

**This document and the accompanying explanatory notes are important and require your immediate attention.**

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF FORTUNA ENTERTAINMENT GROUP N.V.**

Shareholders and persons entitled to attend shareholders' meetings of Fortuna Entertainment Group N.V. (the "**Company**") are invited to the Extraordinary General Meeting of Shareholders of the Company (the "**EGM**") to be held at the registered office of the Company at the address Strawinskylaan 809 WTC T.A/L 8, 1077 XX Amsterdam, The Netherlands, on Wednesday 26 April 2017, starting at 11.00 a.m. (CET).

**Agenda for the EGM**

1. Opening
2. Approval of the acquisition of Hattrick Sports Group Limited within the meaning of article 2:107a Dutch Civil Code (*voting item*)
3. Approval of the proposed acquisition of Bet Active Concept S.R.L., Bet Zone S.R.L., Public Slots S.R.L. and Slot Arena S.R.L. through two SPVs to be incorporated by the Company in Romania within the meaning of article 2:107a Dutch Civil Code (*voting item*)
4. Closing

The Board of Managing Directors of the Company considers that the acquisitions described in this notice are in the best interests of the Company as a whole, and unanimously recommends that shareholders vote in favour of the resolutions.

## Explanatory notes to the agenda

### *2. Approval of the acquisition of Hattrick Sports Group Limited within the meaning of article 2:107a Dutch Civil Code (voting item)*

The Company is in the process of acquiring Hattrick Sports Group Limited (the "**Hattrick Sports Group**") from Hattrick Sports Group LLC (U.S.) and other shareholders and share warrant holders (the "**Sellers**") and has entered into a sale and purchase agreement with the Sellers in relation to the acquisition. The transaction is subject to conditions precedent including various regulatory and Company's shareholders' approvals. The closing of the transaction is expected to occur in the second quarter of 2017.

Hattrick Sports Group is the owner of the betting operator in Romania, Casa Pariurilor, the operator in Croatia, PSK, and a joint venture partner in Luckia, an operator in Spain. The goal of the Company is to keep and operate the Fortuna and Casa Pariurilor brands in Romania, and PSK in Croatia.

On a regional level, the Company expects to be able to combine the best of both businesses with the aim to create more exciting offers for its customers and better opportunities for its employees and business partners, thus increasing value for the Company's shareholders.

Prior to this deal, the Company was already present in Romania having signed, in mid-2015, a brand licensing agreement with Romanian sports betting & gaming companies BET ACTIVE CONCEPT S.R.L. and BET ZONE S.R.L. Both companies are owned by Central European investment group Penta Investments.

The transaction will further strengthen the Company's position as the largest licenced sports betting and gaming operator in Central and Southeastern Europe.

The initial consideration to be paid for the acquisition will be approximately EUR 85 million. As a further consideration, an earn-out mechanism has been agreed with the Sellers which is based on the future financial performance of Hattrick Sports Group and which may lead to payment of a maximum additional amount of EUR 50 million.

In addition to the above mentioned information, according to the Hattrick unaudited Key financial indicators for 2016:

- a. Amounts Staked: EUR 372 Million.
- b. Revenue: EUR 62 million.
- c. EBITDA: EUR 12.4 million.
- d. Excludes income from JV Spain circa EUR 1.5 million.

The acquisition will be funded mainly via bank loans.

As the consideration amounts to at least one third of the value of the assets of the Company according to the consolidated balance sheet at year-end 2015 with explanatory notes thereto, the acquisition of Hattrick Sports Group is submitted to the approval of the General Meeting pursuant to Article 2:107a of the Dutch Civil Code.

## CORRECTED VERSION

*3. Approval of the acquisition of Bet Active Concept S.R.L., Bet Zone S.R.L., Public Slots S.R.L. and Slot Arena S.R.L. through two SPVs to be incorporated by the Company in Romania within the meaning of article 2:107a Dutch Civil Code (voting item)*

The Company is separately in the process of acquiring, through two SPVs incorporated in Romania for this purpose, Bet Active Concept S.R.L., Bet Zone S.R.L., Public Slots S.R.L. and Slot Arena S.R.L. from Fortbet Holdings Limited ("**Fortbet**") and is currently involved in negotiating the final details of the sale and purchase agreement in relation to the acquisition. The transaction is subject to the Company's shareholder approval. Because Fortbet is owned and controlled by Penta Investment Limited, being indirectly through Fortbet the majority shareholder in the Company, the transaction is also subject to approval by the Company's supervisory board which has given its approval. The closing of the transaction is expected to occur in the second quarter of 2017.

The consolidation of activities performed by the Romanian target companies under the Fortuna umbrella together with the Hattrick Sports Group will enable the Company to further strengthen its position in the Central and Southeastern Europe.

The consideration to be paid for the acquisition will be EUR 47 million out of which approx. EUR 15 will be deferred for up to 48 months. In addition, the Company shall refinance c. EUR 3 million of Fortbet's loans. The consideration will be funded via Company's cash and bank loans. The purchase price was supported by an independent third party evaluation.

In addition to the above mentioned information, the unaudited key preliminary financial indicators for 2016

- Amounts staked: EUR 224 million
- Revenue: EUR 32 million
- EBITDA: EUR -1.1million\*

\* Excludes full slots EBITDA as Slots business incorporated in the beginning of 2017 and for 2016 only 3<sup>rd</sup> party provision for Slots was included in EBITDA.

If Slots fully consolidated in 2016, proforma EBITDA would be 2.5m EUR.

As the consideration amounts to at least one third of the value of the assets of the Company according to the consolidated balance sheet at year-end 2015 with explanatory notes thereto, the acquisition of Bet Active Concept S.R.L., Bet Zone S.R.L., and Public Slots S.R.L. and Slot Arena S.R.L. is submitted to the approval of the General Meeting pursuant to Article 2:107a of the Dutch Civil Code.

## General information

### Language, EGM documents

The EGM will be conducted in English. The agenda and the explanatory notes to the agenda can be found on the website of the Company, [http://www.fortunagroup.eu/en/about\\_fortuna\\_group/corporate\\_governance/shareholder\\_meetings/index.html](http://www.fortunagroup.eu/en/about_fortuna_group/corporate_governance/shareholder_meetings/index.html). These documents are also available for inspection at the office of the Company at Strawinskylaan 809 WTC T.A/L 8, 1077 XX Amsterdam, The Netherlands, e-mail: [klara.klimova@fortunaeg.nl](mailto:klara.klimova@fortunaeg.nl), where copies can be obtained free of charge.

### Attending the EGM / Voting instructions

*Beneficial holders of shares listed on the Warsaw Stock Exchange or the Prague Stock Exchange ("Listed Shares")*

Beneficial holders of Listed Shares who wish to (i) exercise voting rights in writing, (ii) attend the EGM and exercise voting rights in person, or (iii) authorize another person to attend the EGM and to exercise voting rights on their behalf, are requested to contact the bank or broker through which they hold their Listed Shares. Such bank or broker will provide the beneficial holder of Listed Shares with additional information and the appropriate form(s). Please complete, sign and return the form(s) in accordance with the instructions specified thereon. The recipient institution will arrange that the forms and/or the information included therein, as required, will be received by the Company by no later than 16:00 (CET) on Wednesday 19 April 2017.

### *Registered shareholders*

With respect to holders of registered shares, the sub-register will be the shareholders' register of the Company, as maintained by it. Holders of registered shares (and other persons/entities entitled to attend the EGM) who wish to attend the EGM must inform the Company's Board of Managing Directors thereof in writing at the latest on Wednesday 19 April 2017.

### Requirements to vote / Registration date

The Company has set a registration date for registered shares on Wednesday 29 March 2017 (the "**Registration Date**"). Shareholders who are registered at the Registration Date in the Company's shareholder register will be entitled to vote the number of shares held at the Registration Date. The Company does not require the blocking of shares in order to vote at the EGM.

The Registration Date also applies to beneficial holders of Listed Shares, in accordance with the internal rules, policies and practices of the depositary(s), custodian(s), broker(s), nominee(s) or clearing system(s) through which they hold Listed Shares. Beneficial holders of Listed Shares may have their accounts blocked when they vote, depending on the internal rules, policies and practices of the custodian(s), broker(s), nominee(s) or clearing system(s) through which they hold Listed Shares. Beneficial holders of Listed Shares who acquire their beneficial holdings or holdings after the Registration Date will not be able to exercise voting rights.

## **Identification**

Persons entitled to attend the EGM can be requested to show proof of identity prior to admission to the EGM and are therefore requested to carry a valid identity document.

## **Registration of Admittance**

Registration of admittance will take place on Wednesday 26 April 2017 from 10.00 a.m. to 10.55 a.m., before commencement of the EGM. It will not be possible to register after that time.

If you are in any doubt as to what action you should take, you are recommended to seek your own advice from an appropriate authorized independent professional adviser.

If you have sold or transferred all your shares in the Company please pass on this document, together with the accompanying documents, as soon as possible to the purchaser or transferee or to the agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

In Amsterdam, Wednesday 15 March 2017

The Board of Managing Directors

Fortuna Entertainment Group N.V.