

**GAMING VC HOLDINGS S.A.**

*Société Anonyme*

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

R.C.S. Luxembourg: B 104.348

**CONVENING NOTICE  
TO  
THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF  
GAMING VC HOLDINGS S.A.  
TO BE HELD ON 17 FEBRUARY 2009 AT 11 am AT THE REGISTERED OFFICE**

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 in 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 Extraordinary General Meeting of the shareholders of the Company which will be held on 17 February 2009 at 11 am at the registered office of the Company (the **Meeting**), with the following agenda:

1. Ratification and confirmation of the appointment of Mr Richard Cooper and Mr Karl Diacono as directors of the Company for a term of three (3) years expiring on the general meeting of the shareholders approving the financial accounts of the year 2010, and appointed on a provisional basis by the board of directors of the Company on 5 December 2008 which filled in the vacancies left by the resignations of Mr Gerard Cassels and Mr Adrian Smith;
2. Acknowledgement of the replacement of KPMG AUDIT, a Luxembourg *société à responsabilité limitée*, with registered office at 9, Allée Scheffer, L-2520 Luxembourg and registered with the RCS under number B 103.590 (**KPMG**) as statutory auditor of the Company with effect as the date of the Meeting;
3. Discharge to KPMG for and in connection with its duties as statutory auditor of the Company until the date of the Meeting;
4. Appointment of Grant Thornton Lux Audit S.A., a Luxembourg public limited liability company (*société anonyme*), with registered office at 83, Pafbruch L-8308 Capellen and registered with the RCS under number B 43.298 as statutory auditor of the Company with effect as the date of the Meeting for a term ending at the annual general meeting of the Company approving the financial accounts of the year 2008; and
5. Power and authorisation given to any director of the Company and/or any employee of ATC Corporate Services (Luxembourg) S.A., acting individually to register the above-mentioned appointments and resignation with the RCS.

It is recalled that in order to proceed with the Meeting and pursuant to article 12 of the articles of association of the Company (the **Articles**), the attendance quorum of the Meeting is two shares of the Company. Furthermore, pursuant to article 13.8 of the Articles, resolutions of the Meeting shall be passed by a simple majority of the shares of the Company duly present or represented.

RICHARD COOPER

For and on behalf of the Board of Directors

Dated: 30 January 2009