

THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek advice from your own stockbroker, bank manager, solicitor, accountant or other financial adviser authorised pursuant to the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in Stride Gaming plc please send this document and the accompanying Form of Proxy at once to the purchaser or the transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold or otherwise transferred part of your holding of shares in Stride Gaming plc, please retain this document and the accompanying Form of Proxy and contact your stockbroker, bank or other agent as soon as possible.

STRIDE GAMING PLC

(a company incorporated under the Companies (Jersey) Law 1991, as amended, and registered with number 117876)

Notice of 2019 Annual General Meeting

Notice of the Annual General Meeting of the Company to be held at 9.30 a.m. on 6 February 2019 at the offices of Hudson Sandler LLP, 25 Charterhouse Square, London EC1M 6AE is set out in this document. If you do not intend to attend and vote at the Annual General Meeting in person, you are requested to return the enclosed Form of Proxy which, to be valid, must be completed and returned in accordance with the instructions printed thereon so as to be received as soon as possible by the Company's registrar, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU but in any event so as to be received by Link Asset Services by 9.30 a.m. on 4 February 2019. Completion and return of a Form of Proxy will not preclude you from attending and voting in person at the Annual General Meeting should you so wish.

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment thereof by utilising the procedures described in the CREST Manual. For further details, please see the notes to the Notice of AGM contained in this document.

DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

2019 AGM	means the annual general meeting of the Company to be held at the offices of Hudson Sandler LLP, 25 Charterhouse Square, London EC1M 6AE at 9.30 a.m. on 6 February 2019 and any adjournment(s) thereof
2020 AGM	means the annual general meeting of the Company to be held in 2020
Annual General Meeting or AGM	means an annual general meeting of the Company
Annual Report	means Stride Gaming's annual report for the year ended 31 August 2018
Articles	means the articles of association of the Company from time to time
Board	means the board of directors of the Company
Chairman's Letter	means the letter from the Chairman set out in this document
Company or Stride Gaming	means Stride Gaming plc of 12 Castle Street, St Helier, Jersey, JE2 3RT
CREST	means the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
CREST Manual	means the document entitled the 'CREST Manual' issued by Euroclear
CREST Regulations	means the Uncertificated Securities Regulations 2001 (as applicable) or the Companies (Uncertificated Securities) (Jersey) Order 1999 (as applicable), as amended from time to time
Directors	means the directors of Stride Gaming as at the date of this document
Euroclear	means Euroclear UK and Ireland Limited
Form of Proxy	means the form of proxy accompanying this document
Group	Stride Gaming and its subsidiaries
Latest Practicable Date	means the close of business on 7 January 2019, being the latest practicable date prior to the publication of this document
Link Asset Services	means Link Asset Services, a trading name of Link Market Services Limited, The Registry, 34 Beckenham Road,

Beckenham, Kent BR3 4TU

Notice of AGM

means the notice of the 2019 AGM set out at the end of this document

Ordinary Shares

means ordinary shares of £0.01 each in the capital of Stride Gaming

Shareholders

means holders of Ordinary Shares

LETTER FROM THE CHAIRMAN

Directors:

Nigel Payne (*Non-executive Chairman*)
Eitan Boyd (*Chief Executive Officer*)
Darren Sims (*Chief Operating Officer*)
Ronen Kannor (*Chief Financial Officer*)
John Le Poidevin (*Non-executive Director*)
Adam Batty (*Non-executive Director*)

Registered Office

12 Castle Street
St. Helier
Jersey JE2 3RT

8 January 2019

Dear Shareholder

Notice of AGM

I am pleased to send you details of the 2019 AGM of Stride Gaming which we will be holding on 6 February 2019 at the offices of Hudson Sandler LLP, 25 Charterhouse Square, London EC1M 6AE. The meeting will start at 9.30 a.m. and the formal Notice of AGM is set out at the end of this document.

If you would like to vote on the resolutions but cannot come to the 2019 AGM, please fill in the Form of Proxy sent to you with this notice and return it to our registrars, Link Asset Services, as soon as possible. They must receive it by 9.30 a.m. on 4 February 2019. Alternatively, you may appoint a proxy for the AGM through the CREST system. Further details relating to voting by proxy are set out in the notes to the Notice of AGM.

Explanation of the business we will consider at the AGM

The Notice of AGM contains certain items of business which are of a technical nature and are therefore explained below.

Resolution 1

Directors' reports and accounts

The Directors are required to present to the 2019 AGM the Company's accounts for the year ended 31 August 2018 and the reports of the Directors and auditors on those accounts. These are all contained in the Annual Report.

Resolution 2

Final dividend

This resolution proposes to declare a final dividend of 1.7 pence per Ordinary Share in respect of the financial year ended 31 August 2018 (as recommended by the Directors) payable on 6 February 2019 to those holders on the register of members of the Company at the close of business on the record date of 11 January 2019.

Special Dividend in respect of the QSB Gaming contingent consideration

In the Company's announcement of its audited results for the year ended 31 August 2018 on 21 November 2018, reference was also made to the proposed distribution, by way of a special dividend, of the earn-out received relating to the QSB Gaming transaction, which is expected to be in excess of £6.0m (equating to 8.0 pence per share) and which is expected to be paid in spring or early summer 2019. In addition, reference was made to such dividend being subject to the approval of shareholders at the 2019 AGM. Since the final amount and timing of such special dividend has not yet been finalised, the Company is now proposing to make such distribution by way of interim dividend at the relevant time, thereby not requiring the approval of shareholders to do so.

The Company will make a further announcement regarding the final amount and timing of such special dividend in due course.

Resolutions 3 and 4

Reappointment and remuneration of auditor

These resolutions propose the re-appointment of BDO LLP as the auditor to the Company until the conclusion of the 2020 AGM of the Company and authorises the Directors to determine their remuneration.

Resolution 5

Authority to issue shares

The Company requires the flexibility to issue or grant options over or otherwise dispose of relevant securities of the Company from time to time. In accordance with Article 2.3 of the Articles, the Board has an existing authority which will expire on 31 July 2019 or the conclusion of the 2019 AGM, whichever is earlier. To maintain this flexibility, it is therefore proposed to grant the Directors' authority to issue or grant options over or otherwise dispose of relevant securities of the Company: (i) up to an aggregate nominal value of £252,686 for general purposes, being a nominal amount equal to one third of the aggregate nominal value of the Ordinary Shares on the Latest Practicable Date; and (ii) up to an aggregate nominal value of £252,686 where such relevant securities are offered by way of pre-emptive issue, being a nominal amount equal to one third of the aggregate nominal value of the Ordinary Shares on the Latest Practicable Date, in both cases during the period of 18 months from the passing of this resolution or the conclusion of the 2020 AGM, whichever is earlier.

Resolution 6

Disapplication of pre-emption rights

Under Articles 2.4 to 2.8 of the Articles, when new equity securities are proposed to be issued for cash, they must first be offered to existing holders *pro rata* to their holdings. There may be occasions, however, where the Directors may need the flexibility to issue equity securities without a fully pre-emptive offer in order to take advantage of business opportunities as they arise.

Therefore, in accordance with Article 2.10 of the Articles, and subject to the passing of Resolution 5, it is therefore proposed to grant the Directors authority to allot equity securities for cash pursuant to Resolution 6 as if the pre-emption provisions of Articles 2.4 to 2.8 of the Articles did not apply to any such allotment, such power being limited to the allotment and issue of equity securities (i) up to an aggregate nominal value of £75,806 for general purposes, being 10 per cent. of the aggregate nominal value of the Ordinary Shares on the Latest Practicable Date; and (ii) up to an additional aggregate amount of £252,686 in connection with a pre-emptive issue, being a nominal amount equal to one third of the aggregate nominal value of the Ordinary Shares on the Latest Practicable Date.

The authorities sought at the AGM will expire 18 months from the passing of Resolution 6 or the conclusion of 2020 AGM, whichever is earlier.

Further Information

As at the Latest Practicable Date the issued ordinary share capital of the Company was 75,805,536 Ordinary Shares, none of which were held in treasury.

Recommendation

The Directors believe that Resolutions are in the best interests of Stride Gaming and its Shareholders as a whole. Accordingly, the Board unanimously recommends that you vote in favour of the Resolutions, as they intend to do in respect of their own beneficial shareholdings in Stride Gaming.

Nigel Payne

Chairman

NOTICE OF ANNUAL GENERAL MEETING

STRIDE GAMING PLC

Registered Number: 117876

(the "Company")

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at the offices of Hudson Sandler LLP, 25 Charterhouse Square, London EC1M 6AE on Wednesday 6 February 2019 at 9.30 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out below.

Ordinary Resolutions

1. THAT the financial statements and the report of the Directors and of the auditors of the Company for the year ended 31 August 2018 be received and adopted.
2. THAT the final dividend of 1.7 pence per ordinary share of £0.01 each in the Company ("**Ordinary Shares**") in respect of the financial year ended 31 August 2017 (as recommended by the directors) payable on 6 February 2019 to those holders on the register of members of the Company at the close of business on the record date of 11 January 2019 be declared.
3. THAT BDO LLP be re-appointed as auditors of the Company to hold office from the conclusion of the meeting to the conclusion of the next annual general meeting of the Company.
4. THAT the directors be authorised to determine the remuneration of the auditors.
5. THAT the directors of the Company be and are generally and unconditionally authorised pursuant to Article 2.3 of the articles of association of the Company (the "**Articles**") to exercise all or any of the powers of the Company pursuant to the Articles to allot, grant options over or otherwise dispose of relevant securities (as that term is defined in the Articles) up to an aggregate nominal value of:
 - (a) £252,686 for general purposes; and
 - (b) £252,686 where such relevant securities have been offered by way of a pre-emptive issue (as defined in the Articles),

provided that such authority shall, unless previously revoked, varied or renewed, expire on the earlier of 18 months from the passing of this resolution and the conclusion of the next annual general meeting of the Company, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors of the Company may allot relevant securities pursuant to such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Special Resolution

6. THAT, conditional upon the passing of Resolution 5, the directors of the Company be generally and unconditionally authorised by virtue of Article 2.10 of the Articles to exercise all powers of the Company to allot, grant options over or otherwise dispose of equity securities (as that term is defined in the Articles) for cash pursuant to the authority conferred in Resolution 5 as if the pre-emption provisions

of Articles 2.4 to 2.8 of the Articles did not apply to any such allotment, such power being limited to the allotment and issue of equity securities:

- (a) for general purposes up to an aggregate nominal amount of £75,806; and
- (b) up to an aggregate nominal amount of £252,686, in connection with a pre-emptive issue (as defined in the Articles),

provided that such authority shall, unless previously revoked, varied or renewed, expire on the earlier of 18 months from the passing of this resolution and the conclusion of the next annual general meeting of the Company, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities pursuant to such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

By order of the board of directors of the Company

Ronen Kannor, Company Secretary

7 January 2019

Registered Office

12 Castle Street, St. Helier, Jersey, JE2 3RT, Channel Islands

Notes:

1. To be passed, an Ordinary Resolution requires a simple majority of the votes (of the members being entitled to do so) cast in favour and a Special Resolution requires a majority of at least three-quarters of the votes (of the members being entitled to do so) cast in favour.
2. A member is entitled to appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the AGM. A proxy need not be a member of the Company and a member may appoint more than one proxy in relation to a meeting to attend, speak and vote on the same occasion provided that each proxy is appointed to exercise the rights attached to a different share or shares held by a member. To appoint more than one proxy, please follow the instructions set out on the Form of Proxy enclosed with this Notice (the "**Form of Proxy**"). The appointment of a proxy will not prevent a member from attending and/or voting in person at the AGM if the member so wishes.
3. In order to be valid any Form of Proxy should be completed and returned in accordance with the instructions set out in the Form of Proxy. To direct your proxy on how to vote on the resolutions follow the instructions on the Form of Proxy.
4. In the case of joint holders of a share, the vote of the senior who tenders 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 of members in respect of the share.
5. Two qualifying persons present in person shall be a quorum for all purposes unless (i) each is a qualifying person only because he is authorised under the Companies (Jersey) Law 1991, as amended, to act as a representative of a corporation in relation to the meeting, and they are representatives of the same corporation or (ii) each is a qualifying person only because he is appointed as proxy of a member in relation to the meeting, and they are proxies of the same member. For these purposes a "qualifying person" means (a) an individual who is a member of the Company, (b) a person authorised under the Companies (Jersey) Law 1991, as amended, to act as a representative of the corporation in relation to the meeting, or (c) a person appointed as proxy of a member in relation to the meeting.
6. Pursuant to the Companies (Uncertificated Securities) (Jersey) Order 1999, the Company specifies that only those shareholders registered in the register of members of the Company at the close of business on 4 February 2019 shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time.

7. CREST members who wish to appoint a proxy or proxies through the CREST proxy appointment service may do so for the Meeting (and any adjournment thereof) by following the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("**Euroclear**") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Link Asset Services (whose CREST ID is RA10 by 9.30 a.m. on 4 February 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Link Asset Services is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

8. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual (available at www.euroclear.com/CREST) concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).