

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 MEETING OF SHAREHOLDERS

26 April 2019

Explanatory report of the board of directors

drafted pursuant to art. 125-ter of Legislative Decree no. 58 of 24 February 1998 and art. 73 of the Regulation passed by CONSOB with resolution no. 11971 of 14 May 1999 on the

FOURTH POINT ON THE AGENDA

PROPOSAL FOR THE AUTHORIZATION TO PURCHASE AND DISPOSE OF OWN SHARES:

RELEVANT AND ENSUING RESOLUTIONS

Dear Messers,

We hereby submit to your attention the proposal for the Board of Directors of Gamenet Group S.p.A. (hereinafter referred to respectively as the “**Board**” and the “**Company**”) to be authorized to purchase and dispose of the Company’s own shares, pursuant to art. 2357 et seq. of the Italian Civil Code, for the purposes and on the basis of the terms and modalities set out below.

1. REASONS FOR THE PROPOSED AUTHORISATION

The request for authorization which you are asked to approve will serve to grant the Board the power to purchase, and dispose of, own shares in accordance with the applicable national and European legislation and with permitted market practices in use at any given time, for the following purposes:

- i. to comply with obligations arising from any stock incentive plans that may be approved by the Company; and
- ii. to improve the liquidity of the Company’s shares in such a way as to stabilize trading, in a situation of low trading liquidity.

2. MAXIMUM NUMBER OF SHARES COVERED BY THE PROPOSED AUTHORISATION

As of the date of this explanatory report, the Company’s share capital amounts to EUR 30,000,000.00 fully subscribed and paid in, consisting of 30,000,000 ordinary shares with no nominal value. In this respect, it is proposed that the shareholders’ meeting should grant the authorization to purchase own shares (other than

the treasury shares owned by the Company), in one or more transactions, up to a maximum not exceeding, in the aggregate, 600.000 shares equal to 2% of the corporate capital.

It should be stressed that, pursuant to art. 2357 of the Italian Civil Code, purchase operations may be carried out within the limits of the distributable profits and available reserves shown in the latest duly approved financial statements. In this respect, we inform you that, on the basis of the financial statements closed as of 31 December 2018 and submitted to the approval of the shareholders' meeting, there are no distributable profits and the Company's available reserves amount to EUR 255,272,268.00 which is already net of the value of Company's treasury shares as at the financial statements reference date. The draft financial statements as at 31 December 2018 will be made available to the public in the relevant dossier accessible at the registered office of the Company, on its web site at www.gamenetgroup.it, in the "Governance" section, and on the storage mechanism www.1info.it.

The authorization includes the right to dispose, in one or more transactions, of all or some of the shares held in the portfolio, even prior to exhausting the maximum quantity of shares that can be purchased, and, where appropriate, to buy back these shares at a level such that the own shares held by the Company and, if appropriate, by its subsidiaries, do not exceed the maximum limit established in the applicable laws and regulations.

3. FURTHER USEFUL INFORMATION FOR A COMPREHENSIVE ASSESSMENT OF COMPLIANCE WITH THE COMBINED PROVISIONS OF ART. 2357, PARAGRAPH 3, OF THE ITALIAN CIVIL CODE

On 14 March 2019, the Company holds n. 565.600 own shares in its portfolio.

4. DURATION FOR WHICH THE AUTHORISATION IS REQUESTED

In accordance with art. 2357, paragraph 2, of the Italian Civil Code, the duration of the authorisation to purchase own shares is requested for a period until the date of the shareholders' meeting called to approve the financial statement as at 31 December 2019 and in any case no later than 31 May 2020.

The disposal authorisation is requested with no time limit in order to ensure that the Board has the greatest possible operational flexibility.

5. MINIMUM AND MAXIMUM CONSIDERATION

The purchases will have to be carried out at a price to be established from time to time, having regard to the modality selected for implementing the purchase, provided that in any case such price shall not be 10% lower or higher than the official price recorded by the share on the Mercato Telematico Azionario organized and managed by Borsa Italiana S.p.A. in the trading day preceding each transaction without prejudice for the limit set out in the national and European legislation and with permitted market practices in use at any given time.

In any case the maximum amount to be allotted to the program cannot exceed Euro 5,400,000.00

Furthermore, the requested authorisation envisages that the sale, or other acts of disposal, of own shares held in the portfolio should take place in accordance with the terms and conditions established from time to time by the Board, in accordance with the purposes and criteria explained above, this being in any case without prejudice to compliance with any limits that may be contemplated by national and European legislation and by permitted market practices in use at the time.

It is understood that the purchases shall be carried out in accordance with the limits posed by the regulations of the bonds of the Company currently in force.

6. MODALITIES BY WHICH THE PURCHASE AND DISPOSAL OF OWN SHARES WILL BE CARRIED OUT

Pursuant to art. 132, paragraph 1, of Legislative Decree no. 58 of 24 February 1998, the purchases of own shares will have to be carried out in such a way as to ensure equal treatment between shareholders.

In view of the different purposes specified in paragraph 1 above, the requested authorisation envisages that the purchase operations may be carried out in accordance with the modalities contemplated by the relevant legislation, including European legislation, and by permitted market practices in use at any given time and, specifically, in accordance with the modalities set out in art. 144-bis of the Regulation passed by CONSOB in Resolution no. 11971 of 14 May 1999 (the “**Issuers Regulation**”), as indeed with the market practices permitted by CONSOB.

Furthermore, it should be stressed that, in the framework of the purchase of own shares in support of any stock incentive plans that may be approved by the Company, the provisions of art. 5 of (EU) Regulation no. 596/2014 of the European Parliament and of the Council of 16 April 2014 and relevant implementing provisions will have to be complied with, with particular reference to the Commission Delegated (EU) Regulation 2016/1052 of 8 March 2016.

The requested authorization to dispose of own shares envisages, on the other hand, that the acts of disposal should take place in accordance with the modalities deemed most appropriate by the Board, in the interests of the Company, whilst complying with the applicable legislation.

7. INFORMATION ON THE POSSIBILITY OF THE PURCHASE BEING INSTRUMENTAL TO REDUCING THE SHARE CAPITAL

We inform our shareholders that the present request for authorization to purchase own shares is not instrumental to reducing the share capital.

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In the light of the above, we submit the following resolution for your approval:

“The ordinary shareholders’ meeting of Gamenet Group S.p.A., after examining the explanatory report of the Board of Directors drafted pursuant to art. 125-ter of Legislative Decree no. 58 of 24 February 1998 and Art. 73 of the Regulation passed by CONSOB in Resolution no. 11971 of 14 May 1999 hereby

resolves

A. to authorize the Board of Directors –pursuant to art. 2357 of the Italian Civil Code – to proceed to purchase the Company’s shares, in one or more transactions and for a period until the date of the shareholders’ meeting called to approve the financial statement as at 31 December 2019 and in any case no later than 31

May 2020, in order to pursue the purposes indicated in the explanatory report furnished by the Board of Directors to today's ordinary shareholders' meeting regarding this point on the agenda, on the terms and conditions set out below;

- the maximum number of shares to be purchased is equal to 600.000 shares being equal to 2% of the corporate capital and, in any event, within the limits of the distributable profits and available reserves shown in the latest duly approved financial statements;
- the purchases will have to be carried out at a price to be established from time to time, having regard to the modality selected in order to implement the purchase, provided that in any case such price shall not be 10% lower or higher than the official price recorded by the share on the Mercato Telematico Azionario organized and managed by Borsa Italiana S.p.A. in the trading day preceding each transaction and in compliance with without prejudice for the limit set out in the national and European legislation and with permitted market practices in use at any given time. It being understood that the maximum amount to be allotted to the program cannot exceed Euro 5,400,000.00;
- the purchases will have to be carried out in such a way as to ensure equal treatment between shareholders and in accordance with the modalities and conditions contemplated by legislation, including European legislation, and by permitted market practices in use at any given time, as mentioned in the explanatory report of the Board of Directors furnished to today's meeting of shareholders regarding this point on the agenda;

B. to authorise the Board of Directors –pursuant to art. 2357-ter of the Italian Civil Code – to proceed with the disposal, in one or more transactions, of all or some of the own shares held by the Company, with no time limit, even prior to exhausting the maximum of quantity of shares that can be purchased and, if appropriate, to buy back these shares at a level such that the own shares held by the Company and, if appropriate, by its subsidiaries, do not exceed the limit established in the applicable laws and. The acts of disposal of own shares may take place in order to pursue the purposes indicated in the explanatory report of the Board of Directors furnished to today's shareholders' meeting regarding this point on the agenda, on the terms and conditions specified below:

- the sale, or other acts of disposal, of own shares held in the portfolio shall take place on the basis of the modalities and under the terms established from time to time by the Board of Directors in the interests of the Company and, in any case, in compliance with the purposes and criteria indicated in this authorisation, without prejudice, in any event, for any limits that may be envisaged by the relevant legislation, including European legislation, and by permitted market practices in use at any given time;
- own shares in support of any stock incentive plans will be allocated in accordance with the terms and conditions set out in the rules regulating such plans.

C. to grant the Board of Directors and, on its behalf, the chairman and chief executive officer – jointly and severally and with the power to sub-delegate - any and all powers that may be necessary to effectively and fully implement the resolutions set out in points A and B above, and to inform the market accordingly, in accordance with national and European legislation and with permitted market practices in use at any given time”.

Rome, 15 March 2019

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