

Announcement NO 08/2017
Frederiksberg, Denmark – 3 April 2017

Hugo Games A/S – Notice convening Annual General Meeting

In accordance with Hugo Games A/S', business registration no. 33 59 71 42 (the "Company") articles of association Section 5, the Board of Directors hereby gives notice of the annual general meeting in the Company to be held on

Tuesday, April 25th 2017 at 2.00 p.m.

at **Haakon VII's gate 9, 0161, Oslo, Norway**, with the following agenda:

1. The Board of Directors' report on the Company's activities in the past year.
2. Presentation and adoption of the audited annual report, including the determination of the remuneration for the Board of Directors.
3. Discharge from liability of the Board of Directors and the Executive Management.
4. Distribution of profit or loss as recorded in the adopted annual report.
5. Election of members to the Board of Directors.
6. Appointment of auditor.
7. Any proposals from the Board of Directors or shareholders:
 - a. Amendment of the Board of Directors' authorization to issue warrants (clause 2.2 of the articles of association).
 - b. Amendment to the Company's policy on incentive pay.
 - c. Extension of the authorization to the Board of Directors to increase the share capital (clause 2.4 of the articles of association) from DKK 25,000,000 to DKK 45,000,000.
 - d. Extension of the authorization to the Board of Directors to increase the share capital (clause 2.5 of the articles of association) from DKK 25,000,000 to DKK 45,000,000.
 - e. Extension of the authorization to the Board of Directors to increase the share capital (clause 2.6 of the articles of association) from DKK 25,000,000 to DKK 45,000,000.
 - f. Extension of the total authorization to increase the share capital (clause 2.7 of the articles of association) from DKK 25,000,000 to DKK 45,000,000.
8. Any other business.

Item 2. Presentation and adoption of the audited annual report, including the determination of the remuneration for the Board of Directors

The Board of Directors proposes to adopt the audited annual report as presented to the shareholders prior to the annual general meeting.

The Board of Directors proposes that the members of the Board of Directors for the year 2017 shall receive a fixed remuneration of DKK 15,000, the chairman of the audit committee shall receive a fixed remuneration of DKK 45,000 and the chairman of the Board of Directors shall receive a fixed remuneration of DKK 60,000.

Pursuant to item 7 below, it is proposed, that the Board of Directors in the future may be granted warrants exercisable at market value in the Company in combination with the above mentioned fixed remuneration.

Item 4. Distribution of profit or loss as recorded in the adopted annual report

The Board of Directors proposes that no dividend be declared in respect of the 2016 financial year.

Further, the Board of Directors proposes that the consolidated loss of DKK 59,470,000 for the year 2016 be transferred to retained earnings.

Item 5. Election of members to the Board of Directors

The Board of Directors proposes reelection/election of the following board members to the Company's Board of Directors:

- Bertel Maigaard
- Caspar Rose
- Rasmus Lund
- Henrik Nielsen
- Richard Flower

Proposed new member Henrik Nielsen is previous COO and CFO of Unity Technologies through 8 years and has great experience in the gaming industry. Furthermore, Henrik Nielsen is elected board member in the following companies: HNI TRADING ApS, NIL TECHNOLOGY ApS, AMAKITU ApS, Viborgvej 16-18, Silkeborg ApS, RED ApS, and Grenåvej 425 ApS.

Proposed new board member Richard Flower is board member and CEO of Fuzzy Frog Ltd. as well as Thrive Therapeutic Software Ltd. Richard Flower has 23 years of experience working in the gaming industry.

Item 6. Appointment of auditor

The Board of Directors proposes reelection of the Company's auditor GRANT THORNTON, statsautoriseret revisionspartnerselskab.

Item 7.a Amendment of the Board of Directors' authorization to issue warrants (clause 2.2 of the articles of association)

It is proposed to increase the Board of Directors' authorization to issue warrants with the right to subscribe for shares in the Company from 500,000 shares of DKK 0.50 equal to a nominal amount of DKK 250,000 to 10,000,000 shares of DKK 0.50 equal to a total nominal amount of DKK 5,000,000.

Further, it is proposed that the Board of Directors also shall be entitled to issue warrants to management and employees in subsidiaries which warrants can be exercised below market value as reflected in the Company's articles of association.

Further, it is proposed that the Board of Directors also shall be entitled to issue warrants to members of the Company's Board of Directors which warrants can be exercised at market value.

Draft new articles of association are attached as Schedule 7a. Please be aware, that according to the stock market announcement dated 31 March 2017, the share capital of the Company will be increased on 6 April 2017 based on the share purchase agreement entered into on 31 March 2017 between the Company and the sellers of Fuzzy Frog Limited pursuant to which the Company acquires 52.6% of Fuzzy Frog Limited against issuance of 4,452,543 shares in the Company. Consequently, the attached articles of association clause 2.1 is subject to amendments according to the expected capital increase.

Item 7.b Amendment of the Company's policy on incentive pay

According to item 7.a above it is proposed to amend the Company's policy on incentive pay.

Draft new policy on incentive pay is attached as Schedule 7.b.

Background - item 7.c to 7.f:

The Board of Directors is authorized to increase the share capital of the Company with up to DKK 25,000,000 (at one or more times). Prior to the capital increase subscribed by the owners of Fuzzy Frog Limited (mentioned in clause 7.a above), the authorizations have been used with a total nominal amount of DKK 10,137,074. It is proposed to extend the authorizations of the Board of Directors as mentioned in the articles of association clause 2.4, 2.5, 2.6 and 2.7.

The extension of the authorizations will make it easier for the management of the Company to execute the Company's three-year strategy, "3-fold strategy", hereby ensuring sufficient cash for potential acquisitions and game development.

Generally it is proposed to extend the authorization of the Board of Directors until to increase the share capital of the Company from nominal DKK 25,000,000 to nominal DKK 45,000,000 with or without preferential rights for existing shareholders as detailed below.

The proposal includes an amendment of the Company's current articles of association as described below.

Item 7.c Extension of the authorization to the Board of Directors to increase the share capital (clause 2.4 of the articles of association) from DKK 25,000,000 to DKK 45,000,000.

In section 2.4, the first paragraph is replaced with the following paragraph:

"Until 6 February 2020, the Board of Directors is authorized, with preferential right for the existing

shareholders of the Company, to increase the Company's share capital one or more times by up to a total nominal amount of DKK 45,000,000 by cash payment. The capital increase can take place below market price."

The remaining part of section 2.4 will remain unchanged.

Item 7.d Extension of the authorization to the Board of Directors to increase the share capital (clause 2.5 of the articles of association) from DKK 25,000,000 to DKK 45,000,000.

In section 2.5, the first paragraph is replaced with the following:

"Until 6 February 2020, the Board of Directors is authorized, without preferential right for the existing shareholders of the Company, to increase the Company's share capital one or more times by up to a total nominal amount of DKK 45,000,000 by cash as well as non-cash payment, or by conversion of debt. The capital increase shall take place at market price."

The remaining part of section 2.5 will remain unchanged.

Item 7.e Extension of the authorization to the Board of Directors to increase the share capital (clause 2.6 of the articles of association) from DKK 25,000,000 to DKK 45,000,000.

Section 2.6, the first paragraph is replaced with the following:

Until 6 February 2020, the Board of Directors is authorized, with preferential right for the existing shareholders of the Company, to increase the Company's share capital one or more times by up to a total nominal amount of DKK 45,000,000 by conversion of the Company's reserves into share capital by the issue of bonus shares (in Danish: fondsforhøjelse). The capital increase shall take place at market price

The remaining part of section 2.6 will remain unchanged.

Item 7.f Extension of the total authorization to increase the share capital (clause 2.7 of the articles of association) from DKK 25,000,000 to DKK 45,000,000.

Section 2.7 is in its entirety replaced with the following:

"The combined total share capital increase, performed pursuant to the given authorizations in provisions 2.3, 2.4, 2.5 and 2.6, cannot exceed nominal DKK 45,000,000."

Decision requirements

In order to pass the proposals on the agenda the following majorities will be necessary:

Items 7.a, 7.c to 7.f must be passed by at least 2/3 of the votes cast as well as at least 2/3 of the share capital represented at the general meeting.

Items 1-6 and 7.b must be passed by a simple majority.

Size of the share capital and the voting rights of the shareholders

In accordance with the Danish Companies Act it is disclosed that, the share capital of the Company is nominal DKK 22,637,074 divided into 45,274,148 shares of DKK 0.50. Each share of nominal DKK 0.50 shall grant the holder 1 vote at the general meeting. The share capital is subject to the changes set out under item 7.a above.

Attendance and casting of votes at the general meeting

In order for a shareholder to be able to participate and vote at the general meeting, the shareholder must comply with the following:

A shareholder's right to attend the general meeting and to vote on their shares is determined on the basis of the shares held by the shareholder at the date of registration.

The date of registration is Tuesday 18th April 2017.

Only someone who at the date of registration is a shareholder in the Company will have the right to attend the annual general meeting and vote on their shares.

Any sale or purchase taking place from the date of registration and until the date of the annual general meeting shall not affect the voting rights of the general meeting or the voting rights received by postal vote.

In order to attend the annual general meeting a shareholder must no later than Friday 21st April 2017, 11.59 p.m., give notice to the Company and document shareholding as per date of registration by use of the Company's online Investor Relations portal <http://hugogames.com/investors/> by email ir@hugogames.com or any other means of communication.

All shareholders are entitled to attend the annual general meeting by proxy.

The proxy must produce a written and dated instrument of proxy. An electronic proxy form is available at the Company's website <http://hugogames.com/investors/corporate-governance/general-meeting/>. Signed proxies can be send to Hugo Games A/S, Gammel Kongevej 120, 1. th., 1850 Frederiksberg C, att.: Peter Ekman, or email: ir@hugogames.com.

A shareholder can also choose to make use of postal vote instead of attending the annual general meeting in person.

The Company has made available an electronic postal vote form at the Company's website <http://hugogames.com/investors/>. Signed postal votes can be sent to Hugo Games A/S, Gammel Kongevej 120, 1. th., DK-1850 Frederiksberg C, att.: Peter Ekman, or email: ir@hugogames.com.

Any signed postal vote must be received by Hugo Games A/S no later than Friday 21st April 2017, 11.59 p.m., and the Company request that signed proxies are likewise received by Hugo Games A/S no later than Friday 21st April 2017, 11.59 p.m.

A postal vote send to Hugo Games A/S cannot be revoked.

Additional information concerning the general meeting

The agenda and the main contents of the proposed resolutions are specified in this notice.

Further information concerning the annual general meeting, including the electronic proxy and postal voting forms, can be found at the Company's website <http://hugogames.com/investors/corporate-governance/general-meeting/>.

This notice has been published by use of the Company's website www.hugogames.com, Oslo Børs as well as forwarded by electronic communication to the shareholders who has so requested.

Questions from shareholders

Shareholders are free to submit questions to the agenda of the annual general meeting as well as to the additional material.

Such questions can be submitted by written inquiry to Peter Ekman, email: ir@hugogames.com.