

RIVER iGAMING P.L.C.

A public limited liability company registered under the laws of Malta with registration number C 83387 and having its registered office at Regent House, Office 21, Bisazza Street, Sliema SLM1640, Malta (the “Company”)

EXTRAORDINARY GENERAL MEETING

Notice to all Members of the Company in terms of Article 41 of the Articles of Association of the Company.

Notice is hereby given of an Extraordinary General Meeting of the Company to be held on 13th November 2020 at 12:00 hours (CET) at the registered office of the Company for the purpose of considering the following Agenda:

All documents may be accessed via the Company’s website www.riverigaming.com in the Investor Relations section.

The persons eligible to vote at the Extraordinary General Meeting are the Shareholders who are registered in the Company’s shareholder register at 17:00 hours (CET) on 29th October 2020. Shareholders registered in the VPS must be registered holders in the VPS at close of business on 27th October 2020.

AGENDA

The purpose for the Extraordinary General Meeting is for the Shareholders to consider and if deemed fit, approve the following *Extraordinary Resolutions*:

1 Change of Company Name

To consider and approve the change name of the Company name from River iGaming plc to River Tech plc.

2 Amendment to main object of Company in Memorandum and Articles of Association

To consider and approve the replacement of the first paragraph of Article 3 of the **Memorandum of Association** from: *The main object for which the Company is establish is to carry on the business of a holding and investment company and as such to hold such investments in technology and other relevant companies within the igaming industry as well as companies providing igaming services to operators within the industry and/or to the general public as well as such other supplementary and complementary assets as the Directors may from time determine as being in the interests of the Company. The Company shall carry out all actions as are competent to it at law in the furtherance of and / or related to that object, including but not limited to the following:* and to replace it with the following text : *The main object for which the Company is established is to carry on the business of a holding and investment company and as such to hold such investments in technology and other relevant companies within the online industry, including companies providing igaming services to operators within the industry, and/or to the general public as well as such other supplementary and complementary assets as the Directors may from time determine as being in the interests of the Company. The Company shall carry out all actions as are competent to it at law in the furtherance of and / or related to that object, including but not limited to the following:*

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3 Change of Company Memorandum and Articles of Association

To consider and approve the amendment of the Memorandum and Articles of Association of the Company in order to reflect the change of the Company name from River iGaming plc to River Tech plc, the changes to Article 3 of the Memorandum of association, and to authorise any one director to execute the amended Memorandum and Articles of Association (by replacing it with the updated version) and to register the same with the Malta Business Registry and to attend to all formalities required by or ancillary to the said change.

Notes:

1. A member entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to exercise all or any of their rights to attend and to speak and to vote on their behalf. A proxy need not be a member of the Company.
2. All persons/companies registered with the Norwegian Central Securities Depository (the “VPS”) being holders of depositary ownership interest in River iGaming plc for the relevant shares may attend and / or exercise their voting rights at the General Meeting by notifying the Company’s VPS Registrar, Skandinaviska Enskilda Banken AB (Publ), by 12:00 hours CET on 27th October 2020 in the form of the attached proxy.
3. In the case of a corporation, the proxy must be signed on its behalf by a duly authorised officer or attorney, and a copy of the power of attorney or other authority (if relevant) under which the proxy is signed should be forwarded to the VPS Registrar together with the duly signed and completed proxy form.
4. Holders of depositary ownership interests who wish to attend and vote at the General Meeting in person should request the VPS Registrar to appoint him/her/it as proxy in the attached proxy form.
5. Completion of a proxy will not prevent members from attending and voting in person if they so wish.
6. A proxy form which may be used to make such an appointment has been sent to all Shareholders together with this Notice.
7. In the case of joint holders, the signature of any one of them will suffice. The vote of the senior party tendering a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
8. The Company specifies that for a member to be entitled to attend and vote at the Meeting (and for the determination by the Company of the number of votes they may cast) they must be entered on the Company’s register of members by three days before meeting (“the Specified Time”). Changes to entries on the register after the Specified Time will be disregarded in determining the rights of any person to attend or vote at the Meeting.
9. It has been passed by a member or members having the right to attend and vote at the Meeting holding in the aggregate not less than 75% in nominal value of the shares represented and entitled to vote at the Meeting and at least 51% in nominal value of all the shares entitled to vote at the Meeting: Provided that, if one of the aforesaid majorities is obtained, but not both another meeting shall be convened within 30 days in accordance with the provisions for the calling of meetings to take a fresh vote on the proposed resolution. At the second meeting the resolution may be passed by a member or members having the right to attend and vote at the meeting holding in the aggregate not less than 75% in nominal value of the shares represented and entitled to vote at the meeting. However, if more than half in nominal value of all the shares having the right to vote at the meeting is represented at that meeting, a simple majority in nominal value of such shares so represented shall suffice.
10. Shareholders registered as shareholders on the date of this notice will receive notice and shall be entitled to vote at the meeting.