

**MALTA 2<sup>nd</sup> July 2013 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 2<sup>nd</sup> August 2013 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 26<sup>th</sup> July 2013; and
- II. Notify the Company of their intention to participate in the EGM by not later than by 10:00 on 31<sup>st</sup> July 2013.

Notice of participation at the meeting shall be made in writing to the Company by sending an email to [egm@anglergaming.com](mailto:egm@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 [egm@anglergaming.com](mailto:egm@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 31<sup>st</sup> July 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 [egm@anglergaming.com](mailto:egm@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 31<sup>st</sup> July 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](http://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 at EGM, 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 26<sup>th</sup> July 2013 and therefore shareholders who wish to obtain such registration must contact the nominee regarding this well in advance of the 26<sup>th</sup> July 2013.

*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.*

**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. 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
9. Closing of the Meeting

*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.*

**PROPOSAL AND DRAFT SHAREHOLDERS' RESOLUTION**

**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 8 OF AGENDA)**

**Explanatory note**

At its board meeting of 28<sup>th</sup> June 2013 the Board considered the Option Scheme issue. It was noted that at the Annual General Meeting of shareholders held on 31<sup>st</sup> May 2013, with respect to the then proposed Share Options Scheme (a) there was no sufficient representation of shareholders at the meeting and (b) some shareholders present expressed an opinion that they would like to have more information on the scheme to be able to consider it, as well as that the shareholders may be more amenable to consider the scheme if the total share options pool would not exceed 5% of the issued capital of the Company.

The Directors at the board meeting of the 28<sup>th</sup> June 2013 discussed and took on board some recommendations expressed by the shareholders and resolved to put forward an amended proposal for the share option scheme whereby the option pool will constitute 4.2% of the total issued share capital of the Company and as further outlined in the draft resolution below.

**DRAFT EXTRAORDINARY RESOLUTION 6/2013:**

The shareholders have resolved:

- to increase the authorised share capital of the Company by 1,850,000 ordinary shares of nominal value of €0.01 each, thus bringing the authorised share capital of the Company to €440,649.57 divided into 44,064,957 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,

*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.*

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 – 450,000 ordinary shares, to be issued upon exercise of options which shall vest in 2 equal parts over the period of 2 years;
- ii. for the issue to the current CEO and key current personnel of the subsidiary Starfish NV - 1,000,000 ordinary shares, to be issued upon exercise of options which shall vest in 2 equal parts over the period of 2 years;
- iii. for the issue of future key personnel within the Group – 400,000 ordinary shares;
- iv. The following conditions shall apply to the Share Option Scheme:
  1. the grant of options shall be free of charge;
  2. the options shall vest in 2 equal yearly tranches over the period of 2 years;
  3. the performance criteria shall be satisfied for each option tranche to vest;
  4. vesting shall be subject to the option holder remaining in key position with the Company or its subsidiary;
  5. the options shall be personal and not transferable;
  6. the strike price shall be set at market price at closing on 28<sup>th</sup> June 2013 plus 10% for the first tranche.

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.

*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.*

**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](http://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 2<sup>nd</sup> July 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, July 2013**

**Board of Directors**

*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.*