

MALTA 30th APRIL 2013 07:30

PRESS RELEASE by ANGLER GAMING PLC

NOTICE OF THE 2013 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 **Friday 31st May 2013 at 10:00 at Sheraton Stockholm Hotel** (situated at Tegelbacken 6, 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 24th May 2013; and
- II. Notify the Company of their intention to participate in the AGM by not later than by 10:00 on 29th May 2013.

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

Angler Gaming plc is a Maltese holding company listed on AktieTorget that invests in companies which provide gaming services over the Internet. The main focus of the operation is to own and administer internet gambling companies.

- 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 29th May 2013,
- 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 29th May 2013.

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 24th May 2013 and therefore shareholders who wish to obtain such registration must contact the nominee regarding this well in advance of the 24th May 2013.

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PROPOSED AGENDA

1. Opening of the Meeting
2. 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))
3. Preparation and approval of the register of shareholders entitled to vote at the Meeting
4. Approval of the agenda
5. Election of one or two person/s to check the minutes
6. Determination of whether the Meeting has been duly convened
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. Resolution to discharge the members of the Board of Directors and the Chief Executive Officer from liability
11. Determination of the number of members and deputy members of the Board of Directors
12. Election of members to the Board of Directors, Chairman of the Board of Directors and appointment of auditor
13. Determination of the fees to be paid to the members of the Board of Directors and auditor

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14. Resolution to increase the authorized share capital of the Company and to authorize the Board of Directors to decide on the issue of shares in connection with the share option scheme to be put in place by the Company
15. 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 2013, as presented to the shareholders. 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 1/2013:

The shareholders have resolved to approve the Audited Accounts for the Company and the Group for financial year ending 31st December 2012.

DISCHARGE OF DIRECTORS FROM LIABILITY (ITEM 10 OF AGENDA)

DRAFT ORDINARY RESOLUTION 2/2013:

The shareholders have resolved to discharge directors and the Chief Executive Officer from liability with respect administration of the Company's business for financial year ending 31st December 2012. It was noted that none of the directors on the Board, nor the CEO, participated in the voting of this resolution, neither for their own shares nor for any other shares.

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ELECTION OF THE MEMBERS TO THE BOARD, BOARD REMUNERATION, APPOINTMENT OF AUDITOR AND AUDITOR'S REMUNERATION (ITEMS 12-13 OF AGENDA)

Explanatory note

All current members of the Board nominate themselves for re-election.

The proposed below draft resolution 3/2013 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 2013. The board proposed remuneration for the auditor to be an amount not exceeding €25,000.00

DRAFT ORDINARY RESOLUTION 3/2013:

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 4/2013:

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 NEW SHARES IN CONNECTION WITH THE SHARE OPTION SCHEME TO BE PUT IN PLACE (ITEM 14 OF AGENDA)

Explanatory note

The Board has decided at its board meeting of 19th April 2013 to put in place a Share Option Scheme in order to incentivise key personnel in the Company and its subsidiaries and align their interests with that of shareholders. For this purpose, the Board proposes to increase the Company's authorised share capital by 2,775,000 ordinary shares of nominal value of €0.01 each (being, in aggregate the equivalent to 6.57% of the total currently issued share capital of the Company) having 1 vote per share and all other rights *pari passu* with all already issued ordinary shares in the Company.

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The Board requests an authorization from the shareholders to issue the said new shares to key personnel in connection with the Share Option Scheme as follows:

- for the issue to the key current board members of the Company – 675,000 ordinary shares, to be issued upon exercise of options which shall vest in 3 equal parts over the period of 3 years;
- for the issue to the current CEO and key current personnel of the Company’s subsidiary Starfish NV - 1,500,000 ordinary shares to be issued upon exercise of options which shall vest in 3 equal parts over the period of 3 years;
- for the issue to future key personnel within the Group – 600,000 ordinary shares.

The Board requests authorization from the shareholders to have the right to allot the above shares within the maximum period allowed by applicable law.

The following conditions shall apply to the Share Option Scheme:

- the grant of options shall be free of charge;
- the options shall vest in 3 equal yearly tranches over the period of 3 years;
- the performance criteria shall be satisfied for each option tranche to vest;
- vesting shall be subject to the option holder remaining in key position with the Company or its subsidiary;
- the options shall be personal and not transferable;
- the strike price shall be set at market price at closing on 19th April 2013 plus 10% for the first tranche.

DRAFT EXTRAORDINARY RESOLUTION 5/2013:

The shareholders have resolved

- to increase the authorised share capital of the Company by 2,775,000 ordinary shares of nominal value of €0.01 each, thus bringing the authorised share capital of the Company to €449,899.57 divided into 44,989,957 ordinary shares of nominal value of €0.01 each; and
- to authorize the Board of Directors to issue the unissued shares of the Company to key personnel of the Company and its subsidiaries as part of the Share Option Scheme, which approval shall be valid for the maximum period allowed by applicable law, and to issue the said shares as follows:
 - i. for the issue to the key current board members with the Company – 675,000 ordinary shares, to be issued upon exercise of options which shall vest in 3 equal parts over the period of 3 years;
 - ii. for the issue to the current CEO and key current personnel of the subsidiary Starfish NV - 1,500,000 ordinary shares, to be issued upon

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- exercise of options which shall vest in 3 equal parts over the period of 3 years;
- iii. for the issue of future key personnel within the Group – 600,000 ordinary shares.

The shareholders have resolved to, pursuant to Article 88(7) of the Companies Act (Chapter 386 of the Laws of Malta), to authorise the Board of Directors 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.

OTHER

Documents and other information

A copy of the Audited Accounts for financial year ending 31st December 2012, Quarterly report for quarter 1 2013, 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. 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

As of 30th April 2013 the total number of authorized and issued shares in the Company was 42,214,957 Ordinary Shares with one (1) vote per share representing a total of 42,214,957 votes.

Malta, April 2013

Board of Directors

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