

ANNUAL GENERAL MEETING

ANNUAL GENERAL MEETING OF NITRO GAMES PLC

Time: 27 April 2018 at 13:05 p.m. (Swedish time)

Place: Redeye AB's premises, address Mäster Samuelsgatan 42, 10 floor, Stockholm, Sweden

Present: Shareholders were present at the meeting, in person or represented by legal representative or proxy, in accordance with the list of votes adopted at the meeting.

In addition, Antti Villanen, Jacob Ehrnrooth, Juhani Taskinen and Sverker Littorin of the company's Board members, the proposed new Board member Wilhelm Taht, company's CEO Jussi Tähtinen, company's CFO Matti Nikkola and LL.M., M.Sc. (Econ.) Tuomas Lehtimäki were present at the meeting.

1 §

OPENING OF THE MEETING

The Chairman of the Board Antti Villanen opened the meeting.

2 §

CALLING THE MEETING TO ORDER

LL.M., M.Sc. (Econ.) Tuomas Lehtimäki was elected as chairman of the Annual General Meeting, and he called CFO Matti Nikkola to act as secretary.

The chairman explained the procedures for handling matters on the meeting agenda.

3 §

ELECTION OF PERSONS TO SCRUTINIZE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Johan Biehl was elected to scrutinize the minutes and supervise the counting of votes.

4 §

RECORDING THE LEGALITY OF THE MEETING

It was noted that the summons to the meeting had been published on 4 April 2018 as a company release and on the company's website on the Internet. It was further noted that the summons had been available for the shareholders on the company's website on the Internet as of 4 April 2018.

It was noted that the General Meeting had been convened in accordance with the Articles of Association and the Companies Act and that it was thus legal and constituted a quorum.

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The summons to the meeting was attached to the minutes (**Appendix 1**).

5 §**RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES**

It was noted that at the beginning of the meeting 14 shareholders representing 1,292,689 shares and votes were presented.

The list recording the attendance at the beginning of the meeting and the corresponding list of votes was attached to the minutes (**Appendix 2**).

It was noted that the list of votes will be adjusted to correspond to the attendance at the beginning of a possible vote.

6 §**PRESENTATION OF THE ANNUAL ACCOUNTS, GROUP CONSOLIDATED ANNUAL ACCOUNTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR 2017**

It was noted that the annual accounts documents had been available for inspection on the company's website on the Internet from 20 April 2018 onwards and that they were also available at the meeting venue.

CEO Jussi Tähtinen held a presentation in which he presented the annual accounts and handled the most significant events during the year 2017.

The presentation by the CEO was attached to the minutes (**Appendix 3**).

The annual accounts documents were attached to the minutes (**Appendix 4**).

The auditor's report was presented and attached to the minutes (**Appendix 5**).

7 §**ADOPTION OF THE ANNUAL ACCOUNTS**

The General Meeting adopted the annual accounts for the financial period ended on 31 December 2017.

8 §**RESOLUTION ON THE MEASURES REGARDING PROFIT/LOSS SHOWN ON THE BALANCE SHEET**

It was noted that in accordance with the balance sheet of 31 December 2017 the distributable funds of Nitro Games Plc were EUR 2,026,380, including the loss of the financial year EUR -3,018,435.31, the retained loss EUR -4,521,320, the fund for invested unrestricted equity EUR 11,114,304 and the activated development costs -1,548,169.

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The General Meeting resolved in accordance with the proposal of the Board of Directors not to pay any dividend and that the loss of the financial period that ended on 31 December 2017 EUR -3,018,435.31 shall be transferred to the retained earnings / loss account.

9 §**RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY**

The General Meeting resolved to grant discharge from liability for the members of the Board of Directors and the CEO for the period 1 January 2017 – 31 December 2017 as well as for preparation of the annual accounts.

10 §**RESOLUTION ON REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS**

The General Meeting resolved in accordance with the proposal of the shareholders representing approximately 52.32 per cent of the company's shares and votes that the members of the Board of Directors be paid the following remuneration for the term of their office: EUR 15,000, out of which approximately 50% in shares in the company and the rest in cash for the Chairman of the Board of Directors and EUR 10,000, out of which approximately 50% in shares in the company and the rest in cash for each of the other members of the Board. The remuneration is paid in two instalments. The members of the Board of Directors are reimbursed for reasonable travel and lodging costs.

11 §**RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS**

The General Meeting resolved in accordance with the proposal of the shareholders representing approximately 52.32 per cent of the company's shares and votes to elect six (6) members to the Board of Directors.

12 §**ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS**

It was noted that in accordance with 4 § of the Articles of Association the term of office of each member of the Board of Directors ends at the closing of the annual general meeting first following the election.

The General Meeting resolved in accordance with the proposal of the shareholders representing approximately 52.32 per cent of the company's shares and votes to re-elect Antti Villanen, Jacob Ernrooth, Juhani Taskinen, Sverker Littorin and Ilkka Lassila of the current members of the Board of Directors as members of the Board of Directors and to elect Wilhelm Taht as a new member of the Board of Directors for a term ending at the closing of the Annual General Meeting of year 2019.

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The General Meeting resolved in accordance with the proposal of the Board of Directors that the remuneration of the auditors be paid in accordance with an invoice to be accepted by the company.

14 §**ELECTION OF AUDITORS**

The General Meeting resolved in accordance with the proposal of the Board of Directors to re-elect auditing firm Idman Vilén Grant Thornton Oy as the company's auditor for a term ending at the closing of the Annual General Meeting of year 2019. It was noted that Idman Vilén Grant Thornton Oy had notified that Mr. Antti Niemistö, Authorized Public Accountant, will continue to act as the principal auditor.

15 §**AUTHORIZING THE BOARD OF DIRECTORS TO RESOLVE ON ISSUANCE OF SHARES**

The General Meeting resolved in accordance with the amended proposal of the Board of Directors to authorize the Board of Directors to, in one or more transactions, decide on the issuances of shares of as follows:

The number of shares to be issued based on the authorization may in total amount to a maximum of 289,000 shares, which represents approximately 9.99 per cent of the company's fully-diluted shares.

The Board of Directors decides on all the terms and conditions of the issuances of shares. The issuances of shares may be carried out in deviation from the shareholders' pre-emptive right (directed issue). The authorization is valid until 30 June 2019.

16 §**AUTHORIZING THE BOARD OF DIRECTORS TO RESOLVE ON ISSUANCE OF STOCK OPTIONS**

The General Meeting resolved in accordance with the amended proposal of the Board of Directors to authorize the Board of Directors to decide, in one or more transactions, on issuance of stock options as follows:

The maximum total number of stock options issued with the authorization is 150,000, which represents approximately 5.00 per cent of the company's fully-diluted shares when taking into account also the share issue authorization resolved in previous section. Each stock option entitles to subscription of one new share. The original subscription price of shares based on the stock options shall be 74 SEK / share and it has been set based on the highest historic share price. Of the stock options, 76,868 shall be distributed before 31 December 2018. The Board of Directors is authorized to decide on all other terms of the stock option plan. The authorization is valid until 31 December 2020. For the

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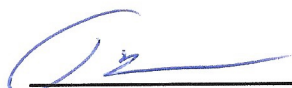
avoidance of doubt, the authorization does not affect the validity of the company's existing stock option plans or the Board of Directors' authorization to give stock options based on the same.

17 §**CLOSING OF THE MEETING**

The chairman noted that all matters on the agenda had been handled and that the minutes of the meeting will be available on the company's website (www.nitrogames.com) at the latest within two weeks of the meeting.


The chairman closed the meeting at 13.33 p.m.

Chairman of the General Meeting:




Tuomas Lehtimäki

In fidem:



Matti Nikkola

Minutes reviewed and confirmed:



Johan Biehl