

REPORT OF THE BOARD OF STATUTORY AUDITORS TO THE SHAREHOLDERS' MEETING OF GAMENET GROUP S.P.A. PURSUANT TO ARTICLE 153 OF THE LEGISLATIVE DECREE 58/1998 AND TO ARTICLE 2429 OF THE ITALIAN CIVIL CODE

Dear Shareholders,

During the financial year closed on 31/12/2017 we carried out the supervisory activity required by law, in accordance with the “Rules of Conduct for the Board of Statutory Auditors” as provided by The Italian Board of Professional Accountants and Auditors.

In particular, as of 6 December 2017, the shares of Gamenet Group (also the “Company”) were listed on the STAR segment of Borsa Italiana S.p.A., following an IPO.

Therefore, starting from this date, the Board of Statutory Auditors carried out the supervisory activities according to art. 149 of the TUF, also taking into account Consob recommendations concerning corporate controls and activities of the Board of Statutory Auditors (in particular, “Comunicazione February 20th, 1997 No. DAC / RM 97001574” and “Comunicazione No. DEM 1025564 of April, 6th 2001”, integrated with “Comunicazione No. DEM / 3021582 of April, 4th 2003” and “Comunicazione DEM / 6031329 of April, 7th 2006”), the Rules of Conduct of the Board of Statutory Auditors of listed companies recommended by the CNDCEC, as well as the Self-Regulation Code of listed companies approved by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A.

The Board of Statutory Auditors has prepared this report pursuant to art. 153 of the Legislative Decree. 58/1998 and according to art. 2429 of the Italian Civil Code, as the Company, pursuant to law, has appointed as legal auditor of the accounts the Audit Firm PricewaterhouseCoopers S.p.A. (“PWC”), ex art. 13 of Legislative Decree 39/2010.

The Board of Directors has made available the following documents approved on March 14th, 2018, related to the financial year ended as of December 31st, 2017:

- draft Financial Statement, with the Explanatory Notes to the financial statement;
- Management Report.

The Board of Statutory Auditors reports to the Shareholders' Meeting on the results of the financial year and on the activities performed and therefore makes proposals regarding the financial statement and its approval.

Monitoring Activities

The Board of Statutory Auditors supervised the compliance with the law, the by-laws and regulations, as well as the compliance with the principles of correct administration. It also used all the internal and external information flows put in place by the Company which are considered suitable to guarantee the compliance of the organization, internal procedures, corporate deeds and resolutions of the corporate bodies to legal and statutory provisions and applicable regulations.

Overall, the Board of Statutory Auditors in the 2017 financial year met n. 6 times and participated in n. 13 meetings of the Board of Directors; the meetings were carried out according to the law, to by-laws and to the regulations governing their functioning. In the short period between the IPO (December, 6th 2017) and the end of 2017 there were no meetings of the Committees (Nomination and Compensation Committee - NCC, Control Risk and Sustainability Committee - CRSC).

As far as it has been possible to acknowledge during the activities performed throughout the financial year, it is possible to state that:

- the resolutions taken by the Shareholders and the Board of Directors are compliant with the law and with the Company's by-laws and have not been manifestly imprudent or such as to jeopardize the integrity of the corporate assets;
- sufficient information has been acquired with regard to general business trends and their foreseeable evolution, as well as to the most significant operations, by size or characteristics, carried out by the Company.

The Statutory Auditors periodically obtained from the Board of Directors information on the general management and on its foreseeable evolution as well as on the most significant transactions, in terms of size or characteristics, carried out by the Company and its Subsidiaries; from the above it can be stated that the Directors have, both formally and substantially, respected their duties under the mentioned provision of law.

Among the most significant events occurred during the year ended December 31st, 2017, it is possible to underline, in particular:

- The Group' reorganization project that includes:
 - a) the incorporation of Intralot Holding & Service S.p.A., Intralot Gaming Machines and Gamenet Scommesse S.p.A. in Gamenet S.p.A.;
 - b) the subsequent contribution by Gamenet S.p.A. of the "betting" business unit in Intralot Italia S.p.A.
- the institution, also according to the listing process, of the Committees (NCC and CRSC) and the appointment of their members, the institution of the role of the Financial Reporting Manager and the Investor Relations; the approval of a draft of the Related Parties procedure assigning its functions to the Control, Risk and Sustainability Committee; the adoption of the 231 Organizational Model and the appointment of the Supervisory Board;
- the approval, on October, 20th 2017, of an employee incentive plan for the period 2017-2020 called "2017-2020 Stock Option Plan". This Plan refers to the complimentary attribution of options for the subscription of shares of the Company and it is addressed to the Chief Executive Officer, to Managers with Strategic Responsibilities and to a small group of managers, identified and / or of future identification by the Board of Directors.

The Board of Statutory Auditors did not note the existence of atypical and / or unusual transactions carried out with Group companies or related parties or in any case with third parties. Concerning the transactions with related parties, these are adequately described in the Explanatory Notes with their characteristics and economic relevance.

Starting from the conclusion of the IPO the new Internal Control and Risk Management System of the Group (SCI GR) has become effective together with the Internal Audit & GRC function and the Control, Risk and Sustainability Committee. During the 2017 financial year there were no meetings between the aforementioned functions and the Board of Statutory Auditors because of the short time between the IPO conclusion and the end of the year.

However, the Statutory Auditors held, during the 2017 financial year, regular meetings with the Head of the Internal Audit function of the Subsidiaries and met with the administrative manager of the Company and with PWC in charge of legal audit of the accounts. During these meetings no significant fact has emerged worth mentioning in this report.

As far as it has been possible to acknowledge during the activities performed throughout the financial year, there are no specific observations regarding the organizational structure of the Company, nor on the adequateness of the administrative and accounting system, as well as on its reliability to correctly represent the business facts.

The Board of Statutory Auditors has also noted that the Company, on October, 20th 2017, has adopted an Organizational Model according to the Legislative Decree n. 231/2001 and has appointed the Supervisory Board, with which no meetings were held in 2017 in relation to the small volume of activity of the Company until the conclusion of the IPO.

No complaints were received pursuant to art. 2408 of the Civil Code.

On August, 23rd 2017, the Board of Directors has adopted the Self-Regulation Code for listed

companies of Borsa Italiana S.p.A.; the Statutory Auditors have verified the adherence to the code that was the topic of the Directors' Report on Corporate Governance (refer to this document for further details).

On October, 20th 2017, the Shareholders' Meeting has appointed 3 independent directors, effective on the date of the completion of the IPO, verifying their independence requirements on the basis of the documentation provided by the directors and the one available to the Company. The Board of Statutory Auditors, present at the aforementioned meeting, has expressed a positive assessment of the correct application of the criteria and procedures adopted by the Board of Directors to assess the independence of the Independent Directors.

As already mentioned, having concluded the listing process on December, 6th 2017, the existence and permanence of the independence requirements of the Statutory Auditors, on the basis of the criteria provided for by the law and the Self-Regulation Code, has not been verified during 2017 but at the first meeting after the IPO, in January 2018.

With reference to PricewaterhouseCoopers S.p.A., in charge of the legal audit of the accounts, during 2017, the following appointments were conferred:

- appointment for the legal audit of the accounts pursuant to Legislative Decree n. 39/2010 and Legislative Decree n. 58/1998 for the financial years 2017 - 2025;
- appointment for the limited revision of the consolidated non-financial statement for the financial years 2017 - 2025;
- some professional services carried out during the IPO.

The Board of Statutory Auditors has been assured that the Audit Firm is independent pursuant to the provisions of articles 10 and 17 of Legislative Decree no. 39/2010 and the relevant connected regulations.

The 2017 Separate Financial Statement

The Board of Statutory Auditors has monitored the regularity of the transactions related to the preparation of the separate financial statement and the consolidated financial statement, also throughout the information provided by the Financial Reporting Manager.

With regard to the draft financial statement for the year ended on December 31st 2017, the following is to be noted:

- it was prepared according to the International Accounting Standards (IAS / IFRS), as mentioned in the Explanatory Notes to the financial statement.
- the Explanatory Notes to the financial statement provide the correct information to represent the Company's economic and financial situation;
- the information provided in the management report is complete and exhaustive, including the one related to the main events occurring after the end of the financial year and the foreseeable evolution.
- the correct representation of the business facts into the accounting records and their inclusion in the financial statement, has been checked by the Audit Firm, in charge of the legal audit of accounts, that has released today its reports without any remarks or recalls.

In particular, in the management report and in the Explanatory Notes, the Directors have complied with the provisions of current regulations regarding the information on the risk management and internal control system in relation to the financial reporting process.

During the supervisory activities performed and based on the information obtained, no omissions, irregularities or significant facts were identified that require reporting to the Supervisory Authorities or mention in this report.

In conclusion, the Statutory Auditors do not find, as far as we are concerned, reasons impeding the

approval of the financial statement for the year ended 31/12/2017, or observations on the allocation of the profit for the year, proposed by the Board of Directors.

Conclusions

Based on the above and as far as the Board of Statutory Auditors is concerned and as verified from the periodical controls carried out, it is unanimously deemed that there are no obstacles to the approval of the draft financial statement for the period ended on December, 31st 2017, as prepared by the Board of Directors, sharing the opinion of the same Board with regards to the allocation of the profit for the year.

Roma, 30 marzo 2018

Il Collegio Sindacale

Prof. Giovanni Fiori

Dott. Maurizio de Magistris

Prof. Francesca di Donato



