

GVC HOLDINGS PLC

(the "Company")

FORM OF PROXY

FOR USE AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY

(PLEASE READ THE NOTICE OF EGM AND THE NOTES BELOW AND THEN COMPLETE IN BLOCK CAPITALS)

I/We of

Being a shareholder of the Company hereby appoint the Chairman of the Meeting or (see note 3)

as my/our proxy to attend, represent and vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at 10.30 a.m. on 15 December 2015 at the offices of DQ Advocates Ltd, The Chambers, 5 Mount Pleasant, Isle of Man IM1 2PU and at any adjournment thereof ("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.

PLEASE CLEARLY MARK THE BOX BELOW TO INSTRUCT YOUR PROXY HOW TO VOTE.

ORDINARY RESOLUTIONS	FOR	AGAINST	WITHHELD
1. To approve the acquisition of bwin.party digital entertainment plc.			
2. The Directors be authorised to increase the authorised share capital of the Company available for issue from 80,000,000 GVC Shares of €0.01 each to 350,000,000 GVC Shares of €0.01 each by the creation of 270,000,000 additional GVC Shares of €0.01 each, ranking <i>pari passu</i> with the existing ordinary shares in the capital of the Company.			
3. The Directors be authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into such shares up to an aggregate nominal amount of €2,307,506.27, which authority shall be in addition to the existing authority already conferred and shall expire (unless previously revoked or varied by the Company in general meeting) on the conclusion of the next annual general meeting of the Company or the date 15 months from the date of passing of this resolution, whichever is the earlier.			
4. To approve the terms of the Company's 2015 Long Term Incentive Plan.			
SPECIAL RESOLUTIONS			
5. The Directors be authorised to allot and issue shares of €0.01 each in the capital of the Company for cash in respect of the Placing Shares, the Subscription Shares and the Consideration Shares as if Article 5.2 of the Articles of Association of the Company did not apply to such allotment, such power to be subject to the continuance of the authority conferred by Resolution 3 and to expire on the conclusion of the next annual general meeting of the Company or the date 15 months from the date of passing of this resolution, whichever is the earlier.			
6. The Articles of Association of the Company be amended so that Article 4 reads as follows: "Unless the Company shall by resolution otherwise direct, the amount of share capital of the Company available for issue is €3,500,000 divided into 350,000,000 ordinary shares of €0.01 each."			

Dated2015

Signature

Notes:

- As a member of the Company entitled to attend and vote at the Meeting, 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.
- 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.
- 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 space provided. 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.
- 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. To appoint more than one proxy, additional proxy form(s) may be obtained from the Company's registered agent Kelladale Limited at 32 Athol Street, Douglas, Isle of Man IM1 1JB.
- To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. 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.
- To appoint a proxy using this form, the form must be:
 - Completed and signed;
 - Sent or delivered to Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4TU;and
 - Received by Capita Asset Services by no later than 10.30 a.m. on 11 December 2015.
- 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.
- 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.
- 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).
- 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.
- Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual.