

GAMENET GROUP S.p.A.

Registered Office: Corso d'Italia 6, 00198, 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

NOTICE OF CALL OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING

The Shareholders of Gamenet Group S.p.A. are convened to attend the Ordinary General Shareholders' Meeting to be held on 27 April 2018, in single call, at 11:00 AM, in Rome, Via Vittorio Veneto, no. 125, at The Westin Excelsior Rome – Trianon Hall, to discuss and resolve on the following

AGENDA:

1. approval of the Financial Statements as at 31 December 2017; reports of the Board of Directors, of the Board of Statutory Auditors and of the external auditors: relevant and ensuing resolutions;
2. proposal for the distribution of an extraordinary dividend;
3. analysis of the first section of the remuneration report pursuant to article 123-ter, paragraph 6, of legislative decree no. 58 of 24 February 1998 ("TUF");
4. proposal for amendments to the stock option plan 2017 – 2020: relevant and ensuing resolutions;
5. proposal for the authorization to purchase and dispose of own shares: relevant and ensuing resolutions.

Information on the corporate capital at the date of the notice of call

The subscribed and paid-in corporate capital of Gamenet Group S.p.A. (the "Company") is 30,000,000.00 EUR, represented by 30,000,000 ordinary shares, without nominal value. Every ordinary share entitles to one vote in the Shareholders' Meeting.

The Company does not hold treasury shares.

Attendance at the Shareholder's Meeting

Pursuant to article 83-sexies, TUF, the right to attend the Shareholders' Meeting and vote is subject to the receipt by the Company of a notice issued by an authorized intermediary, on the basis of its accounting reports, in favor of the person entitled to vote on the basis of the data as of the end of the accounting day corresponding to the seventh market day prior to the date of the Shareholders' Meeting (*i.e.* 18 April 2018). Whoever becomes shareholder of the Company after the 18th April 2018 shall not be entitled to attend and vote in 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, *i.e.* by 24 April 2018. 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.

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Voting by proxy

Those entitled to attend and vote in the Shareholders' Meeting can opt to be represented at the meeting by a proxy granted in writing pursuant to the applicable legislation.

If it is so provided by the proxy, the attorney in fact can entrust another person to attend the meeting on his behalf, without prejudice for article 135-decies, par.3, TUF and for the right of the principal to appoint one or more alternate attorneys in fact.

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 or via fax to +39 06 8986559.

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. The attorney in fact shall keep, for at least one year from the meeting's date, the original proxy and the voting instructions that he may receive. Please note that in order to be entitled to attend and vote in the meeting a notice from the authorized intermediary is required; the said notice shall be issued upon request of the interested person.

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

The provisions of article 2372 of the Italian Civil Code remain valid.

The proxy form, along with the instructions to complete and submit it, are available at the Company's register office and website www.gamenetgroup.it, in the "Governance" section ("Meeting" subsection).

Please note that, pursuant to article 9 of the By-laws and article 135-undecies, TUF, the Company will not appoint a designated representative to whom the shareholders may give the proxy along with the voting instructions concerning all or some of the resolutions on the agenda.

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Vote by correspondence or electronic means

Please note that neither the attendance at the Shareholder's Meeting via electronic means, nor the option to exercise voting rights by correspondence or electronic means are envisaged by the Company's By-laws.

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Additions to the agenda and new resolution proposals

Pursuant to article 126-bis, TUF, shareholders who individually or jointly represent at least one-fortieth of the corporate capital can request, within ten days from the publication of this notice (*i.e.* 7 April 2018), an addition to the list of items to be discussed, indicating in their requests the additional proposed items, or submit draft resolutions on items already on the agenda in this notice of call.

Only shareholders for whom the Company has received a specific notice from an intermediary, authorized in accordance with applicable legislation, are entitled to request the addition of items to the agenda or to submit new draft resolutions.

The proposing shareholders must submit a report stating the reasons for the draft resolutions on the new items that they propose be discussed or the reasons for the additional draft resolutions submitted on the items already on the agenda.

The said report must be submitted within the above-mentioned deadline to present the addition request. The Board of Directors will make the report available to the public, together with its possible opinion, when disclosing the addition to the agenda or the presentation of further proposals for resolution on items already on the agenda, in the same ways envisaged for the documents relating to the Shareholders' Meeting.

Additions to the agenda are not permitted for items on which, pursuant to the law, the Shareholders' Meeting must adopt resolutions based on a proposal of the directors or on a plan or report prepared by them.

Requests to add items to the agenda and additional draft resolutions must be submitted in writing and delivered by registered mail to the Company's registered office at Corso d'Italia 6, Roma, to the attention of the Legal & Corporate Affairs department, or via fax to +39 06 8986559, or by electronic means by sending a message to the following certified e-mail address: assemblea@cert.gamenet.it.

The Company reserves its right not to accept requests to add items to the agenda or additional draft resolutions sent by fax or certified email that are illegible or transmitted with damaged or otherwise illegible files. Please specify the sender's telephone number, fax number or email address in the message accompanying the addition request.

The Company will 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 this notice, at least fifteen days before the scheduled date of the Shareholders' Meeting.

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Right to deliver questions on the items on the agenda

Pursuant to article 127-ter, TUF, persons entitled to vote in the meeting can ask questions also before the meeting on items on the agenda, but in any case no later than 24 April 2018, by submitting them to the Company's registered office via register letter at Corso d'Italia 6, Roma, to the attention of the Legal & Corporate Affairs department, or via fax to +39 06 8986559, or by electronic means by sending a message to the following certified e-mail address: assemblea@cert.gamenet.it.

The right to deliver questions is proven by a specific notice to the Company, at the above addresses, of a specific communication release by an intermediary authorized in accordance with applicable legislation. The Company will answer the questions received before the Shareholders' Meeting during the meeting at the latest.

The Company reserves its right to issue a single response to questions regarding the same item.

Please note that replies made available in a paper-form at the beginning of the meeting to each of the persons entitled to vote are considered to have been provided in the meeting.

Pursuant to article 127-ter, TUF no response will be given, either before or during the meeting, to questions asked before the meeting, if the information requested is already available in "question and answer" form in the specific section of the Company's website.

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Documents

The documents relating to the Shareholders' Meeting, including the explanatory reports drawn up by the Board of Directors and the proposals for resolution on the items on the agenda, will be made available to the public under the terms and conditions set out in the applicable legislation. Shareholders and those entitled to vote have a right to receive a copy thereto. The said documentation

will be made available at the Company's registered office at Corso d'Italia 6, Roma (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, 4th floor, and on the Company's website at the address www.gamenetgroup.it, in the "Governance" section ("Meeting" subsection) and on the storage mechanism www.1info.it.

Rome, 28 March 2018

The Chairman of the Board of Directors
(Vittorio Pignatti Morano Campori)