com/investors/financial-calender/>.

This notice has been published by use of the Company's website www.5thplanetgames.com, Oslo Børs as well as forwarded by electronic communication to the shareholders who has so requested.

Questions from shareholders

Shareholders are free to submit questions to the agenda of the extraordinary general meeting as well as to the additional material.

Such questions can be submitted by written inquiry to Anders Søggaard, email: ir@5thplanetgames.com