THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisor authorised under the Financial Services and Markets Act 2000.

BestGames Holdings Limited

(Incorporated in England and Wales under the Companies Act 1985 with registered no. 5796787)

Directors:	***Registered Office:***
Henrik Magnusson	*316 King, Street*
Loizos Yerolemou	*Hammersmith*
	London, W6 0RR

NOTICE OF ANNUAL GENERAL MEETING ("AGM") TO APPROVE THE ANNUAL ACCOUNTS, RE-APPOINTMENT OF AUDITORS, RE-ELECTION OF DIRECTORS, SALE OF A SUBSIDIARY, CONSOLIDATION OF ISSUED SHARES, CHANGES TO MEMORANDUM AND ARTICLES AND OTHER MATTERS

22 July 2011

To the holders of ordinary shares

Dear Shareholder

You will find on the next pages a notice of an AGM to, inter alia, receive and adopt the Report and Accounts of the Company for the period ended 31 December 2010 (which are enclosed), re-appoint BSG Valentine as auditors of the Company, re-appoint the two existing directors, approve a proposal to sell off a 100% subsidiary and amend the Memorandum and Articles of Association.

Consolidation of Shares

The Board wish to take the necessary corporate action to change the capital structure to comply with the requirements of European Stock Exchanges. It will therefore be necessary to consolidate the share capital of the Company so that each holding of 10 shares of 1p par value will be converted into 1 share of 10p par value (ñConversionò). The end result will be that each shareholder will hold one tenth of the number of shares they previously held, but that their percentage holding in the Company will not change. On the date of the change the price per share on the market can be expected to increase tenfold (subject to market fluctuations). The Board note that most shareholders hold a number of shares divisible by 10, whilst there are a few members whose holdings will produce fractional entitlements following the GM. Such fractional entitlements will be sold in the market and the proceeds will be retained for the benefit of the Company.

Following the passing of such a resolution, notice would be given to the Exchange that the share capital of the Company now satisfies the revised regulations. The rights of the Ordinary Shares following the Conversion will be identical to those before the Conversion. In view of the change to the share structure, there will be a need to issue new share certificates to all shareholders for the reduced number of shares now held. The Board propose that such share certificates will be prepared by the Registrar to be available shortly after the GM. Pursuant to the admission on the Exchange, the Companyôs shares are admitted to CREST. Application will be made for the new number of Ordinary Shares following the Conversion to be admitted to CREST. It is expected that the consolidated Ordinary Shares already held in uncertificated form, i.e. in CREST, will be credited to the relevant CREST accounts on 17 August 2011 and that definitive share certificates in respect of the Ordinary Shares following Conversion previously held in certificated from will be despatched to relevant shareholders by 23 August 2011. No temporary documents of title will be issued. Share certificates in respect of existing Ordinary Shares will cease to be valid on 16 August 2011 and, pending delivery of new Ordinary Shares will be certified against the register. The record date of the capital reorganisation pursuant to the Conversion is 16 August 2011.

Expected timetable of principal events

Despatch of this document	22 July 2011
Latest time and date for receipt of the completed Forms of Proxy to be valid at the General Meeting	11.00 a.m. on 12 August 2011
General Meeting	11.00 a.m. on 16 August 2011

Conversion Record Date	6.00 p.m. on 16 August 2011 (or such later time as the Board (or a duly authorised committee of the Board) may determine)
Cancellation of trading on Exchange of the existing Ordinary Shares	16 August 2011
Conversion becomes effective, and commencement of dealings on Exchange of the Ordinary Shares following conversion	17 August 2011
CREST accounts creditied (where applicable) with Ordinary Shares	17 August 2011
Share Certificates in respect of the Ordinary Shares expected to be despatched by no later than	23 August 2011

Corporate amendments and grant of options

The proposed amendments to the Memorandum and Articles of Association reflect recent changes to the Companies Laws and will give the Directors the continued flexibility to allot new shares without triggering any pre-emptive rights.

The Board in Resolution 10 is seeking approval of the proposed award of options exercisable over up to 250,000 ordinary shares in the Company to each of the two directors exercisable at any time before 31 December 2016 at 10 pence per share. The Board believe this to be in accordance with industry standards and a reasonable reward to incentivise them over the period ahead.

The Board also wishes to set out the background and rationale for their recommendation to sell 100% of the shares in the Companyõs subsidiary, BestPoker.com Limited (ñBestPokerò) to Gaming Media Group Limited (ñGMGò), in exchange for a 10% shareholding in GMG to be issued to the Company, subject to contract and to satisfactory due diligence..

Background to BestPoker Sale Proposal

The challenge faced by small online poker operators like us at present is that:

(a) The growth of the unregulated online poker market in Europe (everywhere outside Italy and France) has fallen dramatically, and is even contracting in some territories, whilst profit margins are also falling due to competition on price (rakeback wars etc.).

(b) As regulated markets open they grow quickly in terms of turnover but have high fixed costs of entry, lower margins (due to higher tax) and are highly competitive, meaning that operators need scale to succeed.

(c) Strong valuations/exits for poker operators and/or networks are still possible (Entraction recently announced that it has sold to IGT for £70m with profits of £0.76m), but without real scale it is increasingly difficult for small operators to attract aggressive valuations.

(d) Due to the commoditized nature of the online gaming industry, scale brings additional advantages including improved deals with providers of gaming software, payment processing services and affiliate sites, as well as the ability to provide players with larger fixed cost promotions to counter-act margin erosion in areas like rake-back and bonuses.

The Company's Situation

Having applied significant resource into building a solid technical infrastructure to date, the Company recently broke into profit (Eurosú153,830 audited for year to 31 December 2010). The cost base has been reduced, and the share of business from outside Europe (Brazil) has been increased to 33.47%, having integrated a strong performing casino (provided by NetEnt). However, in order for the Company to be a success long-term, it needs more scale to enter and compete effectively in the regulating European market. Further, significant revenue or profit growth is very challenging, in the view of the Board, without major re-investment. This is due to the challenges facing the industry as a whole (above), and the following additional challenges facing the Company:

(a) We currently only have a small team in place to manage marketing, CRM, promotions, ops, finance, design, etc.

(b) As a result the core management team is distracted by administrative and day-to-day operational issues, and not able to focus primarily on growing the business.

(c) Our supplier of sportsbook betting services has underperformed, but the cost of replacing with a premium sportsbook provider is too high on our own.

(d) We have relatively small cash reserves to draw on to grow or protect the business in the long term.

(e) We have no unique marketing asset or model to acquire customers.

(f) We are reliant on one supplier for poker and casino.

Gaming Media Group ("GMG")

GMG is a leading European gaming operator with audited revenues of £11.3m and profit before tax of £1.2m for the year ended 31 October 2010. The GMG group has 3 core divisions:

(a) The Poker Channel - the largest TV network in Europe dedicated to gaming, broadcasting to 30m homes in 32 countries across Europe and South America. The Channel provides a unique marketing platform to acquire online gaming customers, with an estimated 2m+ viewers per month, and rights to all the leading formats including the World Series of Poker and High Stakes Poker back catalogues.

(b) PokerHeaven.com - a leading European B2C poker brand, and the 2nd largest operator on the International Poker Network (ñIPNò) after Sporting Bet. Having benefitted from long term brand promotion on the Poker Channel, PokerHeaven is one of the strongest brands for poker in Europe, with a customer database distributed across a wide range of European territories. Having recently acquired Mermaid Gaming Ltd, a leading independent poker operator focused on the Danish market, GMG has expanded its reach significantly in the Danish market, prior to the expected introduction of gaming regulation in the territory later this year.

(c) InTouch Gaming - a leading B2B provider of online gaming services to major media owners and offline/online brands including the Tote, Gaming VC, The Hippodrome Casino, Poker.co.uk.

GMG has 32 full time employees, with its main office in London (25 staff) covering management, finance, marketing, IT, design, operations and sales. Its customer service team is located in Romania (5 staff), and it has other offices in Malta (1) and New York (1). The business also has 6 fulltime and 3 part-time country managers in its core territories. GMG launched in 2005 and is privately owned/managed by an experienced, professional and highly driven management team, who won the industryφs ñRising Starò award in 2009-10 for their work at GMG. The business has been profitable since 2007 and the management team is aiming to grow annual profits of the group to £2m+ within the next 2 years. GMG is focused on passing a good share of its profits to shareholders and has paid out dividends to date of £1.9m. GMG has poker software provided by GTechG2, casino software provided by Cryptologic and GTechG2 (encompassing games from Finsoft, Dynamite Idea, Electracade and Boss Media) and recently agreed terms for the supply of sports-betting software and trading services from Sports Betting Tech.

GMGφs online gaming subsidiary, Gaming Media Marketing, recently acquired 100% of a 3rd party B2C poker room focused on the Danish market, Mermaid Gaming (ñMermaidò), in exchange for equity in Gaming Media Marketing. The acquisition allows GMG to take advantage of forthcoming regulation and expected growth in Denmark. Mermaid achieved unaudited revenues of ú3.6m, and operating profit of ú0.6m, for the 9 months ended 30 September 2010, adding significant profits to GMGφs existing business, prior to expected cost-saving synergies.

Rationale for Sale Transaction

By combining the BestPoker business with GMG, the Board believes that this will lead to overcoming the major challenges that small online gaming businesses face, exploiting significant growth opportunities, and making major cost savings: This ómergerô should provide the following benefits from the combined operation:

(a) With scale licenses can be acquired, where appropriate, to benefit from growth in regulating markets;
(b) Negotiation of improved royalty deals with software providers;
(c) Option to provide our players with a premium traded sportsbook (Sports Betting Tech is supplier to 10Bet), additional casino games, and if necessary an alternative poker network;
(d) Advertising the BestPoker brand/products on the Poker Channel in Europe and S.America;
(e) Combination of fixed cost promotions to reduce pressure on margins;
(f) Removal of administrative and operational burdens from the core management team, to enable them to really focus on growing the business in core markets and make some staff cost savings;

The Board recommends selling 100% of the shares in BestPoker to GMG in exchange for a 10% shareholding in GMG. This percentage has been negotiated taking into account the combined profits of GMG and Mermaid for 2010, and comparing them to BestPoker for the same period, and does not take into account the other upsides GMG is expected to bring in terms of improved affiliate network and television coverage, improved software royalties and product cross-selling, and cash investment in marketing and infrastructure.

The Board believes the net position for shareholders will be much improved as a result of the proposed transaction, with forecast annual profits for the enlarged group of ú2-2.5m by 2012-13, of which ú1-1.5m could potentially be paid out in dividends, subject to GMG board approval, whilst also strengthening the longevity of your investment.

Action to be taken

A form of proxy for use of the AGM is enclosed. Whether or not you propose to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL (telephone +441252 821390, facsimile +441252 719232) as soon as possible, but in any event, to arrive not later than 11.00 a.m. on 12 August 2011, being 48 hours prior to the AGM. Alternatively CREST members who wish to appoint a proxy or proxies via CREST may do so in accordance with the procedures set out in the notice of AGM and the form of Proxy. Completion and return of the form of proxy or appointment of a proxy via CREST will not prevent you from attending the AGM and voting in person if you so wish. On the form also please indicate if you wish to attend the AGM in person.

Recommendation

The Directors strongly recommend you to vote in favour of the Resolutions.

Yours faithfully

Henrik Magnusson
Chief Executive Officer

NOTE: Certain statements in this Document including, but not limited to, estimates and projections of future trends and of the anticipated future performance of the Company, constitute "forward looking statements." Such forward looking statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of the Company, or industry results, to differ materially from any future results, performance or achievements implied by such forward looking statements.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held on 16 August 2011 at 11 a.m. at the registered offices of the Company, 316 King Street, Hammersmith, London W6 0RR for the following purposes:

Ordinary Business

Resolution 1: To receive and adopt the Report and Accounts of the Company for the financial year ended 31 December 2010 together with the Reports of the Directors and Auditors thereon it being noted that the Directors have recommended no dividend be declared for the year ended 31 December 2010.

Resolution 2: To re-appoint BSG Valentine as auditors of the Company to act as such until the conclusion of the next meeting at which the accounts are laid before the Company and to authorise the directors of the Company to fix their remuneration.

Resolution 3: To re-elect as a Director Mr Loizos Yerolemou who retires in accordance with the Company's Articles of Association and offers himself for re-election.

Resolution 4: To re-elect as a Director Mr Henrik Magnusson who retires in accordance with the Company's Articles of Association and offers himself for re-election.

Resolution 5: To approve the proposal to sell 100% of the shares in the Company's wholly owned subsidiary BestPokercom Limited to Gaming Media Group Limited, in exchange for a 10% shareholding in Gaming Media Group Limited.

Special Business

To consider and if thought that fit pass the following resolutions which will each be proposed as a Special Resolution:

Resolution 6: That the limit on the Company's ability to issue shares in the capital of the Company be removed.

Resolution 7: That the share capital of the Company be hereby altered by consolidating each of the issued ordinary shares of £0.01 each into ordinary shares of £0.10 each having the rights set out in the articles of association of the Company, provided that where such consolidation results in any member being entitled to a fraction of a consolidated ordinary share, such fraction shall be aggregated and the directors of the Company be and are hereby authorised to sell (or appoint another person to sell) such fraction on behalf of the relevant member, save that, where the net proceeds of such sale are less than £5.00, the net proceeds of such sale will be retained for the benefit of the Company.

.Resolution 8: That the document submitted to the meeting and for the purposes of identification signed by the chairperson be approved and adopted as the memorandum of association of the Company in substitution for and to the exclusion of the existing memorandum of association.

Resolution 9: That the regulations contained in the document submitted to the meeting and for the purposes of identification signed by the chairperson be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

Resolution 10: To approve the award of options exercisable over 250,000 ordinary shares in the Company to each of the directors exercisable at any time before 31st December 2016 at 10 pence per share.

By order of the Board
Loizos Yerolemou, Chairman and Company Secretary

Registered Office: 316 King Street
Hammersmith, London, W6 0RR
22 July 2011

NOTES:

Eligibility to attend and vote

1. To be entitled to attend and vote at the General Meeting (and for the purpose of determining the number of votes a member may cast), members must be entered on the Register of Members of the Company by 6.00p.m. on 12 August 2011, or, if the General Meeting is adjourned, at 6.00p.m. on the day two days prior to the adjourned meeting.

Appointment of proxies

2. 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 using the procedures set out in these notes and the notes of proxy form.

3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. If you wish your proxy to speak on our 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. The form of Proxy, accompanied by any Power of Attorney under which it is executed (if applicable), must be received by the Company's registrars, Share Registrars, at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey, GU9 7LL, during normal business hours, no later than 11.00a.m. on 12 August 2011 or, if the meeting is adjourned, by no later than 48 hours before the time appointed for the holding of the adjourned General Meeting.

5. 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.

Appointment of proxy by joint members

6. In the case of joint holders, where no 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).

Communication

7. Except as provided above, members who have general queries about the Meeting should contact the Company's registrars.

8. You may not use any electronic address provided either in this notice of general meeting or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the GM 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 a 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 message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCO Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual.

The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent 7RA36 by the latest time(s) for receipt of proxy appointments specified above. 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) from which the issuer's agent 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 CRESTCo Limited 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 a voting service provider(s), to procure that his or her 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 CREST by any particular time. In this connection, 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 Uncertified Securities Regulations 2001.