

GAMENET GROUP S.p.A.

Registered Office: Via Degli Aldobrandesci, 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

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 26 April 2019, in single call, at 11:00 AM, in Rome, Via Salvatore Rebecchini, 145 (building 2) at The Sheraton Parco De' Medici Rome Hotel, to discuss and resolve on the following

AGENDA:

1. Approval of the 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;
2. Proposal for the distribution of a 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;
4. Proposal for the authorization to purchase and dispose of own shares: relevant and ensuing resolutions;
5. Appointment of the Board of Directors
 - 5.1. Appointment of the Member of the Board of Directors
 - 5.2. Appointment of the Chairman of the Board of Directors
 - 5.3. Determination of the remuneration of the members of the Board of Directors
6. Appointment of the Board of Statutory Auditors
 - 6.1. Appointment of the Members of the the Board of Statutory Auditors
 - 6.2. Appointment of the Chairman of the Board of Statutory Auditors
 - 6.3. Determination of the remuneration of the members of the Board of Statutory Auditors.

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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 equal to euros 30,000,000.00, represented by 30,000,000 ordinary shares, without nominal value. Every ordinary share entitles to one vote in the Shareholders' Meeting.

On 14 March 2019 the Company holds n. 565.600 treasury shares.

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Attendance at the Shareholder's Meeting

Pursuant to article 83-*sexies* of the legislative decree 24 February 1998, n. 58 (“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.* 15 April 2019). Whoever becomes shareholder of the Company after the 15 April 2019 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 23 April 2019. The voting and the attendance rights can be exercised also in the event that the notice has been received by the Company beyond the said 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 Via Degli Aldobrandeschi, 300, 00163 Roma, to the attention of the “*Legal & Corporate Affairs department*”, via fax to +39 0689865012, via certified e-mail to assemblea@cert.gamenet.it.

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 will also apply.

The proxy form, along with the instructions to complete and submit it, are available at the Company's registered office and on its website www.gamenetgroup.it, in the “*Governance*” section.

Please note that, pursuant to article 9 of the Bylaws 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.* 25 March 2019), 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 to 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 Via Degli Aldobrandeschi, 33, Rome, to the attention of the "*Legal & Corporate Affairs department*", or via fax to +39 0689865012 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 23 April 2019, by submitting them via register letter to the Company's registered office at Via Degli Aldobrandeschi, 300, Rome, to the attention of the

“Legal & Corporate Affairs department”, or via fax to +39 0689865012, 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 released by an intermediary authorized in accordance with applicable legislation. The Company will answer the questions received before the Shareholders’ Meeting or 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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Appointment of the Board of Directors

Pursuant to Article 12 of the Company’s By-laws, the Board of Directors shall be composed of 9 Directors.

The Company’s Board of Directors shall be appointed in accordance with the laws and regulations currently in force and the procedures provided for under Articles 13 and 14 of the Bylaws, to which reference is expressly made for any matters not dealt with below.

The Shareholder’s Meeting appoints the Directors on the basis of slates submitted by the Shareholders, where the candidates must be numbered in sequential order. The number of the candidates shall not be higher than the number of the Directors to be elected.

Pursuant to the Bylaws and Consob communication no. 13 dated 24 January 2019, the Shareholders who, alone or together with other Shareholders, represent at least 4.5% of the share capital of the Company are entitled to submit the slates.

Each shareholder may submit – also by means of proxy holders or fiduciary companies – one slate only and each candidate may only appear in one slate, under penalty of ineligibility.

With specific regard to the preparation of the slates and the composition of the Board of Directors, reference is made to the following provisions.

Each slate having a number of candidate equal to or lower than 2 (two) shall include at least 1 (one) candidate having the independence requirements set forth in the applicable laws (*i.e.* the requirements provided for the statutory auditors of listed companies pursuant to art. 148, paragraph 3, of the TUF). His or her name shall be specified and placed at the top of the slate. Each slate having a number of candidate higher than 2 (two) shall include at least 2 (two) candidate having the aforementioned independence requirements. Their name shall be specified and placed at the top of the slate.

In accordance with the laws on gender balance currently in force, slates with 3 (three) or more candidates shall also include candidates of different genders, to make sure that at least one fifth (rounded up) of the overall number of candidate belongs to the less-represented gender, considering that this is the first renewal

of the Board of Directors after the Company shares have been listed on the MTA Market of Borsa Italiana S.p.A.

In accordance with the recommendations of the Corporate Governance Code of listed companies approved by the Corporate Governance Committee of Borsa Italiana S.p.A. (the “**Corporate Governance Code**”), the Company’s Board of Directors has approved the guidelines on the maximum number of offices as director or auditor that the members of the Board of Directors of Gamenet Group may hold in other companies which are not part of the Company’s group, in order to ensure that they are able to properly and effectively perform their duties as Director of the Company. These guidelines may be consulted on the Company’s website at www.gamenetgroup.it, in the section “*Governance*”.

Furthermore, the Board of Directors approved, following the proposal of the Nomination and Remuneration Committee, the “*Guidelines concerning the diversity policy of the Board of Directors*”, as well as the “*Guidelines on assessment of directors’ independence requirements*”, available at the Company’s website at www.gamenetgroup.it, in the section “*Governance*”.

The Shareholders must file the slates of candidates at least 25 days before the date of the Shareholders’ Meeting, being the 1 of April 2019, as follows: (i) by hand delivery to the registered office of the Company at Via Degli Aldobrandeschi 300, Rome, to the attention of the “*Legal and Corporate Affairs department*” (Tel. + 39 06 89865815) from Monday to Friday starting from 9:00 AM to 1:00 PM and 3:00 to 5:00 PM; (ii) by fax to 0689865012; or (iii) by certified email to assembela@cert.gamenet.it. In all cases, the filing will require the provision of sufficient information to identify the person transmitting the slates. The ownership of the minimum shareholding required to be entitled to submit slates, as indicated above, is determined on the basis of the Shareholder’s registered shares on the day on which the slates are filed with the Company. However, the relevant certification may also be produced after the slate is filed, at least 21 days prior to the date of the Meeting (i.e. within 5 April 2019), by a notice issued by an authorized intermediary pursuant to the applicable laws and regulations.

The slates must be filed along with the documentation and information required by the Bylaws and the applicable laws currently in force. To this end, the slates must be filed along with: (i) information on the identity of the Shareholders who submit the slate and the total percentage of shares held by them (it being understood that the relevant certification can be filed within the 5 April 2019); (ii) candidates’ curriculum vitae which shall contain detailed and exhaustive information about the candidates’ personal and professional features and the eligibility to be qualified as independent (if this will be the case) as well as declarations by means of which the candidates accept their candidature and the appointment (if actually appointed) and certify, under their own responsibility, that no grounds for ineligibility and incompatibility with the office exist and that all the requirements provided for by the Bylaws and by the applicable laws and regulation relating to the office of Director of the Company are satisfied, including the honorability requirements. For those candidates who – in the slate – are specified as being independent pursuant to law, the latter shall file specific declarations attesting that, under their own responsibility, they satisfy the independence requirements set forth in the laws and the Code of Corporate Governance, as the case may be.

Furthermore, pursuant to Consob Communication no. DEM/9017893 of 26 February 2009, those Shareholders who submit a “minority slate” shall file a declaration certifying that they have no associative relationship (*rapporti di collegamento*) (as per art. 144- *quinques* of the Consob Regulation n. 11971 of 14 May 1999, hereinafter the “**Issuers Regulation**”) with the Shareholders who, also jointly, have a controlling or a relative majority shareholding in the corporate capital of the Company.

The slate, in respect of which the above provisions have not been complied with, will be deemed as not submitted.

As a final remark, please note that if a single slate is submitted or if no slates are submitted, the General Meeting will appoint the Board of Directors by the majorities provided for by the law, without adhering to any slate voting procedure, but ensuring that the minimum number of independent directors required by law is appointed, and the applicable rules relating to gender balance are complied with.

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Appointment of the Board of Statutory Auditors

Pursuant to art. 19 of the Bylaws, the Board of Statutory Auditors is made up of 3 (three) permanent auditors and 2 (two) alternate auditors.

The appointment of the Board of Statutory Auditors of the Company shall be made in accordance with the provisions of artt. 20 and 21 of the By-laws, to which reference is expressly made for any matters not dealt with below.

Pursuant to the Bylaws and to Consob communication no. 13 dated 24 January 2019, the Permanent Auditors and Alternate Auditors are appointed based on slates presented by Shareholders who, alone or together with other Shareholders, represent at least 4.5% of the share capital of the Company.

Each Shareholder may submit - alone or together with other Shareholders - one list only, and each candidate may only appear in one slate, under penalty of ineligibility.

With specific regard to the preparation of the slates and the composition of the Board of Statutory Auditors, reference is made to the following provisions.

The lists must be divided into two sections, one including the candidates for the position of permanent auditor and one including the candidates for the position of alternate auditor, within which the candidates should be numbered in progressive order. Each slate shall include at least one candidate to the position of permanent auditor and one candidate to the position of alternate auditor and, in any case, the number of candidates shall not exceed the total number of auditors to be elected.

The first candidate in each section must be enrolled in the register of certified auditors and have performed statutory auditing activities for a minimum period of three years.

In compliance with applicable regulations relating to gender balance, slates which - taking into account both sections - have a number of candidates equal to or higher than three must include candidates of different genders to make sure that at least one third (rounded up) of the overall number of candidates belongs to the less-represented gender.

Candidates for the office of auditor must satisfy the independence requirements set forth by the laws currently in force. With respect to the causes of ineligibility and the maximum number of offices as director or auditor that the members of the Board of Auditors may hold, laws and regulations currently in force shall apply.

Furthermore, the Board of Directors approved, following the proposal of the Board of Statutory Auditors, the *"Guidelines concerning the diversity policy of the Board of Statutory Auditors"* available at the Company's website at www.gamenetgroup.it, in the section *"Governance"*.

The Shareholders must file the slates of candidates at least 25 days before the date of the Shareholders Meeting, being the 1 of April 2019, as follows: (i) by hand delivery to the registered office of the Company at Via Degli Aldobrandeschi 300, Rome, to the attention of the “*Legal and Corporate Affairs department*” (Tel. + 39 06 89865815) from Monday to Friday starting from 9:00 AM to 1:00 PM and 3:00 to 5:00 PM; (ii) by fax to 0689865012; or (iii) by certified email to assembela@cert.gamenet.it. In all cases, the filing will require the provision of sufficient information to identify the person transmitting the slates. The ownership of the minimum shareholding required to be entitled to submit slates, as indicated above, is determined on the basis of the Shareholder’s registered shares on the day on which the slates are filed with the Company. However, the relevant certification may also be produced after the slate is filed, at least 21 days prior to the date of the Meeting (*i.e.* within 5 April 2019), by notice issued by an authorized intermediary pursuant to the applicable laws and regulations.

The slates of candidates must be filed by the Shareholders together with the documents and the information set forth in the Bylaws and in the laws and regulations currently in force. To this end it is reminded that the slates must be filed along with: (i) information on the identity of the Shareholders who submit the slate and the total percentage of shares they hold; (ii) candidates’ curriculum vitae which shall contain detailed an exhaustive information about the candidates’ personal and professional features as well as declarations by means of which the candidates accept their candidature and the appointment (if actually appointed) and certify, under their own responsibility, that they have the requirements, including honorability, professionalism, independence and related to the offices held, provided for by applicable laws and regulation.

Furthermore, pursuant to Consob Communication no. DEM/9017893 of 26 February 2009 those Shareholders who submit a “minority slate” shall file a declaration certifying that they have no associative relationship (*rapporti di collegamento*) (as per art. 144-*quinques* of the Issuers Regulation) with the Shareholders who, also jointly, have a controlling or a relative majority shareholding in the corporate capital of the Company.

The slate, in respect of which the above provisions have not been complied with, will be deemed as not submitted.

It is hereby reminded that, in case the period mentioned above for the filing of the slates (1 April 2019) expires and only one slate has been filed or only slates prepared by Shareholders having associative relationship (*rapporti di collegamento*) (set forth in art. 144- *quinques* of the Issuers Regulation) have been presented, other slates may be filed within the following three days (*i.e.* 4 April 2019). In such a case the percentage of corporate capital required to file a slate is cut in half and therefore will be equal to 2,25%.

As a final remark it is worth noticing that, pursuant to art. 148, paragraph 2-*bis*, of the TUF and art. 21 of the Bylaws, the Chairman of the Board of Statutory Auditors is appointed by the ordinary Shareholders’ Meeting in the person of the permanent Auditor appointed by the minority (*i.e.* by the minority Shareholders who have no relationship or connection - even indirect - with the Shareholders who submitted or voted on the slate that received the highest number of votes).

It remains understood that, if only one slate or no slates are submitted, the Board of Statutory Auditors and the relevant Chairman are appointed with the majorities provided for by the law.

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 by 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 Via Degli Aldobrandeschi, 300, Rome (on business days, from Monday to Friday, from 9:00 AM to 1:00 PM and from 3:00 to 5:00 PM at the directors' secretary office, third 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, 15 March 2019

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