



## Press release

18<sup>th</sup> November 2021

### Notice of Extraordinary General Meeting of Aspire Global Plc

The shareholders of Aspire Global Plc (the “**Company**”) are hereby invited to an extraordinary general meeting of the Company, which will be held on Thursday 9<sup>th</sup> December 2021 remotely via Microsoft Teams, in terms of the Companies Act (Public Companies – Annual General Meetings) Regulations and the Company’s Articles of Association. The meeting will start at 2.00pm CET.

#### Right to participate

Shareholders who wish to participate at the extraordinary general meeting must:

- be entered in the register of shareholders held by Euroclear Sweden AB as at 3 December 2021 (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 3 December 2021; and
- notify the Company of their intention to participate at the extraordinary general meeting by not later than 7 December 2021 by 2.00pm CET.

#### Notifying your attendance

Notifications of attendance at the extraordinary general meeting need to be made in writing to the Company by sending an email to [egm@aspireglobal.com](mailto:egm@aspireglobal.com), or by post at the following address: Aspire Global Plc – Extraordinary 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 must, in addition to giving notice of attendance, request a temporary registration of their shares in their own name with Euroclear Sweden AB to be able participate in the extraordinary general meeting. Such temporary registration must be completed by 3 December 2021, and the nominee must thus be informed 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 6 December 2021, however this is not always possible and we recommend that 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.

### **Right to appoint a proxy and proxy forms**

A shareholder who is entitled to attend and vote at the extraordinary 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, a proxy must be the Chairperson of the extraordinary general meeting. The shareholders wishing to participate at the extraordinary 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**

Duly registered shareholders have the option of being represented by a proxy, who may be instructed to vote on the proposed resolutions in accordance with the relevant shareholder's instructions. Each shareholder may appoint the Chairperson of the extraordinary general meeting as their proxy and instruct the Chairperson on how to vote on each of the proposed resolutions. To be represented by a proxy, shareholders must still register their attendance and submit the proxy form by the prescribed deadline. To facilitate organisation, shareholders who wish to authorise proxies and provide voting instructions are encouraged to send the required documents as early as possible.

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 7 December 2021 at 2.00pm CET. The required documents must be sent to us by email to [egm@aspireglobal.com](mailto:egm@aspireglobal.com) and by post at the following address: Aspire Global Plc – Extraordinary 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, 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 Covid-19 and holding of the extraordinary general meeting**

As the situation with Covid-19 evolves, the Company continues to closely monitor governments' and public health authorities' advice and guidelines on holding public events and gatherings, as well as travel bans. Against this background, the Board has, like with its other general meetings held in 2020 and 2021, decided to make some changes to the location and format of the extraordinary general meeting and has decided to organise this extraordinary general meeting remotely. Whilst we usually welcome the opportunity to engage with our shareholders in person at general meetings, in present



circumstances the Board believes that physical presence at the extraordinary general meeting involves unnecessary health risks for shareholders and staff and is contrary to the guidelines of the government and health authorities to combat the Covid-19 pandemic. General meetings are important events for our shareholders to engage with the Board; however, the health of our shareholders, employees and partners is of vital importance to us. The Company therefore strongly suggests to its shareholders to consider casting their votes in respect of the business of the extraordinary general meeting without attending the extraordinary general meeting by voting via proxy. Shareholders may appoint the Chairperson of the extraordinary general meeting as their proxy to attend the meeting and vote on their behalf. Proxy form and voting instructions for the proxy may be found on the Company's website. The results of the resolutions will be published on our website as soon as practically possible after the extraordinary general meeting.

Aspire Global will provide a livestream of the extraordinary general meeting and allow shareholders to follow the business of the extraordinary general meetings on their computer or smart phone from their location of choice. Attendance via such electronic facility will constitute formal attendance at the meeting, and voting facilities will be available to shareholders via the livestream. Aspire Global welcomes questions by shareholders related to the business of the meeting, which can be submitted at [egm@aspireglobal.com](mailto:egm@aspireglobal.com) before 7 December 2021. 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, 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 extraordinary 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 extraordinary general meeting (<https://www.aspireglobal.com/corporate-governance/general-meeting-agm/>) and to very carefully consider public health authorities' and governments' advice at the time of the meeting.

## **Proposed Agenda**

### ***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 a new share options pool for up to 700,000 ordinary shares equivalent to around 1.5% of the outstanding shares of the Company;
8. Second Extraordinary Resolution: Approval of extension to the expiry date of the 2017-2022 employees' option plan;
9. Third Extraordinary Resolution: Approval of extension to the expiry date of the 2017-2022 directors' option plan;

#### **General**

10. The closing of the meeting.

#### **Proposals**

##### **Election of a chairperson of the extraordinary general meeting (Agenda item 2)**

It is proposed that Olga Finkel, company secretary of Aspire Global, is appointed as chairperson of the extraordinary general meeting.

#### **Special business - Proposed Extraordinary Resolutions and Information on the Proposals**

##### **First Extraordinary Resolution:** Approval of a new share options pool for up to 700,000 ordinary shares equivalent to around 1.5% of the outstanding shares of the Company (Agenda Item 7)

The Board of Directors considers that it is pertinent to incentivise key personnel in the Company and its subsidiaries, with the aim of retaining the best talent and aligning key personnel's interests with that of shareholders. With this in mind, the Board has proposed a new share options pool for up to 700,000 of the outstanding shares of the Company, corresponding to a dilution of circa 1.5% of the share capital and of the votes. The Board proposes that the maximum amount of shares that may be issued as a result of options to be granted to employees to be 700,000, which shall be allocated to an employee share option plan setting out the terms and conditions applicable to options granted to key employees of the Company and group ("Employee Share Option Scheme"). Each option under the Employees Share Option Scheme entitles the holder to purchase one ordinary share in the Company at a price corresponding to the market price of the shares on the date of the grant. The Employee Share Option Scheme shall be valid for a term up to the maximum period of five years allowable by law, and accordingly shall expire on the 9 December 2026, subject to renewal by shareholders at a future meeting.

The Extraordinary General Meeting will consider and, if thought fit, adopt the following Extraordinary Resolution:

<b>Proposed Extraordinary Resolution 1/2021</b>	It is resolved to: - approve the Employee Share Option Scheme as proposed by the Board.
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	<ul style="list-style-type: none"> <li>- authorise the Board of Directors to issue and allot up to 700,000 of the unissued ordinary shares of the Company to key personnel of the Company and its subsidiaries as part of the Employee Share Option Scheme approved above, which approvals shall be valid for the maximum period allowed by applicable law, being five (5) years from the date of this resolution;</li> <li>- authorise the Board of Directors, pursuant to Article 88(7) of the Companies Act (Chapter 386 of the Laws of Malta), to restrict or withdraw any rights of pre-emption, if any, of shareholders in relation to an allotment of shares by the Board in terms of the authorization granted under this extraordinary resolution.</li> </ul>
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**Second Extraordinary Resolution: Approval of extension to the expiry date of the 2017-2022 employees' option plan (Agenda Item 8)**

It is recommended that this Extraordinary General Meeting approves an extension to the 2017-2022 employees' option plan expiry date to 9 December, 2026.

Presently, clause 15 (Term) of the Aspire Global Share Option Plan 2017-2022 is valid for a term up to 30 May 2022. It is proposed that the Company adopt, by approval of this Extraordinary Resolution, the execution of an addendum to amend clause 15 to extend the term of this plan up to 9 December, 2026.

The Extraordinary General Meeting will consider and, if thought fit, adopt the following Extraordinary Resolution:

<b>Proposed Extraordinary Resolution 2/2021</b>	It is resolved that the terms of the Aspire Global Share Option Plan 2017-2022 be extended up to 9 December, 2026, and that the Company execute an addendum to the plan so as to amend clause 15 of the plan to reflect the extended date of 9 December, 2026.
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**Third Extraordinary Resolution: Approval of extension to the expiry date of the 2017-2022 directors' option plan (Agenda Item 9)**

It is recommended that this Extraordinary General Meeting approves an extension to the 2017-2022 directors' option plan expiry date to 9 December, 2026. This resolution is proposed by shareholders of the Company holding in aggregate 32.34% of the shares in the Company.

Presently, clause 14 (Term) of the Aspire Global plc Directors' Share Option Plan 2017-2022 is valid for a term up to 30 May 2022. It is proposed that the Company adopt, by approval of this Extraordinary



Resolution, the execution of an addendum to amend clause 14 thereof to extend the term of this plan up to 9 December, 2026.

The Extraordinary General Meeting will consider and, if thought fit, adopt the following Extraordinary Resolution:

<b>Proposed Extraordinary Resolution 3/2021</b>	It is resolved that the term of the Aspire Global Plc Directors' Share Option Plan 2017-2022 be extended up to 9 December, 2026, and that the Company execute an addendum to the plan so as to amend clause 14 of the plan to reflect the extended date of 9 December, 2026.
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#### **Other Information**

The Company has 46,547,623 issued shares as of the date of this notice. Each share is giving a shareholder the right to one vote at the extraordinary 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 extraordinary 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 extraordinary 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.

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Malta, November 2021

**Aspire Global Plc**  
Board of Directors

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

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#### **About Aspire Global**

*Founded in 2005 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 Group operates in 26 regulated markets spanning Europe, America and Africa, including countries like the US, UK, Denmark, Portugal, Spain, Poland, 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, +46-8-528 00 399. Please visit [www.aspireglobal.com](http://www.aspireglobal.com)*