

Gaming Realms plc (“the Company”)

Company No: 04175777

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of the members of the Company will be held at The London Bridge Room, Glaziers Hall, 9 Montague Close, London Bridge, London SE1 9DD on 20 March 2014 at 10 a.m. for the purpose of considering and, if thought fit, passing the following resolutions of which Resolutions 1 to 10 will be proposed as ordinary resolutions and Resolution 11 will be proposed as a special resolution:

ORDINARY RESOLUTIONS

1. To receive, approve and adopt the statement of accounts for the financial year ended 30 September 2013 together with the reports of the directors and the auditors thereon.
2. To re-appoint BDO LLP as auditors to act as such until the conclusion of the next annual general meeting of the Company at which the requirements of section 437 of the Companies Act 2006 (“**2006 Act**”) are complied with and to authorise the directors of the Company (the “**Directors**”) to fix their remuneration.
3. To re-elect Michael Buckley, who retires by rotation, as a director.
4. To re-elect Patrick Southon, who retires by rotation, as a director.
5. To re-elect Mark Segal, who retires by rotation, as a director.
6. To re-elect Simon Collins, who retires by rotation, as a director.
7. To re-elect Jim Ryan, who retires by rotation, as a director.
8. To re-elect Mark Wilson, who retires by rotation, as a director.
9. That the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the 2006 Act to exercise the powers of the Company to allot Relevant Securities (as defined in this resolution) in connection with the purchase of the entire share capital of QuickThink Media Limited pursuant to an agreement dated 10 December 2013 between the Company and the Sellers (defined therein) up to a nominal amount of £357,143 provided that this authority shall expire at 11:59pm on 10 December 2014.

In this resolution, “**Relevant Securities**” means any shares in the capital of the Company and the grant of any right to subscribe for, or to convert any security into, shares in the capital of the Company (“**Shares**”) but does not include the allotment of Shares or the grant of a right to subscribe for Shares in pursuance of an employees’ share scheme or the allotment of Shares pursuant to any right to subscribe for, or to convert any security into, Shares.

10. That in addition to the authority conferred by Resolution 9 above, but otherwise in substitution for and to the exclusion of all existing authorities in that regard, the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the 2006 Act to exercise the powers of the Company to allot Relevant Securities, up to a maximum nominal amount of £3,156,198, being approximately 20% of the current issued share capital of the Company as at the date of this resolution, provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on the date falling 15 months from the date of the passing of this resolution, or if earlier at the annual general meeting of the Company to be held in 2015, save that the Company may at any time before such expiry make an offer or agreement which might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities to be allotted in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act.

SPECIAL RESOLUTION

11. That the Directors be generally empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) for cash as if section 561(1) of the 2006 Act did not apply to any such allotment pursuant to the general authority conferred on them by Resolution 10 above (as varied from time to time by the Company in general meeting) PROVIDED THAT such power shall be limited to:
- (a) the allotment of equity securities in connection with a rights issue or any other offer to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings and to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £3,156,198, being approximately 20 per cent of the Company's issued share capital at the date of this notice,

and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the Directors pursuant section 570 of the 2006 Act and shall expire on whichever is the earlier of the conclusion of the annual general meeting of the Company held in 2015 or the date falling 15 months from the date of the passing of this resolution (unless renewed varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the power hereby conferred has expired.

By order of the board



Michael Buckley
Director

Registered office:
44 Southampton Buildings
London
WC2A 1AP

Date: 25 February 2014

NOTES

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that all shareholders who wish to attend and vote at the meeting must be entered on the Company's register of members no later than 48 hours before the time fixed for the meeting. Changes to entries on the register after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
2. A member entitled to attend, speak and vote at the meeting has the right to appoint a proxy to attend, speak and vote in his place. You should have received a proxy form with the notice of this meeting.
3. A proxy need not be a member of the Company. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. In the case of joint shareholders, the person whose name appears first in the register of members has the right to attend and vote at general meetings to the exclusion of all others.
5. Members who hold their shares through a nominee may wish to attend the meeting as a proxy, or to arrange for someone else to do so for them, in which case they should discuss this with their nominee or stockbroker.
6. Proxies may vote on a poll or on a show of hands on any resolution. Proxies may ask questions at the meeting if, in his discretion, the Chairman of the meeting allows it.
7. Members are invited to complete and return the enclosed proxy form if they are unable to attend the meeting. The return of the proxy form will not prevent a member from attending in person and voting at the meeting. The form of proxy and the power of attorney or other authority, if any, under which it is signed, or a copy of such power or authority certified by a notary, must be deposited at Computershare Investor Services plc, the Pavilions, Bridgwater Road, Bristol BS99 6ZY not later than 48 hours before the date set for the meeting or adjourned meeting.
8. The form of proxy must be signed by the shareholder appointing the proxy or by his/her attorney authorised in writing. If the shareholder is a corporation, the form of proxy should be sealed with its common seal or signed by an officer or an attorney of the corporation or other person authorised to sign it.
9. You may not use any electronic address provided either:
 - a. in this notice of annual general meeting; or
 - b. any related documents (including the Chairman's letter and proxy form) to communicate with the Company for any purpose other than those expressly stated.
10. As at 5 p.m. on the day immediately prior to the date of posting of this notice of annual general meeting, the Company's issued share capital comprised 157,809,880 ordinary shares of 10p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5 p.m. on the day immediately prior to the date of posting of this notice of annual general meeting is 157,809,880.
11. Copies of the proposed new articles will be available for inspection at the annual general meeting at least 15 minutes prior to the start of the meeting and up until the close of the meeting.