

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the UK Financial Services and Markets Act 2000 (as amended) (“FSMA”) who specialises in advising on the acquisition of shares and other securities in the UK (or if you are resident in Ireland) is duly authorised under the European Communities (Markets in Financial Instruments) Regulations 2007 (Nos.1-3) or the Investment Intermediaries Act 1995 (as amended), or otherwise duly qualified in your jurisdiction.

If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document, together with the enclosed Form of Proxy, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares, please immediately contact your stockbroker, bank or other agent through whom the sale or transfer was effected.

The distribution of this document in jurisdictions other than Ireland or the United Kingdom may be restricted by laws of those jurisdictions and therefore any person into whose possession this document comes should inform themselves about, and observe, any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities law of any such jurisdiction.

The Existing Ordinary Share Capital is admitted to trading on AIM and ESM. Application will be made to the London Stock Exchange and the Irish Stock Exchange for the Placing Shares, when issued, to be admitted to trading on AIM and ESM. It is expected that Admission will become effective and that dealings will commence in the Placing Shares at 8.00 am on 8 April 2016.

Neither the London Stock Exchange nor the Irish Stock Exchange has examined or approved the contents of this document.

GameAccount Network PLC

(incorporated in England and Wales under the Companies Act 1985 with registered no. 03883658)

Placing of 11,069,326 Placing Shares at 28 pence per share

and

Notice of General Meeting

Davy, which is regulated in Ireland by the Central Bank of Ireland, has been appointed as nominated adviser (pursuant to the AIM Rules), ESM adviser (pursuant to the ESM Rules) and broker to the Company. Davy is acting exclusively for the Company in connection with arrangements described in this document and is not acting for any other person and will not be responsible to any person for providing the protections afforded to customers of Davy or for advising any other person in connection with the arrangements described in this document. In accordance with the AIM Rules and the ESM Rules, Davy has confirmed to the London Stock Exchange and the Irish Stock Exchange that it has satisfied itself that the Directors have received advice and guidance as to the nature of their responsibilities and obligations to ensure compliance by the Company with the AIM Rules and the ESM Rules. Davy accepts no liability whatsoever for the accuracy of any information or opinions contained in this document or for the omission of any material information, for which it is not responsible. Davy has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Davy for the accuracy of any information or opinions contained in this document or for the omission of any information from this document.

This document is not a prospectus for the purposes of the Prospectus Directive. Accordingly, this document has not been, and will not be, reviewed or approved by the Financial Conduct Authority (in its capacity as UK Listing Authority or otherwise) pursuant to sections 85 and 87 of the FSMA. This document does not comprise an admission document under the AIM Rules for Companies and the London Stock Exchange has not itself examined or approved the contents of this document and does not comprise an admission document under the ESM Rules for Companies and the Irish Stock Exchange has not itself examined or approved the contents of this document.

Your attention is drawn to the letter from the Non-Executive Chairman of the Company which is set out on pages 9 to 13 of this document, which explains the purpose of the Resolutions to be proposed at the General Meeting and includes a recommendation from the Board to vote in favour of the Resolutions. Notice of the

General Meeting of the Company, to be held at offices of Addleshaw Goddard LLP, Milton Gate, Chiswell Street, London, EC1Y 4AG, at 10.00 a.m. on 7 April 2016, is set out at the end of this document.

Shareholders will find enclosed with this document a Form of Proxy for use in connection with the General Meeting. Whether or not Shareholders wish to attend the General Meeting, they are asked to complete the enclosed Form of Proxy in accordance with the instructions printed on the form and return it, together with any authority under which it is executed or a copy of such authority certified notarially or by a solicitor practicing in Ireland or the United Kingdom, either by post or by hand (during normal business hours) to the Company's registrar, Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, United Kingdom, as soon as possible and, in any event, so as to be received no later than 10.00 a.m. on 5 April 2016.

Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

If you would like to submit your proxy via the Internet, you may do so by utilising the Registrar's online proxy appointment service at www.capitashareportal.com and following the instructions thereon. CREST members may also submit their proxy by utilising the CREST electronic proxy appointment service.

Copies of this document will be shortly available on the Company's website at www.gan.com.

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DEFINITIONS

In this document, the following expressions have the following meanings unless the context otherwise requires or unless otherwise provided:

“ £ ”, “ pounds ”, “ pence ” and “ sterling ”	the legal currency for the time being of the United Kingdom;
“ Act ” or “ Companies Act ”	the UK Companies Act 2006, as amended;
“ Admission ”	admission of the Placing Shares to trading on AIM and ESM, becoming effective in accordance with the AIM Rules and the ESM Rules respectively;
“ AIM ”	AIM, a market operated by the London Stock Exchange;
“ AIM Rules for Companies ” or “ AIM Rules ”	the AIM Rules for Companies issued by the London Stock Exchange;
“ ARPD ”	means average revenue per daily active user;
“ Articles ”	the articles of association of the Company as at the date of this document;
“ Board ”	all or any number of the Directors acting as the board of directors;
“ Business Day ”	a day other than Saturday, Sunday or other day when banks in the City of London, England are not generally open for business;
“ certificated ” or “ in certificated form ”	not in uncertificated form;
“ Circular ”	this document, dated 22 March 2016;
“ CREST ”	the system of paperless settlement of trades in listed securities and holding of uncertificated securities operated by Euroclear UK & Ireland in accordance with the CREST Regulations;
“ Davy ”	J&E Davy, trading as Davy including its affiliate Davy Corporate Finance and other affiliates, or any of its subsidiary undertakings;
“ Directors ”	the directors of the Company whose names are set out on page 9 of this document, being Dermot S Smurfit, Desmond Glass, David O’Reilly, Roger Kendrick, Michael Smurfit Jr. and Seamus McGill;
“ Enlarged Issued Share Capital ”	the Existing Ordinary Shares together with the Placing Shares;
“ ESM ”	the Enterprise Securities Market, a market regulated by the Irish Stock Exchange;
“ ESM Rules for Companies ” or “ ESM Rules ”	the ESM Rules for Companies issued by the Irish Stock Exchange;
“ EU ”	European Union;
“ Euro ” or “ € ”	means the currency of the member states of the EU that have adopted the single currency in accordance with the Treaty establishing the European Community (signed in Rome in 1957), as amended;
“ Euroclear ”	Euroclear UK & Ireland Limited at 33 Cannon Street, London EC4M 5SB, the operator of CREST;

“Executive Directors”	the executive directors of the Company whose names are set out on page 9 of this document, being Dermot S Smurfit and Desmond Glass;
“Existing Ordinary Shares” or “Existing Ordinary Share Capital” .	the 55,970,036 Ordinary Shares in issue at the date of this document;
“Financial Conduct Authority” or “FCA”	the UK Financial Conduct Authority;
“Form of Proxy”	the form of proxy accompanying this document for use in connection with the General Meeting;
“FSMA”	the UK Financial Services and Markets Act 2000, as amended;
“GameAccount Network”, “GAN” or the “Company”	GameAccount Network plc, incorporated and registered in the United Kingdom with registered number 03883658;
“General Meeting”	the general meeting of the Company convened for 10.00 a.m. on 7 April 2016, notice of which is set out at the end of this document;
“Group”	the Company and its subsidiaries;
“Ireland”	the island of Ireland, and the word “Irish” shall be construed accordingly;
“Irish Stock Exchange”	Irish Stock Exchange plc;
“Latest Practicable Date”	the latest practicable date prior to the publication of this Circular, being 21 March 2016 (unless otherwise stated);
“London Stock Exchange”	London Stock Exchange plc;
“Member State”	member state of the EU;
“Non-executive Directors”	the non-executive directors of the Company listed on page 9 of this document;
“Notice of General Meeting”	the notice of General Meeting which is set out on page 14 of this document;
“Option Holders”	Holders of options under the Company’s Share Option Scheme;
“Ordinary Shares”	ordinary shares of £0.01 each in the capital of the Company;
“Placing”	the allotment and issue of the Placing Shares by the Company;
“Placing Agreement”	the conditional agreement dated 21 March 2016 between the Company and Davy;
“Placing Price”	28 pence per Placing Share;
“Placing Shares”	the Ordinary Shares which the Company is proposing to issue pursuant to the Placing;
“Prospectus Directive”	Directive 2003/71/EC and includes any relevant implementing measure in each relevant Member State;
“Registrar”	means Capita Asset Services, incorporated in England and Wales (with registration number 2605568) whose registered office is The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom;
“Regulation S”	Regulation S of the Securities Act;

“ Regulatory Information Service ” . . .	one of the regulatory information services authorised by the London Stock Exchange and the Irish Stock Exchange to receive process and disseminate regulatory information in respect of AIM and ESM quoted companies;
“ Resolutions ”	the ordinary and special resolutions to be passed by the Shareholders set out in the Notice of General Meeting;
“ Securities Act ”	the United States Securities Act of 1933, as amended;
“ Share Option Scheme ”	the share option scheme established by the Company on or around 25 November 2013;
“ Shareholder(s) ”	a holder of Existing Ordinary Shares;
“ Significant Shareholders ”	those Shareholders who hold over 3 per cent. of the Existing Ordinary Share Capital;
“ Sterling ” or “ £ ”	means the lawful currency of the United Kingdom;
“ Subsidiary ” or “ Subsidiaries ”	as defined in section 1159 of the Act;
“ UK Listing Authority ”	the Financial Conduct Authority acting in its capacity as the competent authority for the purposes of Part VI of FSMA;
“ uncertificated ” or “ in uncertificated form ”	recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST, and title to which, by virtue of the Regulations, may be transferred by means of CREST;
“ United Kingdom ” or “ UK ”	the United Kingdom of Great Britain and Northern Ireland;
“ United States ” or “ US ”	the United States of America, its territories and possessions, any state of the United States of America and the district of Columbia;
“ US Person ”	has the meaning set out in Regulation S of the Securities Act;
“ US\$ ” or “ \$ ”	means the United States dollars, the lawful currency of the United States;
“ VAT ”	value added tax.

Notes:

- (1) Unless otherwise stated in this document, all references to statutes or other forms of legislation shall refer to statutes or forms of legislation in England and Wales. Any reference to any provision of any legislation shall include an amendment, modification, re-enactment or extension thereof.
- (2) Unless otherwise indicated, all references in this document to “pounds sterling”, “sterling”, “s”, “pence” or “p” are to the lawful currency of the United Kingdom, all references to “\$”, “US\$” or “US dollars” are to the lawful currency of the United States and all references to “€” or “euro” are to the currency introduced at the start of the third stage of European economic or monetary union pursuant to the treaty establishing the European Community, as amended.
- (3) Unless otherwise stated, sterling amounts referred to throughout this document have been translated from US dollar to sterling at a rate of US\$1 : £0.6950, and from euro to sterling at a rate of €1 : £0.7818.
- (4) Words importing the singular shall include the plural and vice versa and words importing the masculine gender shall include the feminine or neuter gender.

PLACING STATISTICS

Placing Price	28 pence
Number of Existing Ordinary Shares in issue at the Latest Practicable Date	55,970,036
Number of Placing Shares to be issued pursuant to the Placing	11,069,326
Enlarged Issued Share Capital following the Placing ⁽¹⁾	67,039,362
Gross proceeds of the Placing	£3.1 million

Note:

- (1) For the purpose of this calculation it is assumed that no further Ordinary Shares will be issued as a result of the exercise of any options under any share option scheme or otherwise between the Latest Practicable Date and the completion of the Placing.

EXPECTED TIMETABLE OF EVENTS

Date of publication of this Circular	22 March 2016
Latest time and date for receipt of Forms of Proxy for the General Meeting	10.00 a.m. on 5 April 2016
General Meeting	10.00 a.m. on 7 April 2016
Admission and commencement of dealings in the Placing Shares on AIM and ESM	8.00 a.m. on 8 April 2016
CREST accounts credited with the Placing Shares	by 8.00 a.m. on 8 April 2016

* Each of the times and dates in the table above is indicative only and may be adjusted by the Company, in which event details of the new times and dates will be notified, by way of an announcement issued via a Regulatory Information Service, to the Irish Stock Exchange and to the London Stock Exchange. References to times in the Circular are to London times unless otherwise stated.

FORWARD-LOOKING STATEMENTS

This document contains forward-looking statements. These statements relate to the Company's future prospects, developments and business strategies. Forward-looking statements are identified by their use of terms and phrases such as "potential", "estimate", "expect", "may", "will" or the negative of those, variations or comparable expressions, including references to assumptions.

The forward-looking statements in this document are based on current expectations and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements. These forward-looking statements speak only as at the date of this document. No statement in this document is intended to constitute a profit forecast or profit estimate for any period.

Neither the Directors nor the Group undertake any obligation to update forward-looking statements or risk factors other than as required by the AIM Rules and the ESM Rules or by the rules of any other securities regulatory authority, whether as a result of new information, future events or otherwise.

LETTER FROM THE NON-EXECUTIVE CHAIRMAN
GAMEACCOUNT NETWORK PLC

(incorporated in England and Wales under the Companies Act 1985 with registered no. 03883658)

Directors:

David O'Reilly (Non-executive Chairman)
Dermot S Smurfit (Chief Executive Officer)
Desmond Glass (Chief Financial Officer and Company Secretary)
Roger Kendrick (Non-executive Director)
Michael Smurfit Jr. (Non-executive Director)
Seamus McGill (Non-executive Director)

Registered Office:

125 Kensington High Street
London
W8 5SF
United Kingdom

22 March 2016

To the Shareholders, and, for information only, to the Option Holders

Dear Shareholder,

Proposed Placing of 11,069,326 Placing Shares at 28 pence per share

and

Notice of General Meeting

1. INTRODUCTION

The Company announced on 21 March 2016 that it had conditionally raised gross proceeds of approximately £3.1 million through an issue of new Ordinary Shares (“the **Placing Shares**”) by way of a conditional placing (the “**Placing**”) with existing and new investors at a price of 28 pence each (the “**Placing Price**”).

The Placing is conditional upon, amongst other things, the Resolutions required to implement the Placing being duly passed at the general meeting of the Company (the “**General Meeting**”), the Placing Agreement not having been terminated in accordance with its terms and upon Admission becoming effective. Subject to the passing of the Resolutions, it is expected that Admission will occur and that dealings in the Placing Shares will commence on AIM and ESM at 8.00 am (London time) on 8 April 2016.

The purpose of this document is to explain the background to and reasons for the Placing, to explain why the Board considers the Placing to be in the best interests of the Company and its Shareholders and why the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting.

Further information on the intended utilization of the net proceeds of the Placing and details of the Resolutions to be proposed at the General Meeting are set out below. Notice of the General Meeting, at which the Resolutions will be proposed and voted on, is set out on page 14 of this Circular.

2. BACKGROUND TO THE PLACING

GAN is a leading developer and supplier of Internet Gaming Systems (IGS) to online and land-based gaming operators. GAN’s strategy is to be the leading independent supplier of internet gaming platforms and content solutions to the US casino market.

GAN has successfully delivered Betfair’s regulated real-money gaming business in New Jersey since November 2013, with BetfairCasino.com holding a low double digit market share of the New Jersey market. The New Jersey market is the largest regulated online gaming market in the US and has seen continued growth since its launch, helped recently by improving technical developments.

Market growth has been driven primarily by casino as opposed to poker and GAN anticipates the New Jersey online casino market to grow a further 20% in 2016, to approximately US\$150m in gross gaming revenues.

Borgata is expected to launch Regulated Gaming on GAN’s platform in Summer 2016, subject to certain contractual conditions being met. Borgata is a leading destination casino resort in New Jersey with a 31% online market share in 2015. Following the expected launch of Borgata, GAN’s clients will represent over 40% of the New Jersey online gaming market.

GAN believes that Pennsylvania may enact regulation during 2016, where GAN is the exclusive IGS provider to Parx Casino, a leading casino property operator with a 30% market share of the five-property Eastern Pennsylvania casino market. With approximately 12.8m residents, the regulation of the Pennsylvanian market would double the addressable market for regulated real-money gaming in the US. Other US states may also enact regulation, and GAN will target the next layer of regulation as and when appropriate.

Simulated Gaming™ represents a compelling opportunity for GAN. In the absence of further intra-State real-money online gaming regulation during 2014 and 2015, GAN successfully refocused its strategy on delivering an online platform to US land-based casinos through its Simulated Gaming™ offering. GAN now has contracts with nine major US land-based casino operators and one Australian consortium, with GAN's US clients representing an 8% market share of the US\$69 billion annual land-based US casino industry. Furthermore, Simulated Gaming™ per-unit economics continue to outperform expectations with ARPDau in excess of US\$2.00 in 2015, substantially ahead of reported social casino metrics.

GAN's Simulated Gaming™ strategy seeks to establish coast-to-coast partnerships with marquee land-based casino operators in order to expand its regional footprint and facilitate rapid market share acquisition upon future intra-State regulation. GAN also sees incremental opportunities to scale Simulated Gaming™ through acquisition marketing activity and the potential for incremental Simulated Gaming™ net revenues through the launch of new casual mobile games.

Since November 2013, GAN has made significant investments across its US sales, marketing and operational infrastructure, and its proprietary technology platform and gaming content. This investment has enabled GAN to expand its US presence in both Regulated Gaming and Simulated Gaming™ markets. With significant investment undertaken, GAN is positioned to capitalise on the immediate Simulated Gaming™ opportunity in the US and in growing its market share in New Jersey's regulated real-money gaming market, with GAN's cost base capable of supporting anticipated future growth.

3. USE OF PROCEEDS

The Placing will raise gross proceeds of approximately £3.1 million for the Company. The Company plans to use the net proceeds from the Placing to continue expansion of real-money Regulated Gaming and Simulated Gaming™ opportunities in the US and for working capital and general business development purposes.

4. DETAILS OF THE PLACING

The Company proposes to raise gross proceeds of approximately £3.1 million from existing and new investors, through the Placing of 11,069,326 Placing Shares at the Placing Price.

The Placing will be conditional upon, amongst other things, the Resolutions required to implement the Placing being duly passed at the General Meeting, proposed to be held at the offices of Addleshaw Goddard LLP, Milton Gate, Chiswell Street, London, EC1Y 4AG at 10.00 a.m. on 7 April 2016, the Placing Agreement not having been terminated in accordance with its terms and upon Admission becoming effective.

The Placing Shares represent approximately 19.8 per cent. of the Existing Ordinary Share Capital. The Placing Price represents a discount of 5.1 per cent. to the 29.5 pence closing middle market price of an Ordinary Share on 18 March 2016, being the last trading day prior to the announcement of the Placing. The Placing Shares will, when issued, be credited as fully paid and will rank pari passu in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid in respect of such shares after the date of issue of the Placing Shares. Application will be made to the London Stock Exchange and the Irish Stock Exchange for the Placing Shares to be admitted to trading on AIM and ESM respectively (“Admission”). It is expected that Admission will become effective and that dealings will commence in the Placing Shares at 8:00 a.m. (London time) on 8 April 2016.

5. EXISTING AND NEW INVESTOR PLACING PARTICIPATION

As part of the proposed Placing, certain principals and associates of Gaming Capital Group LLC (“GCG”) have agreed to invest approximately £0.66 million by subscribing for 2,357,952 Placing Shares in the Placing. GCG is a provider of casino equipment solutions and financial services to the gaming industry. The company engages in, amongst other things, financing casino and hotel expansions and renovations,

and financing the purchase of gaming equipment. GCG was founded in 2005 by leading gaming industry executives and is headquartered in Newcastle, Oklahoma.

In addition, certain existing shareholders, comprising Sir Michael Smurfit and Mr Tony Smurfit, holding 9.9% and 8.4% respectively of the Company's Existing Ordinary Share Capital, have indicated they will invest approximately £1.6 million and £0.2 million respectively, by subscribing for Placing Shares in the Placing.

6. DIRECTOR PLACING PARTICIPATION AND RELATED PARTY TRANSACTION

The participation of certain directors of the Company who have taken up Placing Shares at the Placing Price is as follows:

<u>Director</u>	<u>Ordinary Shares held at date of this document</u>	<u>Placing Shares subscribed for</u>	<u>Resulting holding after Admission</u>	<u>Percentage of Enlarged Issued Share Capital</u>
Dermot S Smurfit	7,475,075	1,071,429	8,546,504	12.75%
David O'Reilly	2,363,812	357,143	2,720,955	4.06%
Roger Kendrick	2,085,250 ⁽¹⁾	428,571	2,513,821	3.75%
Michael Smurfit Jr.	1,068,564	139,607	1,208,171	1.80%
Seamus McGill	—	71,429	71,429	0.11%

(1) Includes Ordinary Shares registered in the name of Britania Limited, a company controlled by Roger Kendrick and in which he is beneficially interest in 80 per cent. of Britania Limited's holding of Ordinary Shares of the Company.

The Directors are considered related parties for the purposes of the AIM and ESM Rules. As such, the participation of Mr Dermot S Smurfit, Mr Michael Smurfit Jr, Mr David O'Reilly, Mr Roger Kendrick and Mr Seamus McGill in the Placing constitutes a Related Party Transaction under Rule 13 of the AIM and ESM Rules for Companies.

Accordingly, the Directors (excluding the Directors participating in the Placing), consider, having consulted with the Company's Nominated Adviser and ESM Adviser, Davy Corporate Finance, that the terms on which the Placing Shares will be issued to the Directors are fair and reasonable insofar as the Company's Shareholders are concerned.

7. THE GENERAL MEETING

The General Meeting will be held at the offices of Addleshaw Goddard LLP, Milton Gate, Chiswell Street, London, EC1Y 4AG, at 10.00 a.m. on 7 April 2016, at which Shareholders will be asked to consider, and, if thought fit, to pass the Resolutions. The issue of the Placing Shares is conditional on, *inter alia*, the passing of the Resolutions. If the Resolutions are not passed by Shareholders at the General Meeting, the Placing Shares will not be issued and the proceeds from the Placing will not be available to the Company.

Resolution 1

Resolution 1 will be proposed as an ordinary resolution and will empower the Directors, in accordance with section 551 of the Act, to allot the relevant shares in relation to the issue of the Placing Shares and enable the Company to issue the Placing Shares to existing and new investors in the Company by means of the Placing.

Resolution 2

Resolution 2 will be proposed as a special resolution and will empower the Directors, in accordance with section 570 of the Act, to disapply Shareholders' statutory pre-emption rights in relation to the issue of the Placing Shares so as to enable the Company to issue the Placing Shares to existing and new investors in the Company by means of the Placing.

For the ordinary resolution (Resolution 1) to be passed, more than half of the votes cast must be in favour of the resolution. For the special resolution (Resolution 2) to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

8. ACTION TO BE TAKEN

Please check that you have received a Form of Proxy for use in respect of the General Meeting with this document. If you have not received such document, please contact the Registrar at 0871 664 0300. Calls cost 12p per minute plus your phone company's access charge, or (if calling from outside the United Kingdom) +44 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate.

Whether or not Shareholders intend to be present at the meeting, they are requested to complete and return the Form of Proxy in accordance with the procedures set out below. You or your representative will be required to register attendance with the Registrar upon arrival. The completion and return of a Form of Proxy for the General Meeting will not prevent you from attending, speaking, asking questions and voting at the General Meeting (or any adjournment thereof) in person if you wish to do so.

CREST members may also submit their proxy by utilising the CREST electronic proxy appointment service, as described in further detail below.

If you wish to appoint a representative to attend and vote on your behalf, or if you wish simply to direct how your vote be cast, you should complete the enclosed Form of Proxy in accordance with the instructions on the form, and, where indicated:

- insert the name of the person you wish to nominate (if you wish your representative to attend and vote on your behalf); or
- retain the reference to the Chairman of the General Meeting (if you wish the Chairman to cast your vote, as you may direct).

Once signed, the form should without delay be sent by post, together with any authority under which it is executed or a copy of such authority certified notarially or by a solicitor practicing in the United Kingdom or Ireland, to Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, or (during normal business hours) by hand to Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom, and in any event to be received by no later than 10.00 am on 5 April 2016, or, if the General Meeting is adjourned, no later than 48 hours before the time fixed for the holding of the adjourned General Meeting or (in the case of a poll taken otherwise than at or on the same day as the General Meeting or adjourned General Meeting) no later than 48 hours before the taking of the poll at which it is to be used.

If you would like to submit your proxy via the Internet, you may do so by utilising the Registrar's online proxy appointment service at www.capitashareportal.com and following the instructions thereon. To be valid, a Form of Proxy for the General Meeting submitted via the Internet must be received by no later than 10.00 am on 5 April 2016, or, if the General Meeting is adjourned, no later than 48 hours before the time fixed for the holding of the adjourned General Meeting or (in the case of a poll taken otherwise than at or on the same day as the General Meeting or adjourned General Meeting) no later than 48 hours before the taking of the poll at which it is to be used.

If you wish to appoint more than one proxy you should contact the shareholder helpline at 0871 664 0300 or (if calling from outside the United Kingdom) +44 371 664 0300.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed any voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must, in order to be valid, be transmitted so as to be received by the Registrars, Capita Asset Services as issuer's agent (ID RA10), at least 48 hours before the commencement of the General Meeting.

For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host, further details of which are contained in the CREST Manual) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner

prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed any voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this regard, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.

In the case of joint holders of Ordinary Shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

9. ADMISSION, SETTLEMENT AND CREST

Application will be made to the London Stock Exchange and the Irish Stock Exchange for each of the Placing Shares to be admitted to trading on AIM and ESM. It is expected that Admission will become effective on or around 8 April 2016 and that dealings in the Placing Shares will commence at 8.00 a.m. on that date.

The Articles permit the Company to issue shares in uncertificated form. CREST is a computerized paperless share transfer and settlement system which allows shares and other securities, including depository interests, to be held in electronic rather than paper form. The Ordinary Shares are already admitted to CREST and therefore the Placing Shares will also be eligible for settlement in CREST.

CREST is a voluntary system and Shareholders who wish to retain certificates will be able to do so upon request. The Placing Shares due to uncertificated holders will be delivered in CREST on 8 April 2016.

Definitive share certificates in respect of Placing Shares, if any, are expected to be despatched by 15 April 2016.

10. RECOMMENDATION

The Board considers the passing of the Resolutions and the completion of the Placing to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that you vote in favour of the Resolutions, as the Directors intend to do in respect of their own beneficial holdings, being at the Latest Practicable Date in aggregate 13,325,886 Ordinary Shares, representing approximately 23.8 per cent. of the Existing Issued Ordinary Shares.

Yours faithfully,

DAVID O'REILLY
Non-Executive Chairman

NOTICE OF GENERAL MEETING

of

GAMEACCOUNT NETWORK PLC

Notice is hereby given that the General Meeting of GameAccount Network plc (the "Company") will be held at the offices of Addleshaw Goddard LLP, Milton Gate, Chiswell Street, London, EC1Y 4AG at 10.00 a.m. on 7 April 2016, to consider and, if thought fit, pass the following resolutions:

Ordinary Resolution

1. THAT, in substitution for all existing authorities for the allotment of shares by the directors of the Company (the "Directors"), which are hereby revoked, but without prejudice to any allotment, offer or agreement already made pursuant thereto, the Directors of the Company be and they are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the "2006 Act") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (all of which transactions are hereafter referred to as an allotment of "relevant securities") up to an aggregate nominal amount of £110,693.26 generally, in each case for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) fifteen months after the date of the passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever occurs first, provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant securities to be allotted after such expiry, variation or revocation and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked.

Special Resolution

2. THAT, the Directors be and are hereby empowered pursuant to the articles of association of the Company and section 570 of the 2006 Act, to allot equity securities as defined by section 560 of the 2006 Act for cash pursuant to the authority conferred by Resolution 1 above as if section 561 of the 2006 Act did not apply to any such allotments. Such power shall, subject to the continuance of the respective authority conferred by Resolution 1, expire fifteen months after the passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever occurs first, but may be previously revoked or varied from time to time by Special Resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the Directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied.

BY ORDER OF THE BOARD

David O'Reilly

Non-executive Chairman

22 March 2016

Registered Office:

125 Kensington High Street

London

W8 5SF

United Kingdom

