
NOTICE AND AGENDA OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given to all members of Media and Games Invest PLC (the 'Company') in terms of Article 30 of the Company's Articles of Association that an Annual General Meeting of the Company shall be held as follows for the transaction of the business specified hereunder:

Date: 18th July, 2019
Time: 10:00
Place: 168, St Christopher Street, Valletta VLT1467, Malta

The purpose of the meeting is to:

1. Consider the Auditor's Report and approve the Audited Financial Statements for the financial year ended 31 December 2018;
2. Declare a dividend of zero, based on the recommendation of the Board of Directors;
3. Confirm and re-appoint RSM Malta as Auditor of the company, and to authorise the Board of Directors to fix their remuneration;
4. To resolve to delete Article 3 of the Articles of Association of the Company and replace it with the following: *"Issues of new shares and securities which are convertible into shares or which carry the right to subscribe for shares shall be made by ordinary resolution of the Company in general meeting. The Board of Directors may be authorised by an ordinary resolution of the Company in general meeting to issue any shares and securities which are convertible into shares or which carry the right to subscribe for shares in the Company up to the limit of the authorised share capital of the Company. Such authorisation shall be valid for a maximum period of five (5) years from the date of the resolution and may be renewed for further periods of five (5) years each"*.
5. To resolve to delete Article 4 of the Articles of Association of the Company replace it with the following: *"Subject to the relevant provisions of the Act and these Articles, allotments of new shares and securities which are convertible into shares or which carry the right to subscribe for shares in the Company for consideration in cash shall be offered on a pre-emptive basis to shareholders in the Company in proportion to the share capital held by them. No such new shares and securities which are convertible into shares or which carry the right to subscribe for shares shall be offered on a pre-emptive basis to the Company itself, notwithstanding any other provision of the Act empowering the Company to hold its own shares. The Board of Directors may restrict or withdraw the right of pre-emption on any issue made by the Board of Directors in accordance with an authorisation granted under Article 3 hereof"*.
6. To resolve to authorise the Board of Directors to issue shares and securities which are convertible into shares or which carry the right to subscribe for shares as follows: *"The Board of Directors shall be authorised to issue any shares and securities which are convertible into shares or which carry the right to subscribe for shares in the Company up to the limit of the authorised share capital of the Company. The Board of Directors shall also be authorised to restrict or withdraw the right of pre-emption on any issue made by the Board of Directors. This authorisation shall be valid for a period of five (5) years from the date of this meeting"*.

7. To resolve to authorise the Company Secretary of the Company to file all necessary documents, including the new updated Memorandum and Articles of Association of the Company related to the business described above, with the Maltese Registrar of Companies.

8. Other matters

Any member entitled to attend and vote at a General Meeting of the Company may do so by either attending personally or by appointing another person in his stead to attend and vote as his proxy. Members who hold shares in the Company as at the close of business on 5 July 2019 (record date) are entitled to vote at the general meeting or any adjournment or postponement thereof. The depositary bank has to confirm that the shares were held by the member at the close of business on the record date. Members are kindly asked to register for the meeting by close of business on 17 July 2019 at Media and Games Invest PLC, 168, St Christopher Street, Valletta VLT1467, Malta by post, email (info@media-and-games-invest.com) or by fax (+356 21227667).

The proxy may be appointed by using the enclosed proxy form which is to be sent by post or delivered to the registered address of the Company, i.e. 168, St Christopher Street, Valletta VLT1467, Malta. Members may also obtain their proxy form from the website of the Company: www.media-and-games-invest.com

In order to be valid, the completed proxy shall be in writing and shall be registered at the Company's registered address before the time of the holding of the meeting.

Members wishing to participate at the meeting by proxy are to complete in full all details required on the proxy form, and in particular where the proxy is filled in by hand the details should be completed clearly and in a legible manner.



Remco Westermann
Director
2 July 2019

PROXY FORM

As a member of Media and Games Invest PLC, I/we hereby appoint:

Name and Surname of Proxy: _____

Nationality of Proxy: _____

Passport/ID Card number of Proxy: _____

Address of Proxy: _____

As my/our Proxy to attend and vote at the Annual General Meeting of the Company to be held on 18 July 2019 at 168, St Christopher Street, Valletta VLT1467, Malta or any adjournment or postponement thereof.

Please indicate as follows:

- My Proxy is authorised to vote as he/she wishes
- My Proxy is authorised to vote as indicated below:

Voting preferences:

		In Favour	Against
1.	Approve the Audited Financial Statements for the financial year ended 31 December 2018;		
2.	Declare a dividend of zero;		
3.	Confirm and re-appoint RSM Malta as Auditor of the company, and to authorise the Board of Directors to fix their remuneration;		
4.	To delete Article 3 of the Articles of Association of the Company and to replace it with the proposed text		
5.	To delete Article 4 of the Articles of Association of the Company and to replace it with the proposed text		
6.	To authorise the Board of Directors to issue shares and securities convertible into shares or which carry the right to subscribe for shares in accordance with the proposed text		
7.	To authorise the Company Secretary of the company to file all necessary documents as per proposed text.		

Signature
Member's name in block letters

Date