

**GENERAL SHAREHOLDERS' MEETING**  
**27 APRIL 2018**

**Q&A**

Rome, 23 April 2018

**1. Where and when has the Shareholders' Meetings notice of call been published?**

The notice of call of the Shareholders' Meeting of 28 April 2018 has been published on 28 March 2018 on the website of Gamenet Group S.p.A. and on the storage mechanism [www.1info.it](http://www.1info.it). An excerpt has also been published on the newspaper "Repubblica".

The Shareholders' Meeting has been called for the approval of the financial statements, therefore the notice of call has been published 30 days before the date of the Shareholders' Meeting.

**2. Why was only an excerpt of the Shareholders' Meeting notice of call published in the newspaper?**

Publishing only an excerpt of the notice of call on the newspaper contributes to cutting down on costs which the Company incurs in organizing and conducting the Shareholders' Meeting.

The full text of the notice of call - as provided for by Article 125-*bis* of the Consolidated Finance Act (hereinafter the "TUF") - was posted on the Company's website.

**3. Why was the Shareholders' Meeting called in a single call? What quorum shall apply to a Shareholders' Meeting called in a single call?**

Article 8 of the Bylaws, pursuant to the provisions of Article 2369(1) of the Italian Civil Code, states that the ordinary and extraordinary Shareholders' Meeting are normally held in a single call.

Regarding the quorums for the Shareholders' Meeting, the above-mentioned Article 2369(1) of the Italian Civil Code states that, in the event of a single call, the majorities indicated by Article 2369(3) and (4) as well as by Article 2368(1), second sentence of the Italian Civil Code (*i.e.* no *quorum* to convene and *quorum* to pass resolutions represented by an absolute majority of those voting) apply for the ordinary Shareholders' Meeting.

**4. Why has the Company proposed to hire a Notary to draw up the minutes, considering that the Shareholders' Meeting has been convened in ordinary session? For ordinary Shareholders' Meetings, couldn't the Company appoint an employee to act as the secretary or the secretary of the Board of Directors?**

Even though the Notary's attendance represents a cost for the Company, which in any event is less than that required for drafting the minutes of an extraordinary Shareholders' Meeting, the Company decided it was preferable to draw on a Notary's experience and professional skills.

In addition, the Notary's engagement in relation to the Shareholders' Meeting will also include assistance in completing all formalities required by law, more specifically regarding those concerning the Companies' Register.

**5. *Where and when are the explanatory reports of the Board of Directors regarding the items on the agenda and other documents related to the Shareholders' Meeting available to the public?***

The documents related to the Shareholders' Meeting, including the explanatory reports drawn up by the Board of Directors are available to the public under the terms of applicable law (which varies depending on the items in agenda) on the Company's website ([www.gamenetgroup.it](http://www.gamenetgroup.it)), on the website of Borsa Italiana ([www.borsaitaliana](http://www.borsaitaliana) with reference to Gamenet Group S.p.A.) and on the storage [www.1info.it](http://www.1info.it). The documents above are available also at the Company's registered office at Corso d'Italia 6, Rome (on business days, from Monday to Friday, from 9:00 AM TO 1:00 PM and from 3:00 PM TO 5:00 pm at the directors' secretary office).

**6. *Is it possible that the Shareholders' Meeting is called upon shareholders' request?***

Yes. The Directors must call the Shareholders' Meeting when it is requested by shareholders representing at least 5% of the share capital. However, a Shareholders' Meeting cannot be called upon request of the shareholders' for the matters which, according to law, the Shareholders' Meeting must resolve on the basis of a project or report of the Board of Directors (e.g. financial statements).

The shareholders who request a meeting to be called must prepare a report on the proposals relating to the items to be discussed.

The Board of Directors shall publish the report, together with its own opinion, if any, at the Company's registered office, on the storage mechanism [www.1info.it](http://www.1info.it) and on the Company's website, when the notice calling the Meeting is published.

**7. *Is it possible to ask for items to be added to the agenda or to present resolutions on items already in the agenda?***

Yes. Pursuant to Article 126-*bis*, TUF, shareholders who severally or jointly represent at least one fortieth of the Company's share capital may ask for items to be added to the agenda by submitting a request within 10 days of publication of the notice calling the Meeting, unless a different term is provided for by law, specifying the additional proposed items in their request or presenting proposed resolutions on items already on the agenda.

Matters upon which, according to law, the Shareholders' Meeting must resolve upon a proposal of the Board of Directors or on the basis of a project or report of the directors other than the report on the items in the agenda, may not be added to the agenda.

Requests, together with the statement provided by the authorized intermediary attesting ownership of the shares, are submitted in writing, by mail or electronically in the manners provided for in the notice calling the Meeting.

The Board of Directors shall publish the report, together with its own opinion, if any, at the same time of the publication of the notice of the additions to the agenda or of the presentation of proposed resolutions, in the same ways envisaged for the documents relating to the Shareholders' Meeting (please refer to Q&A n.5).

The Board of Directors shall give notice of any items added to the agenda or the submission of additional draft resolutions with the same methods used for the publication of the notice calling the Shareholders' Meeting (publication on Company's website, on the storage mechanism [www.1info.it](http://www.1info.it) and on at least one newspaper).

***8. Who is entitled to attend and vote at the Shareholders' Meeting and what should be done to attend the Shareholders' Meeting?***

In order to attend and vote at the Shareholders' Meeting one must request the authorized intermediary (Banks or Sim) to send a statement to the Company attesting ownership of the shares of Gamenet Group S.p.A.

This statement shall be issued by the intermediary on the basis of the accounts recorded at the end of the seventh trading day prior to the date of the Shareholders' Meeting (record date).

Those who become shareholders after the record date will not be entitled to attend and vote at the Shareholders' Meeting.

The said intermediary's notice must be received by the Company by the end of the third open market day prior to the date of the Shareholders' Meeting. The voting and the attendance rights can be exercised also in the event that the notice has been received by the Company beyond the time limit, provided that it is received by the beginning of the meeting.

Please ask the authorized intermediary copy of the statement sent to the Company, in order to exhibit it for the registration when the Shareholders' Meeting takes place.

Managers, officers and advisors of the Company, as well as directors, managers and officers of the other companies of the Group may attend the Shareholders' Meeting if the Board of Directors or the Chairman believe it is necessary.

Also accredited journalists may attend the Shareholders' Meeting but without taking the floor; the accreditation must reach the place in which the Shareholders' Meeting is called no later than 24.00 of the second day before the Meeting.

***9. Why does the Shareholders' Meeting notice of call published on the website provide for a deadline for submitting questions before the Shareholders' Meeting?***

Article 127-ter(1)-bis of the TUF provides that the notice of call must indicate the period within which the Company must receive the questions asked before the Shareholders' Meeting. This deadline may not be earlier than three days before the date of the Shareholders' Meeting in a single call. With respect to the provisions just referred to, the Company has

therefore indicated under the notice of call the deadline for submitting questions before the Shareholders' Meeting.

***10. Will any questions submitted after the deadline indicated in the notice of call be answered at the Shareholders' Meeting?***

In accordance with Article 127-ter(1) of the TUF, those entitled to vote may submit questions on the agenda even before the Shareholders' Meeting. Questions submitted before the Shareholders' Meeting are answered at the latest during that meeting. The notice of call indicates the period within which the Company must receive the questions asked before the Shareholders' Meeting. This means that only those questions received by the Company within the deadline indicated in the notice of call may be considered as having been submitted before the Shareholders' Meeting. In accordance with Article 127-ter , TUF, the Company must answer those questions, at the latest, during the Shareholders' Meeting. As for questions received after the above deadline, the Company has no obligation to provide any response whatsoever, unless they are submitted again during the Shareholder's Meeting.

***11. Regarding those questions submitted before the Shareholders' Meeting by the deadline indicated in the call notice, how are they answered?***

Written responses to the questions submitted before the Shareholders' Meeting are provided by delivering a document included in the dossier containing documents relating to the Shareholders' Meeting, made available to all attendees at the beginning thereof.

This mechanism is provided for by Article 127-ter(3) of the TUF, according to which responses in paper format are made available to each of those entitled to vote at the Shareholders' Meeting at the beginning of the meeting.

No further answers to those questions will provided during the Shareholders' Meeting.

***12. Will the written answers provided at the beginning of the meeting be attached to the minutes of the Shareholders' Meeting?***

Yes, pursuant to the Company's practices, the printed answers made available at the beginning of the meeting will be attached to the minutes of the Shareholders' Meeting.

***13. How is it possible to attend and vote at the Shareholders' Meeting?***

Shareholders may personally attend or may be represented by means of a written proxy.

***14. To whom and how may the shareholder grant a proxy?***

Each shareholder may grant a proxy to a single representative for each Shareholders' Meeting and indicate one or more substitutes; the proxy is also valid for subsequent calls.

A proxy may be granted to a company or other legal entity; blank proxies cannot be issued.

The proxy and the related voting instructions may be revoked.

As reported in the notice of call, the proxy can be sent via registered letter to the Company's registered office at Corso d'Italia 6, Roma, to the attention of the Legal & Corporate Affairs department, via certified e-mail to [assemblea@cert.gamenet.it](mailto:assemblea@cert.gamenet.it) or via fax to +39 068986559.

The attorney in fact can deliver or forward a copy of the proxy, also by electronic means, attesting that it is a true copy of the original document and certifying the identity of the principal, under his own responsibility.

Pursuant to Article 135-*novies*, TUF, the proxy can be given also by electronic means executed with electronic signature.

A proxy form is available on the Company's website and at the Company's registered office.

***15. Why has the Company not appointed a "shareholders' representative" pursuant to Article 135-undecies of the TUF?***

In accordance with Article 135-*undecies*, TUF, Article 9 of the By-laws provides that the Company does not proceed to designate the "shareholders' representative" unless otherwise decided by the Board of Directors for specific Shareholders' Meetings.

***16. What happens if one arrives after the beginning of the Shareholders' Meeting?***

The shareholder (or any other subject entitled by the law) who arrives after the beginning of the Shareholders' Meeting may attend the latter, after verification of its legitimacy, but cannot vote on the items on the agenda which have already been submitted to the vote respect of which the vote is already in progress.

The shareholder will be able to vote on the next items on the agenda.

***17. How much time is available to each shareholder (or any other subject entitled by the law) requesting to take the floor during the Shareholders' Meeting?***

The time available to each person requesting to take the floor is determined by the President of the Shareholders' Meeting, taking into account the subject matter and the importance of the individual items on the agenda, as well as the number of persons requiring to take the floor and any questions made by the shareholders before the meeting and to which the Company has not already answered.

In any case, each intervention cannot last more than ten minutes if the floor is taken for the first time, or three minutes if the floor is taken for a second time.

***18. Is it possible to introduce photographic equipment, recording instruments and similar technology in the room where the Shareholders' Meeting is held?***

No. In order to introduce into the Shareholders' Meeting room photographic equipment, recording instruments and similar technology, a specific authorization of the President is required.

***19. Will the minutes of Shareholders' Meetings be made available on internet?***

Yes. The minutes will be made available on the Company's website ([www.gamenetgroup.it](http://www.gamenetgroup.it), section "Governance/Shareholders' Meeting") within 30 days from the Shareholders' Meeting date, after the publication on a daily newspaper of the relevant notice of availability.

Furthermore, within 5 days from the Shareholders' Meeting date, a summary report of the votes containing (i) the number of shares represented at the Shareholders' Meeting, (ii) the shares for which a vote was expressed, (iii) the percentage of capital represented by those shares, (iv) the number of votes in favour and against the resolution and the number of abstentions for each item in the agenda, shall be made available on the Company's website.