

MALTA 26 APRIL 2017

PRESS RELEASE by ANGLER GAMING PLC

**NOTICE OF THE 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF ANGLER GAMING PLC**

The shareholders of Angler Gaming PLC (the 'Company') are hereby invited to the Annual General Meeting of shareholders to be held on **31st May 2017 at 10:00** at **Radisson Blu Waterfront Hotel Stockholm & Stockholm Waterfront Congress Centre** situated at Nils Ericsons Plan 4, 111 64 Stockholm, Sweden).

NOTICE OF ATTENDANCE

Shareholders who wish to attend the Annual General Meeting (the 'AGM') must:

- I. Be entered in the register of shareholders held by Euroclear Sweden AB on the 24 May 2017 (the record date); and
- II. Notify the Company of their intention to participate in the AGM by not later than by 10:00 on 29 May 2017.

Notice of participation at the meeting shall be made in writing to the Company by sending an email to agm@anglergaming.com, provided that:

- if a shareholder appoints a proxy, then in addition to I. and II. above the shareholder is required to submit duly filled in and signed proxy form by (a) scanning and sending it to agm@anglergaming.com and (b) sending a signed proxy by post to the Company at Office 1, Level G, Quantum House, 75 Abate Rigord Street, Ta'Xbiex XBX 1120, Malta, which form must be received by not later than 10:00 on 29 May 2017,
- if a shareholder is a corporate entity, then in addition to I. and II above, the shareholder is required to submit a duly filled in and signed resolution or equivalent document evidencing the representative's authority to represent the shareholder by (a) scanning and sending it to agm@anglergaming.com and (b) sending a signed resolution by post to the Company at Office 1, Level G, Quantum House, 75 Abate Rigord Street, Ta'Xbiex XBX 1120, Malta, which resolution must be received by not later than 10:00 on 29 May 2017.

When giving notice of participation, the shareholder must state either (a) name, social security number or passport number, nationality or (b) company registration number, and (in each case of (a) and (b) address, telephone number and shareholding.

Proxy forms and instructions for corporate shareholders are available on the Company's website www.anglergaming.com/investor-relations.

Shareholders or their authorized representatives or proxies must present their personal identification document for verification purposes to be allowed to attend and vote at the meeting.

In order to participate in the AGM, shareholders who hold their shares through nominees (Sw. fövaltare) must request a temporary registration of the shares in their own name, with Euroclear Sweden AB. Shareholders with nominee-registered shares should request their bank or broker to have the shares temporarily owner-registered with Euroclear Sweden AB by the 24 May 2017 and therefore shareholders who wish to obtain such registration must contact the nominee regarding this well in advance of the 24 May 2017.

PROPOSED AGENDA

1. Opening of the Meeting
2. Preparation and approval of the register of shareholders entitled to vote at the Meeting
3. Determination of whether the Meeting has been duly convened
4. Confirmation of Chairman of the Board of Directors acting as Chairman of the Meeting (in terms of Article 20 of the Company's Articles of Association (AOA))
5. Approval of the agenda
6. Election of one or two person/s to check the minutes
7. Statement by the Chief Executive Officer.
8. Presentation of the Company's Annual Report and Auditor's Report, the Group Annual Report and the Group Auditor's Report
9. Resolution to approve the Annual Report and Auditor's Report, including the Income Statement and the Balance Sheet, of the Company and the Group
10. Determination of the number of members of the Board of Directors and election of members to the Board of Directors, Chairman of the Board of Directors and appointment of auditor
11. Determination of the fees to be paid to the members of the Board of Directors and the auditor
12. Resolution to increase the authorised share capital of the Company and to authorise the Board of Directors to issue and allot unissued shares
13. Closing of the Meeting

PROPOSALS AND DRAFT SHAREHOLDERS RESOLUTIONS

APPROVAL OF AUDITED ACCOUNTS (ITEM 9 OF AGENDA)

Explanatory note

The Directors approved the Audited Accounts for financial year ending 31st December 2016. The Board of Directors did not recommend any dividend distribution. The Board of Directors recommends to the shareholders to approve the Audited Accounts as presented.

DRAFT ORDINARY RESOLUTION 1/2017:

The shareholders have resolved to approve the Audited Accounts for the Company and the Group for financial year ending 31st December 2016.

ELECTION OF THE MEMBERS TO THE BOARD, BOARD REMUNERATION, APPOINTMENT OF AUDITOR AND AUDITOR’S REMUNERATION (ITEMS 10-11 OF AGENDA)

Explanatory note

All current members of the Board nominate themselves for re-election. The proposed below draft resolution 2/2017 may be amended in view of and to give effect to Article 53.1 of AOA.

It is proposed to allocate the amount not exceeding €125,000.00 per annum for board’s remuneration for the ordinary duties of directors.

The current appointment of the auditor terminates at this AGM and the Company is required to appoint auditor for the financial year 2017. The board proposed remuneration for the auditor to be an amount not exceeding €25,000.00.

DRAFT ORDINARY RESOLUTION 2/2017:

The shareholders have resolved to elect the current board members to serve for another year. The shareholders have resolved to allocate the amount not exceeding €125,000.00 per annum for board’s remuneration covering the ordinary duties of directors.

DRAFT ORDINARY RESOLUTION 3/2017:

The shareholders have resolved to appoint the Company auditor as proposed by the Board and to fix remuneration for the auditor an amount not exceeding €25,000.00.

INCREASE OF THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND AUTHORISATION FOR THE BOARD TO ISSUE AND ALLOT UNISSUED SHARES (ITEM 12 OF AGENDA)

Explanatory note

Angler Gaming plc's subsidiary, Starfish Media NV ('Starfish'), is always on the lookout for opportunities to enhance and develop its business via partnerships and asset acquisitions, while Angler Gaming plc also considers potential ventures and acquisitions. Past asset acquisitions have been showing positive results and proved that this strategy is working well and effective. The Angler's Board of Directors believes that further opportunities will arise to acquire assets and/or entities that can be a valuable complement to the Group's current operations.

Currently, the Company's authorized share capital consists of 76,498,570 ordinary shares, out of which 74,464,995 ordinary shares have been issued, leaving only 2,033,575 unissued shares available to be used for the purposes of developing the Group's business via acquisitions and/or further incentivizing key personnel, out of which 495,000 shares have already been committed as share options for key persons within the Group. Moreover, the current mandate given by the shareholders to the Board of Directors to issue unissued shares will expire on 23 September 2017.

In the light of these considerations, the Board of Directors of the Company is of the opinion that it will be in the best interests of the Company and the Group to increase the authorised capital of the Company to be able to use the resulting additional shares as an instrument for future business development. The Board of Directors, therefore, has resolved to put forward this proposal to the Company's shareholders to increase the share capital of the Company by 8,000,000 shares and to request the shareholders to authorise the Board of Directors to issue 10,033,575 unissued shares (being both the proposed new 8,000,000 ordinary shares as well as the 2,033,575 already authorized but still unissued ordinary shares) at the Board's discretion, whether in one allotment or in multiple allotments, where in the Board's reasonable evaluation such allotment will be beneficial for the Angler group's business.

DRAFT EXTRAORDINARY RESOLUTION 1/2017:

The shareholders have resolved:

1. To increase the authorised share capital of the Company by 8,000,000 ordinary shares of nominal value of €0.01 each, thus bringing the authorised share capital of the Company to €844,985.70 divided into 84,498,570 ordinary shares of nominal value of €0.01 each;

2. To authorise the Board of Directors, for the period of 5 years from the date of this resolution, to issue up to 8,000,000 newly authorized unissued ordinary shares of the Company, whether in one or several allotments, at the Board's discretion, to person(s) and/or entity(ies) that can contribute valuable assets to, make a material positive impact on, or are positioned to provide material contribution to the Company group's business overall.
3. To extend the authorization given to the Board of Directors on 23 September 2014 by means of the extraordinary resolution 4/2014 with respect to 2,033,575 already authorized and unissued shares for a period of 5 years from the date of this resolution.
4. To 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 authorisation granted under point 2 of this extraordinary resolution.

OTHER

Documents and other information

A copy of the Audited Accounts for financial year ending 31st December 2016, the Company's Articles of Association, proxy form and instructions to corporate shareholders are available at the Company's address as set out above and on the Company's website www.anglergaming.com/investor-relations as from 28th April 2017. These documents will also be sent to those shareholders who so request and provide their postal address. Copies will also be available at the AGM.

Number of shares and votes

The number of issued shares in the Company is 74,464,995 ordinary shares with one (1) vote per share, therefore representing a total of 74,464,995 votes.

Malta, April 2017
Board of Directors, Angler Gaming plc