

# **Hugo Games A/S**

## **Supplemental Prospectus 1**

Supplementing information contained in the Prospectus dated 8 May 2017 concerning the Rights Issue of minimum 47,619,048 Offer Shares and maximum 65,500,000 Offer Shares at a Subscription Price of NOK 0.63 per Offer Share with Subscription Rights for Existing Shareholders

**Manager**

**Norne Securities AS**

**23 May 2017**

### Important notice

This document (“Supplemental Prospectus”), dated 23 May 2017, has been prepared by the Company in order to provide supplemental information in connection with the Right Issue described in the Prospectus dated 8 May 2017 (the “Prospectus”). The information herein is to be considered as a part of the Prospectus and as a part of the basis for any decision of investment in the Company’s shares. This Supplemental Prospectus is to be read together with the Prospectus. Capitalized terms and expressions defined in the Prospectus shall have the same meaning when used in this Supplemental Prospectus, unless otherwise defined herein or the context otherwise requires.

The Supplemental Prospectus has been prepared solely in the English language. The Financial Supervisory Authority of Denmark has reviewed and approved this Supplemental Prospectus. The Prospectus has further been prepared to comply with the Danish Securities Trading Act and related legislation and regulations. The Prospectus has been passported to Norway in accordance with section 7-9 of the Norwegian Securities Trading Act.

The Company has furnished the information in this Supplemental Prospectus.

All inquiries relating to this Supplemental Prospectus must be directed to the Company or the Manager. No other person is authorized to give any information about or to make any representations on behalf of the Company in connection with the Rights Issue. If any such information is given or made, it must not be relied upon as having been authorized by the Company or by the Manager.

The information contained herein is of the date hereof and subject to change, completion and amendment without notice. In accordance with Danish legislation, every new circumstance, material error, or inaccuracies which may have significance for the assessment of the Offer Shares, and which are brought to light between approval of the Prospectus and this Supplemental Prospectus and before admission to trading of the Offer Shares, will be included in a supplement to the Prospectus. Such supplemental prospectus shall be approved by the Financial Supervisory Authority and be published. Neither the publication nor distribution of the Prospectus and this Supplemental Prospectus shall not create any implication that there has been no change in the Company’s affairs since their respective dates or that the information therein is correct as of any date subsequent to their publication date.

The contents of this Prospectus are not to be construed as legal, business, financial or tax advice. Each reader of this Supplemental Prospectus should consult with its own legal, business, financial or tax advisor as to legal, business, financial or tax advice. If you are in any doubt about the contents of this Supplemental Prospectus you should consult your stockbroker, bank manager, lawyer, accountant or other professional adviser before making any investment decision.

This Supplemental Prospectus is subject to Danish law. Any dispute arising in respect of or in connection with this Supplemental Prospectus or the Rights Issue is subject to the exclusive jurisdiction of the Danish courts with applicable Danish court as legal venue.

**Prospective investors are expressly advised that an investment in the Company’s shares entails financial and legal risk and that they should therefore read the Prospectus entirely and particularly the section entitled “Risk Factors” in addition to this Supplemental Prospectus when considering an investment in the Company’s shares.**

**The distribution of this Supplemental Prospectus may in certain jurisdictions be restricted by law. Persons in possession of this Supplemental Prospectus are required to inform themselves about and to observe any such restrictions. This Supplemental Prospectus does not constitute an offer of, or a solicitation of an offer to purchase, any of the Offer Shares in any jurisdiction or in any circumstances in which such offer or solicitation would be unlawful. No one has taken any action that would permit a public offering of Offer Shares to occur outside of Denmark or Norway.**

**The Offer Shares have not been and will not be registered under the U.S. Securities Act of 1933 as amended (the “Securities Act”), or with any securities authority of any state of the United States.**

**The Offer Shares may not be offered, sold, resold, transferred or delivered, directly or indirectly, in or into the United States, Canada, Japan or Australia.**

## 1. RESPONSIBILITY STATEMENT

### *Persons responsible for the Supplemental Prospectus*

The members of the Board of Directors hereby confirm that, after having taken all reasonable care to ensure that such is the case, the information contained in this Supplemental Prospectus is, to the best of our knowledge, in accordance with the facts and contains no omissions likely to affect its import.

23 May 2017

*The Board of Directors of Hugo Games A/S*

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*Bertel David Maigaard*

*(Head of Corporate Finance,  
Info Revision)*

**Chairman of Hugo Games A/S**

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*Caspar Rose*

*(Professor, Copenhagen Business  
School)*

**Vice-Chairman of Hugo Games  
A/S**

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*Rasmus Lund*

*(Partner at DELACOUR Law  
Firm)*

**Board member of Hugo  
Games A/S**

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*Henrik Nielsen*

*(Chairman of NIL TECHNOLOGY  
ApS)*

**Board member of Hugo Games  
A/S**

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*Richard Flower*

*(CEO at Fuzzy Frog Ltd.)*

**Board member of Hugo Games  
A/S**

*The Executive Management of Hugo Games A/S*

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*Henrik Kølle*

**Chief Executive Officer of  
Hugo Games A/S**

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*Peter Ekman*

**Chief Financial Officer of Hugo  
Games A/S**

## **2. SUPPLEMENTAL INFORMATION**

### ***2.1 Trading period for the Subscription Rights and Subscription Period***

In accordance with the information set out in section 5.4 of the Prospectus, the Subscription Period commenced at 09:00 CEST on 9 May 2017. The Subscription Period and trading period for the Subscription Rights will end at 16:30 CEST on 7 June 2017. The timetable below provides certain indicative key dates for the Rights Issue:

Trading in Subscription Rights ends	7 June 2017 at 16:30 hours CEST
Subscription Period ends	7 June 2017 at 16:30 hours CEST
Allocation of the Offer Shares	Expected on or about 14 June 2017
Publication of the results of the Rights Issue	Expected on or about 14 June 2017
Distribution of allocation letters	Expected on or about 14 June 2017
Payment date	Expected on or about 20 June 2017
Delivery of the Offer Shares	Expected on or about 23 June 2017
Trading and listing of the Offer Shares	Expected on or about 23 June 2017

The Subscription Rights will be fully tradable and listed on the Oslo Stock Exchange with ticker code “HUGO S” until 16:30 hours (CEST) on 7 June 2017.

Subscription rights that are not used to subscribe for offer shares before the expiry of the Subscription Period, or that are not sold before 7 June 2017 at 16:30 hours (CEST), will have no value and will lapse without compensation to the holder.

### ***2.2 Right to withdraw applications***

Investors that have subscribed for Offer Shares before the date of this Supplemental Prospectus have the right to withdraw their applications within two days after the date of this Supplemental Prospectus, i.e. at latest by the end of business day on 26 May 2017.