

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

ORDINARY SHAREHOLDERS' MEETING

27 April 2018

Explanatory report of the board of directors

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

SECOND ITEM ON THE AGENDA

PROPOSAL FOR THE DISTRIBUTION OF AN EXTRAORDINARY DIVIDEND

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 distribution of an extraordinary dividend.

In further detail, the proposal consists of the distribution – as an "extraordinary dividend" – of a portion of the Company's available reserves for an amount of EUR 0.60 (zero/60) per each circulating share being entitled to receive a dividend as of the *ex dividend* date, with the sole exclusion of the shares owned by the Company itself as at the relevant date.

The proposal implements the dividend policy for financial years 2017-2019 adopted by the Company's board of directors on 20 October 2017 ("**Dividend Policy**"), pursuant to which the distribution target related to financial year 2017 is equal to an overall amount of EUR 18 (eighteen) million.

The current proposal for the distribution of an extraordinary dividend abides to the objective of the Company already set out in the registration document, approved by the Company's board of directors

on 23 August 2017 in order for the Company's shares to be listed in the Italian Stock Exchange "MTA", pursuant to which the Company shall pursue a sustainable strategy in the long-term that enables a satisfactory return to its shareholders and, at same time, ensures sufficient financial resources in order to finance the business growth and a strong capitalization in order to face any changes in the relevant laws or any unfavorable economic situation that may occur.

With reference to the shares circulating as of today (n. 30,000,000, equal to 100% of the corporate capital), the overall amount of the proposed dividend is equal to EUR 18,000,000.00 (eighteen millions/00). This amount may decrease if, as at the *ex dividend* date, the Company will have implemented the buy-back plan that the board of directors submitted for approval to shareholder's meeting.

It is proposed that the overall amount to be paid as an extraordinary dividend will be allotted to the Company's available reserves *i.e.* the share premium reserve having a value of EUR 277,520,000.00 (two hundred seventy seven millions five hundred twenty thousand/00), provided the financial statements as at 31 December 2017 are approved.

The shareholders are reminded that, pursuant to the resolution of the shareholders meeting of 23 August 2017 which resolved the transfer of EUR 6 (six) millions from the share premium reserve to the statutory reserve, the latter reached the limit of one-fifth of the corporate capital set out in art. 2430 of the Italian Civil Code. Hence the Company's available reserves (*i.e.* the share premium reserve) can be entirely distributed.

The proposed dividend can be paid starting from 9 May 2018, with *ex dividend* (coupon no. 1) date 7 May 2018 and record date, pursuant to art. 83-*terdecies* of Legislative Decree No. 58 of 24 February 1998, 8 May 2018.

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

"The ordinary shareholders' meeting of Gamenet Group S.p.A.,

- Having regard to the explanatory report of the board of directors drafted pursuant to article 125-ter of Legislative Decree No. 58 of 24 February 1998 and implementing the proposal presented thereby, to be considered hereby entirely recalled;

- taking into account that the financial statements as at 31 December 2017, approved by the shareholders' meeting held today, evidence the existence of available and distributable reserves that enable the distribution of an extraordinary dividend for the proposed amount;

resolves

*(i) to distribute an extraordinary dividend, to be allotted to the share premium reserve, equal to EUR 0.60 (zero/60) for each circulating share entitled to perceive a dividend, as of the *ex dividend* date, with the sole exclusion of the shares owned by the Company itself as at the relevant date;*

(ii) to establish that the said dividend will be paid starting from 9 May 2018, with ex dividend (coupon no. 1) date 7 May 2018 and record date, pursuant to art. 83-terdecies of Legislative Decree No. 58 of 24 February 1998, 8 May 2018;

(iii) to grant the board of directors, and on its behalf to the pro tempore chairman and the managing director, jointly and severally and with the right to delegate to third parties, with any relevant powers deemed necessary to implement the foregoing.

Rome, 28 March 2018

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