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If you sell or have sold or otherwise transferred all of your Ordinary Shares in New Media Lottery Services plc, please immediately forward this document, together with the accompanying 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 or otherwise transferred only part of your holding of Ordinary Shares you should retain these documents and consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

The Directors, whose names appear on page 7 of this document, and the Company accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority. The London Stock Exchange has not itself examined or approved the contents of this document. Shareholders should read the whole text of this document.

This document does not constitute a prospectus for the purposes of the Prospectus Rules nor does it comprise an admission document prepared in accordance with the AIM Rules. Accordingly, this document has not been approved by or filed with the Financial Services Authority. This document does not constitute or form part of any offer or invitation to sell or issue or a solicitation of any offer to acquire, purchase or subscribe for shares in any jurisdiction.

New Media Lottery Services plc

(Incorporated and registered in the Republic of Ireland under the Companies Acts 1963-2006 with registered number 410845)

€1,300,000 8% Convertible Loan Agreement, Grant of Warrants over 1,500,000 Ordinary Shares and Issue of 249,350 Ordinary Shares

and

Notice of Extraordinary General Meeting

*Authority to allot Ordinary Shares and
Disapplication of pre-emption rights*

Your attention is drawn to the letter from the Chairman of the Company, which is set out on pages 7 to 10 of this document and which recommends that you vote in favour of the Resolutions to be proposed at the Extraordinary General Meeting.

Notice of an Extraordinary General Meeting of the Company to be held at the offices of Lavelle Coleman, 20 On Hatch, Lower Hatch Street, Dublin 2, Ireland at 11.00 a.m. on 30 June 2008 is set out at the end of this document. Shareholders will find enclosed a Form of Proxy for use in connection with the Extraordinary General Meeting. The Form of Proxy should be completed and executed in accordance with the instructions printed thereon and returned to the Company's registrars, Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland by not later than 11.00 a.m. on 28 June 2008.

The distribution of this document and the accompanying Form of Proxy may be restricted by law and therefore persons into whose possession this document and the accompanying Form of Proxy comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This document does not constitute an offer to sell, or the solicitation of an offer to subscribe for or buy, shares to any person in any jurisdiction to whom or in which such offer or solicitation is unlawful or would impose any unfulfilled registration, publication or approval requirements on the Company. The Ordinary Shares have not been, and will not be, registered under the United States Securities Act 1933, as amended, or under the securities legislation of any state of the United States or under the securities legislations of any province or territory of Canada or of Australia, the Republic of South Africa or Japan. Accordingly, subject to certain exceptions, the Ordinary Shares may not, directly or indirectly, be offered or sold within the United States, Canada, Australia, the Republic of South Africa or Japan or offered or sold to, or for the account or benefit of a person within the United States or a resident of Canada, Australia, the Republic of South Africa or Japan.

IMPORTANT NOTICE

No person has been authorised to make representations on behalf of the Company concerning the EGM, the Convertible Loan Agreement or the Additional Shares which are inconsistent with the statements contained in this document and any such representations, if made, may not be relied upon as having been so authorised.

No person should construe the contents of this document as legal, tax or financial advice, and should consult with their own advisers as to the matters described herein.

The statements contained in this document are made as at the date of this document, unless some other time is specified in relation to them, and service of this document shall not give rise to any implication that there has been no change in the facts set forth in this document since such date. Nothing contained in this document shall be deemed to be a forecast, projection or estimate of the future financial performance of the Company except where otherwise stated.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This document contains certain forward-looking statements with respect to the financial condition, results of operations and businesses of the Company and certain plans and objectives of the Board with respect to them. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements often use words such as "anticipate", "expect", "estimate", "intend", "plan", "goal", "believe", "will", "may", "should", "would", "could", or other words of similar meaning. These statements are based on assumptions and assessments made by the Board in light of their experience and the perception of historical trends, current conditions, expected future developments and other factors they believe appropriate. By their nature, forward-looking statements involve risk and uncertainty, because they relate to events and depend on circumstances that will occur in the future and the factors described in the context of such forward-looking statements in this document could cause actual results and developments to differ materially from those expressed in or implied by such forward-looking statements. Although the Board believe that the expectations reflected in such forward-looking statements are reasonable, they can give no assurance that such expectations will prove to have been correct and you should not place undue reliance on these forward-looking statements which speak only as at the date of this document.

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CONVERTIBLE LOAN AGREEMENT, WARRANTS & ADDITIONAL SHARES SUMMARY STATISTICS

Convertible Loan amount	€1,300,000
Interest rate of Convertible Loan	8 per cent. per annum
Estimated net proceeds of the Convertible Loan	€1,120,000
Maximum repayable pursuant to Convertible Loan (approximately)	€1,600,000
Number of Warrants over Ordinary Shares at 5p per Ordinary Share	1,500,000
Number of Existing Ordinary Shares	24,935,000
Additional Shares to be issued	249,350
Total number of Ordinary Shares in issue following Admission	25,184,350
Maximum Number of new Ordinary Shares that could be issued pursuant to the Convertible Loan Agreement (including Conversion Shares (8,014,118) and Warrant Shares (1,500,000)) and the Additional Shares (249,350)	9,763,468 ¹
Maximum number of new Ordinary Shares that could be issued pursuant to the Additional Authority	10,374,000 ²

EXPECTED TIMETABLE OF KEY EVENTS

Latest time and date for receipt of Forms of Proxy for the Extraordinary General Meeting	11:00 a.m. on 28 June 2008
Extraordinary General Meeting	11:00 a.m. on 30 June 2008
Dealings expected to commence in Additional Shares	4 July 2008

¹This figure is calculated on the basis that 8,014,118 Conversion Shares are issued. This figure of 8,014,118 has been calculated on the basis that the Company is in default and the full amount of the Convertible Loan is outstanding and a conversion price of 15p per Ordinary Share (being the average Conversion Price between 30 May and 3 June 2008). The ultimate maximum depends on the Conversion Price as stipulated under the Convertible Loan Agreement.

² This figure is calculated on the basis that 8,014,118 Conversion Shares are issued as set out in footnote 1.

DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

“Act”	the Companies Act 1963-2006 of Ireland, as amended
“Additional Authority”	authority to allot and disapply pre-emption rights in respect of the allotment of up to 10,672,059 ³ new Ordinary Shares in excess of that required for the allotment of the Additional Shares, Conversion Shares and Warrant Shares
“Additional Authority Shares”	Ordinary shares totaling 10,672,059 ² subject to the Additional Authority
“Additional Shares”	249,350 Ordinary Shares, representing 1 per cent. of the existing issued share capital of the Company, to be issued to KnightsBridge Capital as soon as practicable following the passing of the Resolutions
“1983 Act”	the Companies (Amendment) Act 1983 of Ireland
“Admission”	admission of the Additional Shares to trading on AIM becoming effective in accordance with the AIM Rules
“AIM”	the market of that name operated by the London Stock Exchange
“AIM Rules”	the rules governing admission to and the operation of AIM for AIM companies and their nominated advisers as published by the London Stock Exchange from time to time
“Bloomberg”	means Bloomberg LP, a financial information provider
“Company”	New Media Lottery Services plc, a company incorporated and registered in the Republic of Ireland with company number 410845
“Conversion Price”	means the lower of (i) the Fixed Conversion Price; and (ii) 85 per cent. of the lowest daily closing VWAP as reported by Bloomberg for the five consecutive Trading Days immediately prior to the date on which the Participant issues a Loan Notice
“Conversion Shares”	the Ordinary Shares to be issued and allotted to the Participant in accordance with the terms of the Convertible Loan Agreement
“Convertible Loan”	the €1,300,000 convertible loan to be provided by the Participant to the Company in accordance with the terms and conditions of the Convertible Loan Agreement
“Convertible Loan Agreement”	the agreement dated 6 June 2008 between the Company and the Participant under which the Convertible Loan is to be provided by the Participant to the Company and the Company is to grant to the

³ See footnote 2.
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	Participant the Warrants, details of which are set out in the letter from the Chairman
“CREST”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear UK & Ireland Limited is the operator (as defined in the CREST Regulations) used to facilitate the transfer of title to shares in uncertificated form, enabling title to securities to be evidenced and transferred without a written instrument
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 no. 3755), as amended
“Debenture”	the debenture dated 6 th June entered into between the Company and the Participant pursuant to which the Company grants security in favour of the Participant in respect of the Convertible Loan
“Directors” or “Board”	directors of the Company, whose names are set out on page 6 of this document
“Dresners”	Milton Dresner (non-executive director of the Company) and Joseph Dresner
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at the offices of Lavelle Coleman, 20 On Hatch, Lower Hatch Street, Dublin 2 Ireland at 11.00 a.m. on 30 June 2008, notice of which is set out at the end of this document
“EGM Notice”	the notice convening the EGM which is set out at the end of this document
“Enlarged Share Capital”	the Company’s estimated entire issued share capital following the issue of the Additional Shares and assuming subscription in full for the Conversion Shares and Warrant Shares
“Existing Ordinary Shares”	the Ordinary Shares in issue at the date of this document
“Fixed Conversion Price”	15 pence
“Form of Proxy”	the form of proxy enclosed with this document for use by Shareholders in connection with the EGM
“Loan Notice”	a written notice from the Participant to the Company to convert the Convertible Loan, in whole or in part, into Conversion Shares in accordance with the terms and conditions of the Convertible Loan Agreement
“London Stock Exchange”	London Stock Exchange plc
“Ordinary Shares”	ordinary shares of 2/3p each in the capital of the Company
“Participant”	Trafalgar Capital Specialized Investment Fund, an investment fund in Luxembourg as represented by its general partner, Trafalgar Capital SARL, a corporation organized and existing under the laws of Luxembourg, with its principal place of business at 8-10 Rue Mathias Hardt, BP 3023, Luxembourg L-1030, which expression shall include its successors and assigns
“Resolutions”	the resolutions set out in the EGM Notice at the end of this document
“Shareholders”	holders of Ordinary Shares as at the date of this document

“Trading Day”	any day during which AIM is open for business
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland
“VWAP”	in relation to any Trading Day, the volume weighted average price (as reported by Bloomberg) of the Ordinary Shares on AIM for that Trading Day
“Warrants”	the warrants to be granted to the Participant to subscribe for the Warrant Shares at the Warrant Exercise Price pursuant to the term of the Convertible Loan Agreement
“Warrant Exercise Price”	5p per Warrant Share
“Warrant Shares”	the 1,500,000 Ordinary Shares the Participant has the right to subscribe for at the Warrant Exercise Price pursuant to the terms of the Convertible Loan Agreement

LETTER FROM THE CHAIRMAN OF NEW MEDIA LOTTERY SERVICES PLC

New Media Lottery Services plc

(Incorporated and registered in the Republic of Ireland under the Companies Acts 1963-2006 with registered number 410845)

Directors:

Rt. Honorable Lord Benjamin Mancroft (*Chairman*)
John T. Carson (*Chief Executive*)
Nigel Blythe-Tinker (*Non Executive Director*)
Milton H. Dresner (*Non Executive Director*)
Paula Horan (*Non Executive Director/Secretary*)

Registered Office:

20 On Hatch,
Lower Hatch Street,
Dublin 2.
Ireland.

6 June 2008

To all Shareholders (and for information purposes only, to the holders of options over Ordinary Shares)

Dear Shareholder

**€1,300,000 8% CONVERTIBLE LOAN AGREEMENT, GRANT OF WARRANTS
AND ISSUE OF ADDITIONAL SHARES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

*Authority to allot Ordinary Shares and
disapplication of pre-emption rights*

1. Introduction

The Company announced on 6 June 2008 that:

- it has raised €1.3 million (before expenses) by way of a secured convertible loan from Trafalgar Capital Specialized Investment Fund (the "Participant");
- pursuant to the Convertible Loan Agreement it has granted the Participant the right to subscribe for the Conversion Shares and the Warrant Shares;
- it has become obliged to issue 249,350 Ordinary Shares (the "Additional Shares") to Knightsbridge Capital;
- it proposes to seek authority from Shareholders to allot and disapply pre-emption rights in respect of the allotment of up to 10,672,059⁴ Ordinary Shares ("Additional Authority Shares") in excess of that required for the allotment of the Additional Shares, Conversion Shares and Warrant Shares ("Additional Authority"); and
- it proposes to issue the EGM Notice to shareholders asking them to approve the Resolutions.

It is intended that the net proceeds of the Convertible Loan will be used to fund investment in the growth of the Company and provide funds for working capital requirements. The Additional Authority provide the Directors with flexibility to raise future funds or make acquisitions should suitable opportunities arise.

The Convertible Loan and the grant of Warrants provided for therein, and the allotment of the Additional Shares and the Additional Authority require the Resolutions at the EGM to grant authority to the Board to allot, *inter alia*, the Conversion Shares, the Warrant Shares, the Additional Shares and the Additional Authority Shares and to disapply pre-emption rights which would otherwise apply to the allotment of the Conversion Shares, the Warrant Shares, the Additional Shares and the Additional Authority Shares. Certain Shareholders have irrevocably undertaken to vote in favour of the Resolutions in respect of 20,205,129 Ordinary Shares, representing, in aggregate, approximately 81.03 per cent of the Company's current issued share capital.

The purpose of this document is to explain the background to and reasons for the entry into the Convertible Loan Agreement and issue of the Additional Shares, why the Board considers the Convertible Loan Agreement and issue of the Additional Shares and the right to issue the Conversion Shares and Warrant Shares to be in the best interests of the Company and its Shareholders as a whole and why the Directors recommend that you vote in favour of the Resolutions to be proposed at the EGM.

2. Reasons for the Convertible Loan

⁴ See footnote 2
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The Company has raised €1.3 million (before expenses) through the Convertible Loan. The Company will use the funds to continue its marketing efforts associated with www.rehabbingo.com, www.rehabgames.com and www.lonely.ie. In addition, the new funds will support the Company's projects with Inspired Broadcast Networks, additional contract procurement and ongoing operations.

Sales are continuing to grow on www.rehabbingo.com. In May 2008 the Company launched a complimentary lottery site on behalf of Rehab Lotteries, www.rehabgames.com, which the Company expects will generate revenues in the coming months. The Company's Irish project with Inspired Broadcast Networks is expected to begin generating revenues in the coming months and is anticipated to grow rapidly throughout the remainder of 2008.

3. Convertible Loan Agreement

Pursuant to the Convertible Loan Agreement, the Participant has agreed to lend €1.3 million to the Company. The Convertible Loan, which is to be secured by way of fixed and floating charge over the undertaking and assets of the Company in accordance with the terms and conditions of the Debenture, shall bear interest at the rate of 8 per cent. per annum and shall be repayable by 31 May 2010 in equal monthly installments. Any redemption of the Convertible Loan shall also be subject to a 12.5 per cent. redemption premium in favour of the Participant which shall be payable on the amount of each monthly installment. The maximum amount repayable under the Convertible Loan Agreement (assuming no breaches of the Convertible Loan Agreement) is approximately €1.6 million. The Company is (subject to certain exceptions) entitled at any time to make voluntary cash payments. Such cash payments which are used to discharge any amount of the Convertible Loan still outstanding will also be subject to a redemption premium of 12.5 per cent.

At the option of the Participant, any amounts of the Convertible Loan which remain outstanding to the Participant under the repayment terms of the Convertible Loan Agreement are convertible in whole or in part into Ordinary Shares at the Conversion Price. The Convertible Loan Agreement includes a restriction which provides that, unless the Company is in default, the Participant cannot issue Loan Notices which would result in the Participant holding more than 2.99 per cent. of the entire issued share capital of the Company. This restriction does not apply to the Participant's right to subscribe for the Warrant Shares as set out below. If the Company is in default under the Convertible Loan Agreement and such default entitles the Participant to terminate the Convertible Loan Agreement then the Participant has the option to convert all amounts outstanding into Ordinary Shares. The failure to pass the Resolutions would constitute such default and give the Participant the option to convert all outstanding amounts into Ordinary Shares. The trading of the Ordinary Shares is governed by the Irish Takeover Rules. In the event that the Company is in default (of the type referred to above) under the Convertible Loan Agreement and the Participant exercised its right to convert all amounts outstanding into Ordinary Shares then the Participant may have an aggregate holding of Ordinary Shares representing 30 per cent. or more of the total voting rights in the Company. If this happened the Participant would be required (except with the consent of the Irish Takeover Panel) to make an offer for all of the outstanding Ordinary Shares in the Company.

Pursuant to the Convertible Loan Agreement the Company has also granted the Warrants. The Warrants are exercisable in whole or in part up to 31 May 2010 and entitle the Participant to acquire the Warrant Shares at a price of 5 pence per Ordinary Share. In the event that the Participant does not exercise its right to subscribe for any Warrant Shares the Company shall pay the Participant £60,000.

Any funds received by the Company for the Warrant Shares will provide finance for the working capital requirements of the Company.

If the Participant exercises in whole or in part its right to subscribe for Conversion Shares and/or Warrant Shares the holders of the Existing Ordinary Shares could be materially diluted, the degree of such dilution will depend on the quantum of conversion. For example, if the Participant exercised its rights in full to subscribe for Conversion Shares⁵ and Warrant Shares the resulting enlarged share capital would be increased by 39.16 per cent. to 34,698,468 (assuming only the Additional Shares are included in the pre exercise issued ordinary share capital).

The Conversion Shares and the Warrant Shares will, following issue, rank *pari passu* in all respects with the Ordinary Shares, including the right to receive all distributions declared, paid or made on or after issue.

If and when any Conversion Shares or Warrant Shares are issued, application(s) will be made without delay to the London Stock Exchange for such shares to be admitted to trading on AIM.

4. Additional Shares and Costs

In accordance with an agreement dated 18 March 2008 between the Company and KnightsBridge Holdings, LLC, trading as KnightsBridge Capital, a US registered Limited Liability Company, the Company has agreed to issue the Additional Shares to KnightsBridge Capital in consideration of KnightsBridge Capital arranging the investment by the Participant in the Company. This agreement requires the Company to issue 1 per cent. of its existing issued share capital to KnightsBridge Capital. Given that the existing issued share capital of the Company is currently 24,935,000 Ordinary

⁵ See footnote 2.

Shares, the Company is required to issue 249,350 Ordinary Shares to KnightsBridge Capital.

The Additional Shares will rank *pari passu* in all respects with the Ordinary Shares, including the right to receive all distributions, declared, paid or made on or after issue.

Application will be made following the passing of the Resolutions to the London Stock Exchange for the Additional Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the Additional Shares on AIM will commence at 8.00 a.m. on 4 July 2008.

KnightsBridge Capital is also entitled to a commission payment of 5 per cent. of the total consideration received by the Company for any investments introduced by KnightsBridge Capital to the Company. Therefore the commission payment payable to KnightsBridge Capital for Trafalgar's investment of €1.3 million in the Company will be €65,000.

5. Additional Authority Shares

The Company is seeking authority to allot and disapply pre-emption rights in respect of the allotment of 10,672,058⁶ Ordinary Shares in excess of that required for Additional Shares, Conversion Shares and Warrant Shares ("Additional Authority").

While the Directors have no present intention to allot any Additional Authority Shares this authority would provide them with the flexibility to raise additional funds and to make acquisitions should suitable opportunities arise.

6. Financial Position of the Company

The Company has existing debt owed to New Media Lottery Services, Inc, the majority shareholder of the Company, Comerica Bank and Milton Dresner (a non-executive director of the Company) and Joseph Dresner (the "Dresners"), majority shareholders in New Media Lottery Services, Inc. and, together, holders of 7.23 per cent. of the issued share capital in the Company (collectively the "Debt Providers").

Each of the Debt Providers (other than Comerica Bank) has confirmed to the Company that they will not require repayment of their respective debt noted above prior to the satisfactory payment in full of the Convertible Loan by the Company, subject to certain terms and conditions. In the case of the debt owed to Comerica Bank, Milton Dresner has agreed to guarantee all payments which are required to be made to Comerica Bank (in respect of the existing debt) until satisfactory payment in full of the Convertible Loan, subject to certain terms and conditions.

The proceeds of the Convertible Loan will help finance the Company's short term capital requirements. The Directors believe that the majority shareholders will continue to support the business should the Company require further capital in the foreseeable future.

7. Extraordinary General Meeting

Set out at the end of this document is the notice convening the EGM to be held on 30 June 2008 at the offices of Lavelle Coleman, 20 On Hatch, Lower Hatch Street, Dublin 2 Ireland at 11.00 a.m. at which the Resolutions will be proposed to permit the issue of, *inter alia*, the Conversion Shares, the Additional Shares and the Warrants Shares.

The Resolutions to be proposed at that meeting are, *inter alia*, to empower the Directors to allot equity securities for cash and to do so otherwise than in accordance with the pre-emption provisions under the Act, in connection with the Convertible Loan, the Additional Shares and otherwise.

Resolution 1, which is an ordinary resolution, proposes to grant the Directors the authority, required by section 20 of the 1983 Act, to allot new Ordinary Shares up to an aggregate nominal amount of £136,237. This authority will expire on the earlier of the conclusion of the next annual general meeting of the Company or 15 months from the date of the Resolution and will replace the authority obtained at the annual general meeting held in December 2007.

Resolution 2, which is a special resolution, proposes to grant the Directors authority under section 24 of the 1983 Act to allot, for cash, new Ordinary Shares in an aggregate nominal amount of up to £65,090 in respect of the Convertible Loan Agreement and up to £71,147 otherwise (being approximately 81.96 percent of the existing Ordinary Shares and 45.04 percent of the Enlarged Share Capital), without being required first to offer such securities to shareholders in accordance with statutory pre-emption rights. This authority will expire on the earlier of the conclusion of the next annual general meeting of the Company or 15 months from the date of the Resolution and will replace the authority obtained at the annual general meeting held in December 2007.

⁶ See footnote 2.

8. Action to be taken

Shareholders will find enclosed a reply-paid Form of Proxy for use at the EGM. Whether or not you intend to be present at the EGM, you are requested to complete and sign the Form of Proxy and return it to Company's registrars, Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland, as soon as possible and, in any event, so as to arrive not later than 11.00 a.m. on 28 June 2008. Unless the Form of Proxy duly completed in accordance with the instructions printed thereon is received by this date and time, it will be invalid. The completion and return of a Form of Proxy will not preclude you from attending the EGM and voting in person if you so wish.

9. Documents Available

Copies of this document and the following listed documents may be inspected at the Company's registered office at 20 On Hatch, Lower Hatch Street, Dublin 2, Ireland during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) for one month from the date of this document:

- Convertible Loan Agreement
- Debenture
- Agreement between the Company and KnightsBridge Capital

10. Recommendation

The Directors consider that the ability of the Company to issue the Additional Shares, the Conversion Shares and the Warrant Shares is in the best interests of the Company and its Shareholders as a whole. Accordingly, your Directors unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the EGM. Milton H. Dresner is a director of the Company and a director and controlling shareholder in New Media Lottery Services, Inc. which has a shareholding in the Company of 20,205,129 Ordinary Shares. New Media Lottery Services, Inc. has irrevocably undertaken to vote in favour of the Resolutions in respect of its beneficial shareholding, which represents approximately 81.03 percent of the existing issued share capital of the Company.

Yours faithfully

Benjamin Mancroft - Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

NEW MEDIA LOTTERY SERVICES PLC

(Incorporated and registered in the Republic of Ireland under the Companies Acts 1963-2006 with registered number 410845)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at the offices of Lavelle Coleman, 20 On Hatch, Lower Hatch Street, Dublin 2, Ireland on 30 June 2008 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions 1 will be proposed as an ordinary resolution and resolution 2 will be proposed as a special resolution:

ORDINARY RESOLUTION

1. THAT the directors of the Company (“Directors”) be and are hereby generally and unconditionally authorised for the purposes of section 20 of the Companies (Amendment) Act 1983 (the “1983 Act”) to allot and make offers and agreements to allot relevant securities as defined in that section up to an aggregate nominal amount of £136,237 provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution or 15 months after the date of this resolution (if earlier) unless renewed or extended prior to such time except that the Company may before the expiry of such period make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This authority is to replace any existing like authority, which, save in respect of existing but unexercised offers or agreements which would or might require relevant securities to be allotted, is hereby revoked with immediate effect.

SPECIAL RESOLUTION

2. THAT subject to the passing of resolution 1 above, the Directors be and are hereby empowered pursuant to sections 23 and 24 of the 1983 Act to allot equity securities (as defined in section 23 of the 1983 Act) as if section 23(1) of the 1983 Act did not apply to any such allotment (all previous such authorities being hereby revoked) provided that the power conferred by this resolution shall be limited:
 - (a) to the allotment of equity securities up to an aggregate nominal amount of £65,090 in connection with the Convertible Loan Agreement as defined in the circular of the Company to its shareholders dated 5th June 2008, and
 - (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £71,147.

and shall expire at the conclusion of the next annual general meeting of the Company after the date of passing of this Resolution or 15 months after the date of passing of this Resolution (if earlier) unless renewed or extended prior to such time except that the Company may, before the expiry of any power contained in this resolution, 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 as if the power conferred hereby had not expired.

Dated: 6 June 2008

Registered office:
20 On Hatch
Lower Hatch Street,
Dublin 2

By Order of the Board

Paula Horan
Secretary

Notes:

- (1) A member entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and, on a poll, to vote instead. A proxy need not be a member of the Company. Completion and return of a form of proxy will not preclude a member from attending and voting at the meeting or any adjournment thereof in person.
- (2) A Form of Proxy is enclosed and, to be valid, must be lodged at the offices of the Company's registrars, Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland not later than 48 hours before the time appointed for the meeting or for any adjournment thereof together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a notorially certified or office copy of such power or authority.
- (3) The Company specifies, pursuant to Regulation 14 of the Irish Companies Act 1990 (Uncertified Securities) Regulations 1996 and Regulation 41 of the Uncertificated Securities Regulations 2001, that only those shareholders entered in the register of members of the Company at 5.00 p.m. on 28 June 2008 shall be entitled to attend and vote at the meeting in respect of the number of Ordinary Shares registered in their respective names at that time. Changes to entries in the register of members after 5.00 p.m. on 28 June 2008 shall be disregarded in determining the right of a person to attend and vote at the meeting. If the meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original meeting, that time will also apply for the purpose of determining the entitlement of members to attend and vote at the adjourned meeting. If, however, the meeting is adjourned for a longer period then, to be entitled, members must be entered on the register of members at the time which is 48 hours before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.
- (4) In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy but the vote of the first named on the Register of Members of the Company will be accepted to the exclusion of the other joint holder.
- (5) A copy of the Convertible Loan Agreement, the Debenture and the KnightsBridge Capital Agreement are available for inspection at the

registered office of the Company during normal business hours on each weekday (public holidays excluded) and at the place of the Extraordinary General Meeting for fifteen minutes prior to and during the meeting.

New Media Lottery Services Plc

Form of Proxy

for use at the Extraordinary General Meeting to be held at 11 a.m. on 30 June 2008 at 20 On Hatch, Lower Hatch Street, Dublin 2

Please insert full name(s) and address(es) in BLOCK CAPITALS

I/We.....
of.....
being a member of the above-named Company, hereby appoint the Chairman of the meeting or (see note 4)
.....
of

as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at 11 am on **30 June 2008** and at any adjournment thereof.

I/We direct the proxy to vote on the resolutions as follows:

Ordinary Resolutions	For	Against	Abstain
1. To authorise the directors of the Company to allot relevant securities in the circumstances set out in the notice of the Extraordinary General Meeting.			
Special Resolutions	For	Against	Abstain
2. To authorise the directors of the Company to allot equity securities in the circumstances set out in the notice of the Extraordinary General Meeting.			

Please indicate how you wish to vote with a tick in the appropriate box. If no indication is given, your proxy will be deemed to have the authority to vote or abstain at his/her discretion.

Signature..... Dated.....2008

Notes:

1. To be valid this form, duly completed, must be received at the office of the Company's registrars, Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland or by hand to Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland by 11 a.m. on 28 June 2008. The form must be signed. If someone else signs the form on your behalf you or that person must send the power of attorney or other written authority under which it is signed to the address overleaf.
2. A corporation must execute this form either under its common seal or under the hand of two directors or one director and the secretary or under the hand of an officer or attorney duly authorised in writing.
3. This form enables you to instruct your proxy how to vote in the event of a poll on the resolutions to be proposed at the meeting. Please indicate with a tick how you wish to vote. If you do not indicate how you wish to vote, the proxy will vote or abstain from voting as they think fit.
4. The appointment of the Chairman as proxy has been included for convenience. If you wish to appoint any other person or persons as proxy or proxies delete the words "Chairman of the meeting" and add the name and address of the proxy or proxies appointed. A proxy need not be a member of the Company. If you do delete such words and you appoint a proxy or proxies, the Chairman shall not be entitled to vote as proxy. If you appoint more than one person to act as proxy the number of shares in respect of which each such proxy is to vote must be specified. If the absence of any specific direction, a proxy shall be deemed to be entitled to vote in respect of all the shares in the relevant holding.
5. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated and the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the named stand in the register of members in respect of the shares.
6. Returning the form of proxy will not prevent you from attending the meeting and voting in person.