

Remuneration Committee Regulations for Funcom N.V.

The Supervisory Board has established a Committee of the Supervisory Board to be known as the Remuneration Committee. The Remuneration Committee regulations were approved by the Funcom Supervisory Board 21 March 2007.

Chapter 1: Membership:

- The Committee consists of one chairman and one to two members.
- Each member of the Committee present shall have one vote and, in the case of an equality of votes, the member of the Committee chairing the meeting shall have a second or casting vote.
- The Committee shall be appointed by the Supervisory Board who also appoints the Chairman of the Committee.

Chapter 2: Frequency of Meetings:

- Meetings shall be held as and when appropriate, but at least twice a year. The Chairman of the Committee may convene additional meetings if deemed necessary.

Chapter 3: Attendance at Meetings:

- All members of the Supervisory Board have the right to attend Remuneration Committee Meetings. However, other individuals may be invited to attend all or part of any meetings as and when appropriate.
- The number of meetings of the Remuneration Committee and the main items discussed shall be mentioned in the Supervisory Board Report which is part of the Annual Report

Chapter 4: Authority:

- The Committee is authorized by the Supervisory Board to investigate any matter within its terms of reference. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any requests made by the Committee.
- The Committee is authorized by the Supervisory Board to obtain outside professional advice, and is responsible for the appointment of any Consultants in respect of remuneration of Executive Directors.

Chapter 5: General Role and responsibilities:

- The Supervisory Board has appointed a Remuneration Committee that in any case shall have the following duties:
 - Drafting a proposal to the Supervisory Board for the Remuneration policy regarding the Management Board to be pursued
 - Drafting a proposal for the remuneration of the individual members of the Management Board for adoption by the Supervisory Board; such proposal shall in any event deal with;
- The remuneration structure
- The amount of the fixed remuneration, the options to be granted and/or variable remuneration components, pension rights, redundancy pay, and other forms of compensation to be awarded as well as the performance criteria and their application
 - Preparing the Remuneration report
 - The Remuneration Committee shall have the delegated authority on behalf of the Supervisory Board only on: (1) issues specified in the regulations or on (2) other issues as the Supervisory Board may specifically decide from time to time. Any use of the Remuneration Committee of the aforementioned delegated authority shall be conveyed to the full Supervisory Board.
 - The Remuneration Committee shall present all material findings and recommendations to the Supervisory Board for consideration
 - Every member of the Supervisory Board shall have unrestricted access to all records of the Remuneration Committee

Chapter 6: Other Provisions:

- The Supervisory Board may amend these regulations and/or revoke any powers granted by it to the Remuneration Committee
- These regulations shall be posted on the Company's website

As of June 27, 2012 the Remuneration Committee of Funcom consists of:

Chairman: Alain Tascan, Vice-Chairman of the Supervisory Board
Member: Gerhard Florin - Chairman of the Supervisory Board