

**This document and the accompanying explanatory notes are important and require your immediate attention.**

## **NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF FORTUNA ENTERTAINMENT GROUP N.V.**

Shareholders and persons entitled to attend shareholders' meetings of Fortuna Entertainment Group N.V. (the "**Company**") are invited to the Extraordinary General Meeting of Shareholders of the Company (the "**EGM**") to be held at the registered office of the Company at the address Strawinskylaan 809 WTC T.A/L 8, 1077 XX Amsterdam, The Netherlands, on 1 December 2017, starting at 11.00 a.m. (CET).

### **Agenda for the EGM**

1. Opening
2. Appointment of Boudewijn Wentink as a new member of the Management Board (*voting item*)
3. Approval of the amendment to the Company's articles of association (*voting item*)
4. Approval of the remuneration policy of the Management Board (*voting item*)
5. Appointment of Tom de Waard as a new member of the Supervisory Board (*voting item*)
6. Appointment of Michael R. Clark as a new member of the Supervisory Board (*voting item*)
7. Approval of the remuneration of the members of the Supervisory Board (*voting item*)
8. Closing

The Management Board and Supervisory Board of the Company consider that the proposals described in this notice are in the best interests of the Company as a whole, and unanimously recommend that shareholders vote in favour of the resolutions.

## General information

### Language, EGM Documents

The EGM will be conducted in English. The agenda, the explanatory notes to the agenda, a proxy form, a copy containing a verbatim text of the proposed amendment to the Company's articles of association and the proposed remuneration policy of the Management Board can be found on the Company's website ([www.fortunagroup.eu](http://www.fortunagroup.eu)) and are also available for review at the Company's offices at Strawinskylaan 809, 1077 XX Amsterdam, The Netherlands, e-mail: [klara.klimova@fortunaeg.nl](mailto:klara.klimova@fortunaeg.nl), where copies can be obtained free of charge.

### Attending the EGM / Voting instructions

#### *Registered shareholders*

Holders of registered shares (and other persons/entities entitled to attend the EGM) who wish to attend the EGM must inform the Company's Management Board thereof in writing at the latest on 24 November 2017.

#### *Beneficial holders of shares listed on the Warsaw Stock Exchange or the Prague Stock Exchange ("Listed Shares")*

Beneficial holders of Listed Shares who wish to (i) exercise voting rights in writing, (ii) attend the EGM and exercise voting rights in person, or (iii) authorize another person to attend the EGM and to exercise voting rights on their behalf, are requested to contact the bank or broker through which they hold their Listed Shares. Such bank or broker will provide the beneficial holder of Listed Shares with additional information and the appropriate form(s). Please complete, sign and return the form(s) in accordance with the instructions specified thereon. The recipient institution will arrange that the forms and/or the information included therein, as required, will be received by the Company by no later than 16:00 (CET) on 24 November 2017.

#### *Proxy and voting instructions*

Shareholders who are not in a position to attend the meeting in person, may, without prejudice to the registration and attendance notification provisions listed in this notice, grant a written proxy to a party of their choice by using the proxy form made available at the Company's website. The proxy can be granted with or without voting instructions.

### Requirements to vote / Registration date

The Company has set a registration date for registered shares on 3 November 2017 (the "**Registration Date**"). Shareholders who are registered at the Registration Date in the Company's shareholder register will be entitled to vote the number of shares held at the Registration Date. The Company does not require the blocking of shares in order to vote at the EGM.

The Registration Date also applies to beneficial holders of Listed Shares, in accordance with the internal rules, policies and practices of the depositary(s), custodian(s), broker(s), nominee(s) or clearing system(s) through which they hold Listed Shares. Beneficial holders of Listed Shares may have their accounts blocked when they vote, depending on the internal rules, policies and practices of the custodian(s), broker(s), nominee(s) or clearing system(s) through

which they hold Listed Shares. Beneficial holders of Listed Shares who acquire their beneficial holdings or holdings after the Registration Date will not be able to exercise voting rights.

### **Identification**

Persons entitled to attend the EGM can be requested to show proof of identity prior to admission to the EGM and are therefore requested to carry a valid identity document.

### **Registration of Admittance**

Registration of admittance will take place on 1 December 2017 from 10.00 a.m. to 10.55 a.m., before commencement of the EGM. It will not be possible to register after that time.

If you are in any doubt as to what action you should take, you are recommended to seek your own advice from an appropriate authorized independent professional adviser.

If you have sold or transferred all your shares in the Company please pass on this document, together with the accompanying documents, as soon as possible to the purchaser or transferee or to the agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

Amsterdam, 20 October 2017

The Management Board

Fortuna Entertainment Group N.V.