

Media and Games Invest PLC (the 'Company')

C52332

168, St Christopher Street, Valletta VLT1467, Malta

Minutes of the adjourned Extraordinary General Meeting of the Company held at 168, St. Christopher Street, Valletta VLT1467, Malta on 25th July 2019 at 10:00am.

The General Meeting proceeded to business at 11:00am.

Members present at the Meeting:

- Melissa Mamo, the Malta Stock Exchange, representing 24,292,593 Ordinary Shares
- Louise Vella, by proxy, representing 13,903,446 Ordinary Shares

Officers present at the Meeting:

- Remco Westermann, Director and Chairman (via telephone)
- René Müller, Director (via telephone)
- Thomas Jacobsen, Company Secretary

Observers present at the Meeting:

- Guido Ulm (via telephone)
- Sören Barz (via telephone)
- Paul Echt (via telephone)

The Company Secretary confirmed that a quorum was present in terms of Article 34 of the Company's Articles of Association.

1. The meeting considered the Auditor's Report and unanimously approved the Audited Financial Statements for the financial year ended 31 December 2018.
2. The meeting considered the recommendation of the Board of Directors to declare a dividend of zero and unanimously approved the recommendation.
3. The meeting unanimously confirmed and re-appointed RSM Malta as Auditor of the Company and authorised the Board of Directors to fix their remuneration.
4. The meeting unanimously resolved 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. The meeting unanimously resolved to delete Article 4 of the Articles of Association of the Company and 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. The meeting unanimously authorised 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. The meeting unanimously authorised 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.

There being no other business, the Chairman closed the meeting.

Signed and approved on 25th July 2019



Thomas Jacobsen
Company Secretary