

MALTA 29th August 2014 07:30

PRESS RELEASE by ANGLER GAMING PLC

**NOTICE OF AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF
ANGLER GAMING PLC**

The shareholders of Angler Gaming PLC (the 'Company') are hereby invited to the Extraordinary General Meeting of shareholders to be held on **Friday 19th September 2014 at 10:00** at the Company's registered office located at Office 1/3327, Level G, Quantum House, 75 Abate Rigord Street, Ta' Xbiex XBX 1120, Malta.

NOTICE OF ATTENDANCE

Shareholders who wish to attend the Extraordinary General Meeting (the 'EGM') must:

- I. Be entered in the register of shareholders held by Euroclear Sweden AB on the 12th September 2014; and
- II. Notify the Company of their intention to participate in the EGM by not later than by 10:00 on 17th September 2014.

Notice of participation at the meeting shall be made in writing to the Company by sending an email to egm@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 egm@anglergaming.com and (b) sending a signed proxy by post to the Company at Office 1/3327, 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 17th September 2014; or
- 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 egm@anglergaming.com and (b) sending a signed resolution by post to the Company at Office 1/3327, 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 17th September 2014.

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 the number of shares held in the Company.

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.

Proxy forms and instructions for corporate shareholders are available on the Company's website www.anglergaming.com/investor-relations. **Proxy does not need to be a shareholder in the Company.** Shareholders or their authorised 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 at EGM, shareholders who hold their shares through nominees (Sw. f ovaltare) 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 12th September 2014 and therefore shareholders who wish to obtain such registration must contact the nominee regarding this well in advance of the 12th September 2014.

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. Determination of whether the Meeting has been duly convened
5. Approval of the agenda
6. Election of one or two person(s) to check the minutes
7. Resolution to increase the authorised share capital of the Company and to authorise the Board of Directors to issue and allot new shares
8. Closing of the Meeting

PROPOSAL AND DRAFT SHAREHOLDERS' RESOLUTION

INCREASE OF THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND AUTHORISATION FOR THE BOARD TO ISSUE AND ALLOT NEW SHARES (ITEM 7 OF AGENDA)

Explanatory note

Angler's subsidiary Starfish NV ('Starfish') has been developing and expanding its database and reach since the launch of its online operations in late 2012. However, since Starfish operates in markets of varying potential, it has not yet been able to turn its operations into profitability. Several factors have contributed to this, including marketing restrictions, an inhibited marketing budget and a loss of initial B2B partners due to policies and market restrictions.

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Starfish has seen growth in some of its branded websites, and is now focusing on fostering newly established B2B partnerships, which have started showing encouraging results. The Angler's Board of Directors has evaluated this growth strategy and concluded that it is proving to be effective. The Angler's Board of Directors believes that opportunities will arise to acquire assets that can be a valuable complement to the Starfish operations.

In the light of these considerations and taking into account the elemental business factors outlined above, the Board of Directors of Angler is of the opinion that it will be in the best interests of the Company to increase 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, at the Board meeting of 27th August 2014, has resolved to put forward this proposal to the Company's shareholders to increase the share capital of the company by 12,000,000 shares and to authorise the Board of Directors to issue the new 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 4/2014:

The shareholders have resolved:

1. To increase the authorised share capital of the Company by 12,000,000 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 to issue up to 12,000,000 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 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.
4. The shareholders resolved that the authorisations provided under this extraordinary resolution shall be valid for 3 years.

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OTHER

Documents and other information

A copy of 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.

Number of shares and votes

As of 27th August 2014 the total number of issued shares in the Company was 56,286,609 Ordinary Shares with one (1) vote per share representing a total of 56,286,609 votes. By 12th September 2014 (the record date for the purposes of the extraordinary general meeting of 19th September 2014) the total number of issued shares in the Company will be 57,462,744 Ordinary Shares with one (1) vote per share representing a total of 57,462,744 votes.

Malta, August 2014

Board of Directors

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