

GAMENET GROUP S.p.A.

Registered Office: Via Degli Aldobrandeschi, 300 – 00163 Rome

Corporate Capital: Euro 30,000,000.00 entirely paid in

Registration Number with the Company Register of Rome and Tax Identification Number:

13917321005; N. REA: RM-1482648

ORDINARY SHAREHOLDERS' MEETING

26 April 2019

Explanatory report of the board of directors

drafted pursuant to article 125-*ter* of Legislative Decree No. 58 of 24 February 1998 on the

FIRST ITEM ON THE AGENDA

APPROVAL OF FINANCIAL STATEMENTS AS AT 31 DECEMBER 2018; REPORTS OF THE BOARD OF DIRECTORS, OF THE BOARD OF STATUTORY AUDITORS AND OF THE EXTERNAL AUDITORS.

RELEVANT AND ENSUING RESOLUTIONS.

Dear Messers,

the Board of Directors of Gamenet Group S.p.A. (hereinafter the “**Company**”), convened the Shareholders’ Meeting in order to submit to Your approval the Financial Statements for financial year 2018.

The draft Financial Statements as at 31 December 2018 and the Consolidated Financial Statements, along with the directors’ report on the Company management and the representation drafted pursuant to article 154-*bis*, paragraph 5, of Legislative Decree No. 58 of 24 February 1998 will be made available to the public in the relevant dossier accessible at the registered office of the Company, on the web site of the same at www.gamenetgroup.it, in the “*Governance*” section and on the storage mechanism www.1info.it.

The reports of the Board of Statutory Auditors and the report of the external auditors will be made available to the public within the same dossier.

Therefore, reference is made to those documents.

In view of the foregoing, we submit the following resolution for Your approval:

“The Ordinary Shareholders’ Meeting of Gamenet Group S.p.A.,

- *having examined the explanatory report of the Board of Directors drafted pursuant to article 125-ter of Legislative Decree No. 58 of 24 February 1998;*
- *having heard the Board of Directors' statements;*
- *having examined the data of the Financial Statements as at 31 December 2018;*
- *acknowledging the representation drafted pursuant to article 154-bis, paragraph 5, of Legislative Decree No. 58 of 24 February 1998, the report of the Board of Statutory Auditors and the report of the external auditors;*

resolves

to approve the Financial Statements as at 31 December 2018 in every respect and result”.

Rome, 15 March 2019

For the Board of Directors

the Chairman

(Vittorio Pignatti Morano Campori)