

PROXY FOR HOLDERS OF DEPOSITARY OWNERSHIP IN SHARES
(REGISTERED WITH VPS)

**Proxy for the Extraordinary General Meeting of Shareholders of Funcom N.V.
to be held on 24 August 2012**

The undersigned hereby authorises DNB Bank ASA to constitute and appoint an individual of its choice as attorney-in-fact, with full power of substitution, to represent the undersigned at the Extraordinary General Meeting of Shareholders of Funcom N.V. (the “**Company**”), to be held at Funcom N.V.’s registered address, Keplerstraat 34, 1171 CD Badhoevedorp, The Netherlands, on the 24th day of August 2012, at 11.00 hours and at any adjournment thereof, on all matters coming before said meeting (the “**Meeting**”) and to exercise the voting rights of the undersigned in accordance with the voting instructions below:

Please mark (where relevant) your voting instruction by placing a "X" in one of the boxes for each agenda item.

Item 1: Opening. (discussion)

In Favour	Against	Abstain
n/a	n/a	n/a

Item 2: Proposal to release Mr. Trond Arne Aas from liability for his activities as Managing Director in relation to the period commencing on 1 January 2012 and ending on 2 July 2012. Mr. Trond Arne Aas has resigned as member of the Board of Managing Directors, effective 2 July 2012. (vote)

In Favour	Against	Abstain

Item 3: Proposal to release Mr. Frank Theodore Sagnier from liability for his activities as Managing Director in relation to the period commencing on 1 January 2012 and ending on 9 July 2012. Mr. Frank Theodore Sagnier has resigned as member of the Board of Managing Directors, effective 9 July 2012. (vote)

In Favour	Against	Abstain

Item 4: Proposal to, effective as of the date of the Meeting, appoint Mr. Ole Schreiner as Managing Director, pursuant to a proposal from the Board of Supervisory Directors to that end. The term of his appointment shall expire at the end of the first ordinary general meeting of Funcom N.V. to be held after three full calendar years have elapsed since the date of the Meeting. (vote)

In Favour	Against	Abstain

Item 5: Proposal to approve the issuance of 200,000 (two hundred thousand) rights to acquire (an equal number of) shares in Funcom N.V. to Mr. Ole Schreiner, as part of the compensation for his activities as Managing Director over the 2012 financial year, pursuant to a proposal from

the Board of Supervisory Directors to that end. The allocation and exercise of the rights to acquire shares (options) shall be subject to the relevant general terms and the exercise price of the options will be the average volume-weighted share price on the Oslo Stock Exchange for the five trading days preceding and the five trading days following the date of the grant of the aforementioned rights. (vote)

In Favour	Against	Abstain

Item 6: Proposal to, pursuant to a proposal from the Board of Supervisory Directors to that end, set the number of members of the Board of Managing Directors at two, effective as of the date of the Meeting. (vote)

In Favour	Against	Abstain

Item 7: Proposal to approve the appointment of each of the Managing Directors as special representative for purposes of Section 146 Book 2 of the Dutch Civil Code. (vote)

In Favour	Against	Abstain

Item 8: Closing. (discussion)

In Favour	Against	Abstain
n/a	n/a	n/a

Signature(s) _____

Date: _____

Note: Please sign exactly as name appears below. Joint owners should each sign.
When signing as attorney, executor, administrator or guardian, please give full title as such.

Name of shareholder in block

letters: _____

Please return your proxy on or prior to Wednesday 22 August 2012 at 11.00 Central European Time to:

DNB Bank ASA
Registrars Dept.

Stranden 21

0021 Oslo

Norway

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