

GAMING VC HOLDINGS S.A.

Société Anonyme

Registered office: 13-15, Avenue de la Liberté, L-1931 Luxembourg

R.C.S. Luxembourg: B 104.348

**CONVENING NOTICE
TO
THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF
GAMING VC HOLDINGS S.A.
TO BE HELD ON 18 MAY 2010 AT 10.00 a.m. AT THE ADDRESS ABOVE**

Notice is hereby given to the shareholders of Gaming VC Holdings S.A., a Luxembourg *société anonyme*, with registered office at 13-15, Avenue de la Liberté, L-1931 Luxembourg and registered with the Luxembourg Register of Commerce and Companies (the **RCS**) under number B 104.348 (the **Company**) to attend the Annual General Meeting of the shareholders of the Company which will be held on Tuesday, 18 May 2010 at 10.00 a.m. (the **Meeting**) at the registered office of the Company, with the following agenda:

1. Election and appointment of Lee Feldman as the chairman of the Meeting or any such person as is nominated by the Board of Directors as the chairman of the Meeting;
2. Acknowledgement of the report of the Board of Directors and the financial statements of the Company in respect of the financial year ended 31 December 2009;
3. Acknowledgement of the report of the Board of Directors and the consolidated financial statements of the Company and its subsidiaries in respect of the financial year ended 31 December 2009;
4. Acknowledgement of the report of the statutory auditor of the Company in respect of the financial year ended 31 December 2009;
5. Acknowledgement of the report of the statutory auditor of the Company in respect of the consolidated financial statements in respect of the financial year ended 31 December 2009;
6. Approval of the balance sheet, the profit and loss account and the notes to the accounts for the financial year ended 31 December 2009;
7. Approval of the consolidated balance sheet, the consolidated profit and loss account and the notes to the consolidated accounts for the financial year ended 31 December 2009;
8. Allocation of 5 per cent. of the profit for the financial year ended 31 December 2009 to the legal reserve. The board proposes to carry forward the profits of the company as per 31 December 2009 to the next financial year and to acknowledge and to the extent necessary to ratify and approve the payment of an interim dividend of €0.20 per share to the shareholders of the Company on 6 November 2009 pursuant to resolutions of the Board of Directors of the Company. (see Note 1 to the Resolutions);
9. Discharge to the directors for and in connection with their duties as directors of the Company during the financial year ended 31 December 2009; (see Note 2 to the Resolutions); and
10. Discharge to the statutory auditor for and in connection with its duties as statutory auditor of the Company during the financial year ended 31 December 2009; (see Note 3 to the Resolutions).

For and on behalf of the Board of Directors

Dated: 19th April 2010