

BESTGAMES HOLDINGS LIMITED

London, 5 May 2010

NOTICE OF ANNUAL GENERAL MEETING

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you have any doubt about the action you should take, it is recommended that you consult your stockbroker or other independent professional adviser authorised by the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all of your BestGames Holdings Limited shares, please send this document and the accompanying documents to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected, for transmission to the purchaser or transferee.

If you have sold or transferred only part of your holding in BestGames Holdings Limited shares, you should retain this document and consult the bank, stockbroker or agent through whom the sale was effected.

Dear Shareholder

The Board is pleased to send you details of the forthcoming Annual General Meeting ("AGM") of BestGames Holdings Limited.

The AGM will be held at Crown House, 72 Hammersmith Road, London W14 8TH on Monday 7 June 2010. The meeting will start at 2:00pm and you are welcome to arrive at Crown House by 1:30pm to allow you to be seated in good time. You would also have the opportunity to meet the directors before the AGM.

The business we shall consider at the AGM:

- Resolutions 1 to 5 are standard matters that are dealt with at every AGM.
- Resolution 6 is a resolution passed at the previous AGM and is likely to be an AGM item every year as it enables us to take advantage of business opportunities as they arise. You will note the different statutory references this year which are as a result of the full implementation of the Companies Act 2006.

The directors believe that all the proposals to be considered at the AGM are in the best interests of the Company and its shareholders and they will be voting in favour of the proposed resolutions in respect of their own shareholdings in the Company. They recommend that you also vote in favour of the proposed resolutions. The formal Notice, enclosed herewith, explains each proposed resolution.

We therefore enclose the following with this letter:-

- 1) The Notice of the AGM and notes to assist you if you wish to appoint a proxy;
- 2) Your Proxy Form;
- 3) The Audited Report and Accounts for the year ended 31 December 2009.

At the AGM, each of the resolutions will be put to a poll rather than having a show of hands. This means that all the votes cast, not just those of shareholders present, are taken into account. If you are unable to join us, we would encourage you to return your completed proxy.

Thank you for your continued support for the Company and we look forward to welcoming you to the AGM.

Yours faithfully

LOIZOS YEROLEMOU
Company Secretary

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Registered in England No. 05796787 VAT Registration No. GB 883 2127 22

BESTGAMES HOLDINGS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the fourth Annual General Meeting (**Meeting**) of Bestgames Holdings Limited (**Company**) for the financial year ending 31 December 2009 will be held at Crown House, 72 Hammersmith Road, London W14 8TH on Monday 7 June 2010 at 2:00pm for the purposes of considering and, if thought fit, approving the following resolutions:

Ordinary Business

1. to receive and adopt the accounts for the year ended 31 December 2009, together with the report of the Directors and the report of the auditors for the year ended 31 December 2009.
2. to receive and approve the directors' remuneration report for the period ended 31 December 2009.
3. to re-appoint Henrik Magnusson, who retires by rotation under the Company's articles of association as a director of the Company.
4. to re-appoint BSG Valentine as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which financial statements are laid before the Company.
5. that the directors of the Company be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot Relevant Securities (as defined in the notes to this resolution): in the Company comprising:-
 - 5.1 equity securities (as defined by section 560 of the 2006 Act) up to an aggregate nominal amount of £500,000 (such amount to be reduced by the nominal amount of any Relevant Securities allotted under paragraph 5.2 below) in connection with an offer by way of a rights issue:
 - 5.1.1 to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - 5.1.2 to holders of other equity securities as required by the rights of those securities or as the directors of the Company otherwise consider necessary,but subject to such exclusions or other arrangements as the Board 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
 - 5.2 in any other case, up to an aggregate nominal amount of £500,000 (such amount to be reduced by the nominal amount of any equity securities allotted under paragraph 5.1 above),

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 6 June 2011 or, if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the directors of the Company may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Notes to Resolution 5:-

For the purposes of this Resolution 5, "Relevant Securities" means:

1. *Shares in the Company other than shares allotted pursuant to:*

an employee share scheme (as defined by section 1166 of the 2006 Act);

a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or

a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security.

2. Any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the 2006 Act). References to the allotment of Relevant Securities in the resolution include the grant of such rights.

Special Business

6. that, subject to the passing of resolution 5, the directors of the Company be given the general power to allot equity securities (as defined by section 560 of the 2006 Act) for cash, either pursuant to the authority conferred by resolution 5 or by way of a sale of treasury shares, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:

6.1 the allotment of equity securities in connection with an offer by way of a rights issue:

6.1.1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

6.1.2 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 Board 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

6.2 the allotment (otherwise than pursuant to paragraph 6.1 above) of equity securities up to an aggregate nominal amount of £500,000.

The power granted by this resolution will expire on 6 June 2011 or, if earlier, the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Note:

Resolutions 1 to 5 inclusive will be proposed as ordinary resolutions.

Resolution 6 will be proposed as special resolutions.

By order of the Board

Loizos Yerolemou, Secretary

London 5 May 2010

Registered Office: Crown House, 72 Hammersmith Road, London W14 8TH, United Kingdom

Registered in England and Wales

Company Number 5796787

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Appointment of proxies

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. 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.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
4. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxy using hard copy proxy form

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to the Company at Share Registrars Ltd (Proxies), Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL; and
- received by the Company no later than 5th June 2010 at 2:00 p.m.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

7. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Loizos Yerolemou and Share Registrars Limited.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

8. In order to revoke a proxy instruction you will need to inform the Company using one of the following method:
 - By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited (Proxies), Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

In either case, the revocation notice must be received by the Company no later than 5th June 2010 at 2:00 p.m.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Communication

9. Except as provided above, members who have general queries about the Meeting should email at investors@bestgamesholdings.com (no other methods of communication will be accepted).

You may not use any electronic address provided either:

- in this notice of annual general meeting; or
- any related documents (including the proxy form),

to communicate with the Company for any purposes other than those expressly stated.

BESTGAMES HOLDINGS LIMITED

Annual General Meeting

Proxy Form

NAME OF SHAREHOLDER:

ADDRESS OF SHAREHOLDER:

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Before completing this form, please read the explanatory notes

I /We being a member of the Company appoint the Chairman of the meeting or (see note 3)

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as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on 7 June 2010 at 2:00 pm and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

	For	Against	Abstain
1 To receive and adopt the report of the directors, the financial statements and the report of the auditors for the year ended 31 December 2009.			
2 To receive and approve the directors' remuneration report for the period ended 31 December 2009			
3 To re-appoint Henrik Magnusson			
4 To re-appoint BSG Valentine as auditors of the Company and to authorise the directors to determine their remuneration			
5 To provide the directors with authority to allot shares for a period of one year from the passing of this resolution			

Special Business:

6 To disapply the statutory pre-emption rights for a period of one year from the passing of this resolution in relation to share allotments			
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Signature	Date

Notes to the proxy form

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to Registrars of the Company, at:-
Share Registrars Ltd (Proxies), Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL;
 - received by the Company no later than 5 June 2010 at 2:00pm.
7. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
11. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
12. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
13. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.