

**NEW MEDIA LOTTERY SERVICES
PUBLIC LIMITED COMPANY**

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of the Company will be held at the offices of Lavelle Coleman, **51/52 Fitzwilliam Square, Dublin 2, Republic of Ireland**

on the **12th day of December 2007 at 1.00 pm**

for the purposes of considering and, if thought fit, passing the following resolutions which in the case of resolution numbers 1 to 9 will be proposed as ordinary resolutions and, in the case of resolutions 10 and 11 will be proposed as special resolutions.

Ordinary Business

1. To receive and adopt the accounts of the Company for the period ended 30th April 2007 together with the reports of the directors and the auditors thereon.
2. To receive and adopt the directors' Remuneration Committee Report for the period ended 30th April 2007.
3. To re-elect John T. Carson, who retires in accordance with article 93 of the Company's articles of association, as a director of the Company.
4. To re-elect Joseph Dresner, who retires in accordance with articles 93 of the Company's articles of association, as a director of the Company.
5. To re-elect Milton Dresner, who retires in accordance with article 93 of the Company's articles of association, as a director of the Company.
6. To re-elect Paula Horan, who retires in accordance with article 93 of the Company's articles of association, as a director of the Company.
7. To re-elect Benjamin Lloyd Stormont Mancroft, who retires in accordance with article 93 of the Company's articles of association, as a director of the Company.
8. To re-appoint Ernst & Young as auditors of the Company until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the directors to agree their remuneration.
9. **THAT** in substitution for any existing authorities:

- (a) in accordance with section 20(1) of the Companies (Amendment) Act 1983 (the “ **1983 Act**”) the directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities within the terms of the following restrictions and provisions, namely:
 - (i) this authority shall (unless previously revoked, varied or renewed by the Company in general meeting) expire 15 months after the date of passing of this resolution or at the conclusion of the next annual general meeting of the Company whichever first occurs, and
 - (ii) this authority shall be limited to the allotment of relevant securities up to an aggregate nominal amount of £54,555; and
- (b) for the purpose of sub-paragraph (a) above:
 - (i) the said power shall allow and enable the directors to make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired; and
 - (ii) words and expressions defined in or for the purpose of Part III of the 1983 Act shall bear the same meaning herein.

Special Business

10. **THAT** in substitution of any existing authorities:

- (a) conditionally upon the passing of resolution 9 above and in accordance with section 25 of the Act, the directors be and are hereby given power to allot equity securities pursuant to the authority conferred by resolution 9 above as if section 23(1) of the 1983 Act did not apply to any such allotment

PROVIDED THAT:

- (i) the power hereby granted shall be limited:
 - (aa) to the allotment of equity securities in connection with or pursuant to an offer by way of rights to the holders of shares in the Company and other persons entitled to participate therein, in the proportion (as nearly as may be) to such holders’ holdings of such shares (or, as appropriate, to the number of shares which such other persons are for these purposes deemed to hold) subject only to such exclusions or other arrangements as the directors

may feel necessary or expedient to deal with fractional entitlements or the regulations or requirements of any recognised regulatory body in any territory;

(bb) to the grant of options to subscribe for shares in the Company, and the allotment of such shares pursuant to the exercise of options granted, under the terms of any share option scheme adopted or granted by the Company; and

(cc) to the allotment of equity securities, otherwise than pursuant to sub-paragraphs (aa) to (bb) above, up to an aggregate nominal value of £16,366 ;

(ii) the power hereby granted shall expire (unless previously revoked, varied or renewed in general meeting) 15 months after the date of passing of this resolution or at the conclusion of the next annual general meeting of the Company whichever first occurs; and

(b) for the purpose of sub-paragraph (a) above:

(i) the said power shall allow and enable the directors to make an offer or agreement before the expiry of the said power which would or might require equity securities to be allotted pursuant to such offer or agreement as if the power conferred herein had not expired; and

(ii) words and expressions defined in or for the purpose of Part III of the 1983 Act shall bear the same meaning herein.

11. **THAT** the Company be and is generally and unconditionally authorised for the purposes of section 215 of the Companies Act 1990 (“the **1990 Act**”) to make one or more market purchases (within the meaning of section 212(b) of the 1990 Act) of ordinary shares of $\frac{2}{3}p$ each in the capital of the Company (“Ordinary Shares”) **PROVIDED THAT:**

(a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 3,682,500;

(b) the minimum price which may be paid for each Ordinary Share is $\frac{2}{3}p$

(c) the maximum price which may be paid for each ordinary Share is not more than 5 per cent above the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is purchased; and

(d) the authority hereby conferred shall expire 15 months after the date of the passing of this resolution or at the conclusion of the next annual general

meeting of the Company whichever first occurs (except in relation to the purchase of Ordinary Shares the contract for which was concluded before such date and which would or might be executed wholly or partly after such date unless such authority is renewed prior to such time).

By order of the Board:
Paula Horan
Company Secretary

Registered Office:
51/52, Fitzwilliam Square
Dublin 2

19th November, 2007

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and, on poll, to vote instead of him/her. A proxy need not be a member of the Company.
2. A form of proxy is provided with this notice and instructions for use are shown on the form. To be valid, completed forms must be received at the office of the Company's registrars Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandiford Industrial Estate, Dublin 18 not less than 48 hours before the time fixed for the meeting. Deposit of the form of proxy will not prevent a member from attending the meeting and voting in person.
3. The following documents 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 Annual General Meeting for 15 minutes prior to and during the meeting:
 - (a) the register of directors' interest (and their families) in shares of the Company;
 - (b) copies of directors' service contracts (other than contracts expiring or determinable by the Company in less than one year).
4. The Company specifies, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, that only those shareholders registered in the register of members of the Company at 1.00 p.m. on **12th December 2007** shall be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their respective names at the time. Changes to entries on the register after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

**NEW MEDIA LOTTERY SERVICES
PUBLIC LIMITED COMPANY**

Form of Proxy

for use at the Annual General Meeting to be held at 1.00 p.m. on 12th December 2007 at the offices of Lavelle Coleman, 51/52 Fitzwilliam Square, Dublin 2, Republic of Ireland

I/We.....

(BLOCK CAPITALS PLEASE)

of.....

being holder(s) of Ordinary Shares of $\frac{2}{3}$ p each of the above-named Company, hereby appoint the Chairman of the meeting or (see note 4)

.....

As my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 1.00 pm on **12th December, 2007** and at any adjournment thereof.

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

Ordinary Resolutions	For	Against	Abstain
1. To receive and adopt the accounts of the Company for the period ended 30th April 2007 together with the reports of the directors and the auditors thereon.			
2. To receive and adopt the directors' Remuneration Committee Report			
3. To re-elect John T. Carson, who retires in accordance with article 93 of the Company's articles of association, as a director of the Company.			
4. To re-elect Joseph Dresner, who retires in accordance with article 93 of the Company's articles of association, as a director of the Company.			
5. To re-elect Milton Dresner, who retires in accordance with article 93 of the Company's articles of association, as a director of the Company.			
6. To re-elect Paula Horan, who retires in accordance with article 93 of the Company's articles of association, as a director of the Company.			
7. To re-elect Benjamin Lloyd Stormont Mancroft who retires in accordance with article 93 of the Company's articles of association, as a director of the Company.			
8. To re-appoint Ernst & Young as auditors of the Company until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the directors to agree their remuneration.			
9. To authorise the directors of the Company to allot relevant securities in the circumstances set out in the			

notice of the Annual General Meeting.			
Special Resolutions			
10. To authorise the directors of the Company to allot equity securities in the circumstances set out in the notice of the Annual General Meeting.			
11. To authorise the Company to purchase its own shares.			

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.....2007

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, Sandiford Industrial Estate, Dublin 18 by 1.00 p.m. on 10 December 2007. 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.