

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING
OF 11 BIT STUDIOS S.A.
TO BE HELD ON OCTOBER 25TH 2018,
PUBLISHED BY THE COMPANY'S MANAGEMENT BOARD
ON SEPTEMBER 25TH 2018**

The Management Board of **11 bit studios Spółka Akcyjna** of Warsaw (registered address: ul. Bertolta Brechta 7, 03-472 Warsaw), entered in the business register of the National Court Register maintained by the District Court for the Capital City of Warsaw, 13th Commercial Division of the National Court Register, under No. KRS 0000350888, Industry Identification Number (REGON) 142118036, Tax Identification Number (NIP) 1182017282, with the share capital of PLN 228,719.90 (the "**Company**"), acting pursuant to Art. 399.1 in conjunction with Art. 400.1 in conjunction with Article 402¹.1 of the Commercial Companies Code of July 20th 2017 (Dz.U. of 2000, No. 94, item 1037, as amended) convenes the Extraordinary General Meeting of the Company ("**EGM**") for October 25th 2018, 12.00 noon, at the Company's registered office in Warsaw, ul. Bertolta Brechta 7, 03-472 Warsaw, with the following agenda:

- I. Opening of the EGM.
- II. Election of Chair of the EGM.
- III. Preparation, signing and displaying of the attendance list.
- IV. Confirmation that the EGM has been duly convened and has the capacity to adopt resolutions.
- V. Adoption of the agenda of the EGM.
- VI. Adoption of a resolution to change the remuneration of members of the Company's Supervisory Board.
- VII. Adoption of a resolution to amend Resolution No. 18/05/2017 of May 10th 2017 on the establishment of an incentive scheme for employees, associates and members of the Management Board of 11 bit studios S.A.
- VIII. Closing of the EGM.

1. Record date for participation in the EGM

In accordance with Art. 406¹.1 of the Commercial Companies Code, the record date for participation in the EGM is October 9th 2018.

2. Information on the right to participate in the EGM

The Extraordinary General Meeting may only be attended by persons who are the Company's Shareholders as at the record date for participation in the EGM, i.e. October 9th 2018.

To exercise the right to participate in the EGM, a holder of rights under book-entry bearer shares should request the entity maintaining their securities account to issue a personal certificate confirming their right to participate in the EGM. The requests should be submitted no earlier than after the publication of the EGM notice and no later than on the first weekday following the record date, i.e. on or before October 10th 2018. The entity maintaining the securities account draws up a list of issued certificates and then submits it to the Central Securities Depository of Poland (the "CSDP"). On the basis of lists provided by entities maintaining securities accounts, the CSDP prepares a relevant list in accordance with the laws on trading in financial instruments, and then submits it to the Company.

The Company determines the list of Shareholders entitled to participate in the EGM on the basis of the list submitted to it by the CSDP. The list of Shareholders entitled to participate in the EGM, signed by the Management Board, specifying the first names and surnames or business names of the entitled Shareholders, their residence addresses (registered addresses), number, type and numbers of their shares and number of votes held by them, will be displayed at the offices of the Company's Management Board at ul. Bertolta Brechta 7, 03-472 Warsaw, from 9 am to 5 pm for three weekdays before the EGM. Instead of their address of residence, a natural person may give an address for service of correspondence. A Shareholder may inspect the list of Shareholders at the Management Board's offices and demand to be issued a copy of the list against reimbursement of the costs of making the copy. A Shareholder may also request that the list of Shareholders be sent to them free of charge by email, specifying the address to which the list should be sent. A Shareholder is entitled to demand to be issued copies of proposals pertaining to matters included in the agenda no later than one week before the scheduled date of the General Meeting.

3. Shareholder's right to request that certain items be placed on the agenda of the EGM

A Shareholder or Shareholders representing at least one-twentieth of the share capital may request that certain matters be included in the agenda of the EGM. Any such request should be submitted to the Company's Management Board no later than 21 days before the scheduled date of the EGM, i.e. on or before October 4th 2018. The request should specify the reasons for making the request or include a draft resolution concerning the proposed agenda item. The request may be submitted in electronic form by sending it to the Company's email address: biuro@11bitstudios.com.

4. Shareholder's right to propose draft resolutions

A Shareholder or Shareholders representing at least one-twentieth of the Company's share capital may, prior to the date of the EGM, submit to the Company (in writing or by electronic means to the Company's email address: biuro@11bitstudios.com) draft resolutions concerning any matters which have been placed or are to be placed on the Meeting's agenda.

During the EGM, each Shareholder may submit draft resolutions concerning matters on the agenda.

5. Participation in the General Meeting by means of electronic communication

The Company's Articles of Association do not provide for the possibility of participating in the EGM using electronic means of communication, or speaking at the Meeting or exercising voting rights by means of electronic communication.

6. Possibility of postal voting

The Company does not allow for the possibility of postal voting at the EGM.

7. Possibility to contact the Company by email

In matters concerning the EGM, Shareholders may contact the Company by email, using the following address: biuro@11bitstudios.com.

Any documents that a Shareholder sends to the Company by email must be converted (scanned) into PDF format.

The risk associated with the use of electronic mail for communicating with the Company rests with the shareholder.

Any document submitted or sent by a Shareholder in a language other than Polish must be accompanied by its translation into the Polish language, made by a sworn translator.

If a Shareholder uses electronic mail to exercise their legal rights, in particular the right to request that certain matters be placed on the agenda of the EGM and the right to submit draft resolutions to the Company, the Shareholder is required to provide the Company with their first name and surname or business name and registered address, an email address and telephone number for contact, and also to send the Company a scan of the certificate of deposit bearing the Shareholder's name, issued in accordance with the laws governing trading in financial instruments, and also: (i) in the case of a natural person - a scan of their identity card, passport or another document confirming identity; (ii) in the case of an entity which is not a natural person - a scan of an up-to-date excerpt from the relevant register or any other document confirming the authorisation to act on the entity's behalf. The provisions contained in this paragraph apply accordingly to the exercise by the Shareholder of their rights in writing, provided that instead of the scans of relevant documents, the Shareholder is required to attach their copies.

8. Exercise of voting rights by proxy

A shareholder may participate in the EGM and exercise voting rights in person or by proxy. A proxy may exercise all of the Shareholder's rights at the General Meeting unless the power of proxy states otherwise. A proxy may represent more than one Shareholder and may vote the shares of individual Shareholders in a different manner. A shareholder whose shares are registered in more than one securities account may appoint separate proxies to exercise the rights attached to the shares registered in each account.

A power of proxy to attend the EGM and exercise voting rights must be granted in writing or in electronic form. A power of proxy granted in electronic form will not require a secure electronic signature verifiable with a valid qualified certificate.

The Shareholder notifies the Company of granting a power of proxy by sending an email to the following address: biuro@11bitstudios.com. In the notification, the Shareholder is required to give their first name and surname or business name and registered address, an email address and telephone number for contact, as well as the first name and surname or business name and registered address and an email address and telephone number for contact of the proxy. The Shareholder must send the notification along with an attached scan of the power of proxy, and also: (i) if the Shareholder or the proxy is a natural person - a scan of the identity card, passport or another document confirming identity of the Shareholder and/or the proxy, as the case may be; (ii) if the Shareholder or the proxy is an entity which is not a natural person - a scan of an up-to-date excerpt from the relevant register or any other document confirming the authorisation to act on behalf of the Shareholder and/or the proxy, as the case may be. The Company must be notified of the

granting of the power of proxy as described above not later than 24 hours before the scheduled time of commencement of the EGM in order to be able to take appropriate steps to identify the Shareholder and the proxy for the purpose of verifying the validity of the power of proxy. To this end, the Company may in particular contact the Shareholder or the proxy using the email addresses or telephone numbers given in the notification, as well as take other steps, but only ones that are proportionate to the purpose. The rules set out in this paragraph apply *mutatis mutandis* to a notice revoking a power of proxy.

Notwithstanding the above notification, at the EGM the proxy is required to produce the original power of proxy granted to them in writing or a printout of the power of proxy granted to them in electronic form, and if the Shareholder who granted the power of proxy or their proxy is an entity other than a natural person - also the original up-to-date excerpt from the relevant register or another document confirming the authorisation to act on behalf of the Shareholder and/or the proxy, as the case may be. In order to enable verification of identity, the Shareholder, the Shareholder's proxy and the person representing at the EGM a Shareholder or proxy which is not a natural person is required to produce an identity card, passport or another document confirming identity.

A member of the Company's Management Board and a Company employee may act as proxies at the EGM.

If a member of the Management Board, a member of the Supervisory Board, or an employee of the Company is a proxy at the General Meeting, the power of proxy may authorise such person to act as a proxy at one General Meeting only. The proxy has the duty to disclose to the Shareholder an actual or potential conflict of interest. Proxies may not grant further powers of proxy. The proxy votes as instructed by the Shareholder.

9. Access to documentation

The full text of the documentation to be presented to the EGM and draft resolutions or, if no resolutions are to be adopted, the Management Board's or Supervisory Board's comments concerning matters which have been included in the EGM's agenda or which are to be included in the agenda before the scheduled time of the EGM, will be published on the Company's website at the following address (IR section): <http://ir.11bitstudios.com/walne-zgromadzenia>.

Proxy voting forms are available on the Company's website (IR section): <http://ir.11bitstudios.com/walne-zgromadzenia>