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If you have sold or otherwise transferred all of your shares in GVC Holdings PLC, you should immediately send this document, together with the accompanying form of proxy, to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

GVC HOLDINGS PLC

(Incorporated in the Isle of Man with Registered No. 004685V)

Directors:

Lee Feldman (Non-Executive Chairman)
Kenneth Alexander (Chief Executive Officer)
Richard Cooper (Group Finance Director)
Stephen Morana (Independent Non-executive Director)
Karl Diacono (Independent Non-executive Director)
Peter Isola (Independent Non-executive Director)
Norbert Teufelberger (Non-executive Director)

Registered Office:

32 Athol Street
Douglas
Isle of Man
IM1 1JB

30 April 2016

TO: *Shareholders and (for information purposes only) option holders of GVC Holdings PLC (the "Company")*

Dear Sir or Madam

Notice of Annual General Meeting

I have pleasure in enclosing with this letter the notice of the Company's 2016 Annual General Meeting, together with the Company's audited annual report and accounts for the year ended 31 December 2015.

The Company's Annual General Meeting will be held on 24 May 2016 at 11.00 a.m. at The Chambers, 5 Mount Pleasant, Douglas, Isle of Man, IM1 2PU. The notice convening the meeting is set out at the end of this document, however, I would like to take this opportunity to explain to you the effect of the resolutions to be transacted at the meeting.

A. The Resolutions

Resolution 1 – To receive the Company's 2015 annual report and audited accounts (ordinary resolution)

The Company's directors are required to present the Company's annual report and audited accounts for the year ended 31 December 2015 to the Company's shareholders.

Resolution 2 – The re-appointment of the Auditor (ordinary resolution)

It is proposed by the directors that Grant Thornton UK LLP be re-appointed as the auditor of the Company until the date of the 2017 Annual General Meeting of the Company and that the directors of the Company be authorised to fix the remuneration of the auditors as they see fit.

Resolutions 3 – Director retiring by rotation and seeking re-election (ordinary resolution)

The Company's articles of association (the "Articles") require one third of the directors continuing to serve since the last annual general meeting to retire by rotation and seek re-election. Consequently, Richard Cooper shall retire by rotation as a director and is standing for re-election. Richard's biography is set out in the Appendix to this letter.

Resolution 4, 5 and 6 – Re-election of newly appointed directors (ordinary resolutions)

Since the 2015 Annual General Meeting, Peter Isola, Stephen Morana and Norbert Teufelberger have been appointed to the Company's board as non-executive directors. Under the Articles each of these individuals is required to seek re-election by the Company's shareholders. Biographies for these directors are set out below in the Appendix to this letter.

Resolution 7 – Authority to increase the Company's share capital (ordinary resolution)

The directors are currently authorised to issue up to 350,000,000 ordinary shares of €0.01 each ("Shares"). As at the date of this document the Company has in issue 291,819,949 Shares. In order to avail itself of the standard allotment authority detailed below, it is proposed to increase this so that the share capital available will be €5,000,000 divided into 500,000,000 Shares of €0.01 each.

Resolution 8 – Power of directors to allot shares (ordinary resolution)

The directors' current authority to allot Shares or grant rights over Shares expires at the 2016 Annual General Meeting. It is therefore proposed to renew this allotment authority. The Investment Association (the "IA") has issued guidelines on authority to allot shares which states that IA members will permit, and treat as routine, resolutions seeking to allot shares representing approximately one-third of the number of ordinary shares in issue. In addition, IA members will treat as routine a request for authority to allot shares representing approximately two-thirds of the number of ordinary shares in issue provided that the additional one-third is only used to allot shares pursuant to a pre-emptive rights issue. Accordingly, the authority in Resolution 8, paragraph (a) will allow the directors to allot Shares or grant rights to subscribe for, or convert any security into, Shares in any circumstances up to a maximum aggregate nominal amount of €875,450, representing approximately one-third of the Company's issued ordinary share capital as calculated as at 30 April 2016 (being the latest practicable date prior to publication of this document). The authority in Resolution 8, paragraph (b) will allow your directors to allot Shares or grant rights to subscribe for, or convert any security into, Shares in connection with a pre-emptive rights issue up to a further maximum aggregate nominal amount of €875,450, representing approximately one-third of the Company's issued share capital as calculated as at 30 April 2016. The authority proposed under resolution 8 is subject to the passing of resolution 7 and will expire at the conclusion of the 2017 Annual General Meeting or, if sooner, 15 months after the date of the passing of the resolution. The directors have no present intention of exercising this authority, however, it is considered prudent to maintain the flexibility that this authority provides. The directors intend to renew this authority annually.

Resolution 9 – Disapplication of pre-emption rights (special resolution)

Under the Articles, when new Shares are proposed to be issued for cash, other than in connection with an employee share option plan, they must first be offered to existing shareholders pro-rata to their holdings. There may be occasions, however, when it is in the Company's interests for the directors to have the flexibility to finance business opportunities by the issue of Shares for cash without a fully pre-emptive offer to the Company's existing shareholders. It is therefore proposed to grant the directors power to allot Shares for cash without such securities first being required to be offered to existing shareholders, subject to certain conditions. Resolution 9 will, if passed, give the directors power to allot Shares pursuant to the authority granted in Resolution 8 for cash or to sell any shares the Company might hold in treasury without complying with the pre-emption rights in the Articles and is proposed as a special resolution. In accordance with the relevant investor guidelines, this power will permit the directors to allot and issue Shares for cash free from pre-emption rights, other than in connection with a rights issue or any other pre-emptive offer concerning equity securities, up to a nominal value of €145,900, representing approximately 5% of the Company's issued share capital as at 30 April 2016. The power conferred by this resolution will expire at the conclusion of the Annual General Meeting or, if sooner, 15 months after the date of the passing of this resolution. The directors have no immediate plans to make use of this authority

Resolution 10 – Amendment to the Articles regarding authorised share capital (special resolution)

If resolution 7 is passed, it is proposed to update the Company's Articles to reflect the change in share capital.

Resolution 11 – Amendment to the Articles regarding pre-emption rights (special resolution)

The Company's Articles currently confer rights of pre-emption on its shareholders. These are set out at Article 5.2 of the Articles. The effect of such rights is that, unless the Company directs otherwise by special resolution, any unissued Shares in the capital of the Company that are allotted for cash must first be offered to existing shareholders pro-rata to their existing holdings. The pre-emption rules in the Articles do not apply to the allotment of Shares for a consideration other than cash nor do they apply to the allotment of Shares in connection with employee share option plans. At resolution 11, the Company proposes to retain pre-emption rights in its Articles, but to take the opportunity at the annual general meeting to revise them to ensure that such rights are consistent with the requirements of the Financial Conduct Authority's Listing Rules 9.3.11R and 9.3.12R.

Resolution 12 – Amendment to the Articles regarding directors' Fees (special resolution)

Article 94 of the Articles provides that the fees paid to the non-executive directors shall not exceed £600,000 per annum. Since 2 February 2016 the Company has appointed three additional non-executive directors to the board of directors. The total aggregate fees per annum are now approximately £565,000. In order to give the board sufficient flexibility to appoint a further non-executive director should they deem this necessary, it is proposed to increase the £600,000 limit to £750,000.

B. Action To Be Taken

Shareholders will find enclosed with this document a Form of Proxy for the Annual General Meeting. Whether or not you intend to be present at the meeting, you are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed on it. The Form of Proxy should be returned to Capita Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and, in any event, so as to arrive not later than 11.00 a.m. on 22 May 2016. The completion and return of a form of proxy will not preclude you from attending the meeting and voting in person should you wish to do so.

C. Recommendation

The directors recommend that you vote in favour of all the resolutions as they intend to do in respect of their own shareholdings, other than in respect of those matters in which they are interested. As at the date of this document, directors' own aggregated shareholdings stand at 5,800,441 plus those of their spouses of 648,333, which together amount to 6,448,774 ordinary shares representing approximately 2.21 per cent of the present issued share capital of the Company.

Yours faithfully

Lee Feldman

Executive Chairman

Documents for Inspection

The following information, which is available for inspection during normal business hours at the registered office of the Company on any weekday (Saturdays and public holidays excepted) from the date of this notice until the date of the Annual General Meeting, will also be available for inspection at the place of the Annual General Meeting for a period of 15 minutes prior to the meeting and until the conclusion of the meeting:

- Current Memorandum and Articles of Association of the Company
- Copies of service contracts and letters of appointment of the directors of the Company
- The Company's signed annual report and accounts for the year ended 31 December 2015
- Register of members of the Company

Appendix – Director Biographies

Richard Cooper (age 55): Group Finance Director

Richard Cooper joined GVC in December 2008 as Group Finance Director. He spent the early part of his career in the financial markets where he was Finance Director at the principal UK subsidiary of the Tullett and Tokyo Group (a forerunner of Tullett Prebon plc) and Chief Financial Officer at Fidelity Brokerage. He then undertook a number of restructuring roles, including working as Finance Director at Patsystems Group plc, a financial software company. In early 2005 he became a founder director of Trident Gaming plc which bought, developed and then sold the Gamebookers business. He is a member of the Institute of Chartered Accountants in England and Wales, having trained and qualified with Saffery Champness in London.

Peter Isola (age 57): Independent Non-executive Director and a member of the Audit, Nominations and Remuneration Committees

Peter Isola joined the GVC Board on 2 February 2016 and is as an expert in gaming law and regulation with experience advising numerous e-commerce clients. Peter is a Gibraltarian and is domiciled in Gibraltar. Peter currently holds non-executive directorships at numerous respected Gibraltar businesses including Gibraltar International Bank Limited, Hercules Fund PCC Limited and Callaghan Insurance Brokers Limited, all regulated by the Gibraltar Financial Services Commission. Since 2007 Peter has been a Senior Partner at his own law firm Isolas in Gibraltar and was initially called to the Bar of England and Wales and the Gibraltar Bar in 1982. Peter is renowned in his sector and is currently a member of the Honourable Society of the Inner Temple and a Council Member of The Gibraltar Bar Council.

Stephen Morana (age 45): Independent Non-executive Director, Chairman of the Audit Committee and a member of the Nominations and Remuneration Committees

Stephen Morana joined the GVC Board on 2 February 2016 and is widely recognised for his e-commerce expertise, particularly as a specialist in the online gaming sector having spent ten years as part of the management team at Betfair plc. Stephen joined Betfair in 2002, becoming Chief Financial Officer in 2006 and also served as Interim Chief Executive Officer in 2012. Prior to Betfair, he held a number of senior finance positions, including at Sapient, the Nasdaq listed technology innovator. Stephen brings to the Board a wealth of experience in e-commerce operations through his current position as Non-Executive Director of boohoo.com. Stephen was until recently Chief Financial Officer of Zoopla Property Group Plc, the FTSE250 digital media business, which he joined in 2013 and helped float in 2014. Stephen is a member of the Institute of Chartered Accountants in England and Wales and an alumnus of the executive management programme at INSEAD.

Norbert Teufelberger (age 51): Non-executive Director

Norbert Teufelberger joined the GVC Board on 2 February 2016, having been involved in the global casino and gaming industry since 1989. He is also a special advisor to Fast Forward Innovations Limited, an AIM listed company investing in innovative technologies. Norbert has occupied key positions with Casinos Austria, was a consultant to the Novomatic Group of companies and co-founded a land based casino company currently listed on the Nasdaq Capital Market and on the Prime Market of the Vienna Stock Exchange. Norbert joined the GVC Board from bwin.party digital entertainment plc (“bwin”) following the acquisition in February 2016, having been Chief Executive Officer of bwin since 2001. He joined bwin in September 1999 and was instrumental in drawing up the initial business plan of the company and the subsequent structuring and preparation for its public listing. He holds a Masters in Business Administration from the University of Economics and Business Administration in Vienna.

THE ISLE OF MAN COMPANIES ACT 2006
NOTICE OF ANNUAL GENERAL MEETING

of

GVC HOLDINGS PLC
(the “Company”)

Notice is hereby given that the 2016 Annual General Meeting of the Company will be held on **24 May 2016 at 11.00 a.m. at The Chambers, 5 Mount Pleasant, Douglas, Isle of Man, IM1 2PU** for the purpose of considering and, if thought fit, passing the following resolutions, resolutions 1 to 8 proposed as ordinary resolutions and resolutions 9 to 12 proposed as special resolutions:

Ordinary Business

1. To receive and adopt the Company’s consolidated annual report and audited accounts together with the Company’s audited accounts for the year ended 31 December 2015, together with the Directors’ and Auditor’s reports thereon.
2. To re-appoint Grant Thornton UK LLP as auditor to the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid before the shareholders and to authorise the Directors to fix the remuneration of the auditor.
3. To re-elect Richard Cooper who was appointed by the Board and retires pursuant to article 85 of the Company’s Articles of Association (the “Articles”) and who, being eligible, offers himself for re-election as a Director.
4. To re-elect Peter Isola who was appointed by the Board and retires pursuant to article 80 of the Company’s Articles and who, being eligible, offers himself for re-election as a Director.
5. To re-elect Stephen Morana who was appointed by the Board and retires pursuant to article 80 of the Company’s Articles and who, being eligible, offers himself for re-election as a Director.
6. To re-elect Norbert Teufelberger who was appointed by the Board and retires pursuant to article 80 of the Company’s Articles and who, being eligible, offers himself for re-election as a Director.
7. THAT, the share capital available for issue in the Company be increased from 350,000,000 ordinary shares of €0.01 each in the Company (“Shares”) to €5,000,000 divided into 500,000,000 Shares of €0.01 each.
8. THAT, pursuant to and for the purposes of, article 5.1 of the Articles, the Directors be and are generally and unconditionally authorised to exercise all the powers of the Company to allot:
 - (a) Shares and to grant rights to subscribe for or to convert any security into Shares in the Company up to a maximum aggregate nominal amount of €875,450; and
 - (b) up to a further maximum aggregate nominal amount of €875,450 in connection with a rights issue,

provided that the authority conferred by this resolution shall expire at the conclusion of the next annual general meeting of the Company or, if shorter, 24 August 2017 but so that the Company may, before such expiry, make offers or agreements which would or might require Shares to be allotted or rights to subscribe for or convert securities into Shares to be granted after such expiry and the Directors may allot Shares or grant rights to subscribe for or convert pursuant to any such offer or agreement as if this authority had not expired, where “rights issue” means an offer to:

- i. holders of Shares in proportion (as nearly as practicable) to the respective number of Shares held by them; and
- ii. holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or by virtue of shares being represented by depositary receipts or any other matter.

Special Business

9. THAT, subject to and conditional on the passing of resolution number 8, the Directors be empowered, pursuant to article 5.2 of the Articles, to allot Shares for cash pursuant to the authority conferred by resolution number 8 or in circumstances where the allotment constitutes an allotment of Shares as defined in the Articles or by way of a sale of treasury shares, in each case disapplying the provisions of Article 5.2 provided that this power is limited to:

- (a) the allotment of Shares (or sale of treasury shares) in connection with an offer of such Shares by way of a rights issue (as defined in resolution number 8) or open offer or any other pre-emption offer that is open for acceptance for a period determined by the Directors to the holders of Shares in proportion (as nearly as practicable) to the respective number of Shares held by them, and, if applicable, to the holders of any other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities, subject in each case to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or by virtue of share being represented by depositary receipts or any other matter; and
- (b) the allotment of Shares (or sale of treasury shares) (otherwise than pursuant to paragraph 9(a) above), with an aggregate nominal value of €145,900,

and provided also that the power conferred by this resolution shall expire at the earlier of the conclusion of the next Annual General Meeting of the Company or, if shorter, 24 August 2017 save that the Company may, before such expiry, make offers or agreements which would or might require Shares to be allotted (or treasury shares to be sold) and the Directors may allot Shares (or sell treasury shares) in pursuance of such offer or agreement notwithstanding that the power conferred by this resolution has expired.

10. THAT, subject to and conditional on the passing of resolution 7, the Articles be amended so that Article 4 shall now read:

“4. Share capital amount

Unless the Company shall by resolution otherwise direct, the amount of share capital of the Company available for issue is €5,000,000 divided into 500,000,000 ordinary shares of €0.01 each.”

11. THAT, the Articles be amended so that Article 5.2 shall now read:

“5.2 Pre-emption rights on allotment

- (a) Subject to the provisions of this Article 5.2, the Company shall not allot equity securities on any terms unless:
 - (i) the Directors have made an offer to each person who holds equity securities of the same class to allot to him, on the same or more favourable terms, such proportion of those new equity securities that is as nearly as practicable (fractions being disregarded, provided that any fraction is rounded down) equal to the proportion that the relevant person’s existing holding of equity securities bears to all the issued equity securities of such class; and

- (ii) the Directors (if any equity securities remain unallocated after the offer referred to in paragraph (a)(i) above) have made an offer to each person who holds other equity securities in the capital of the Company to allot to him, on the same or more favourable terms, such proportion of those new equity securities that is as nearly as practicable (fractions being disregarded, provided that any fraction is rounded down) equal to the proportion that the relevant person's existing holding of equity securities bears to all the issued equity securities of such class; and
 - (iii) the period, which shall not be less than 14 days, during which any offer referred to in paragraphs (a)(i) and (ii) above may be accepted has expired or the Company has received notice of the acceptance or refusal of every offer made.
- (b) Paragraph (a) of this Article 5.2 shall not apply to:
 - (i) a particular allotment of new equity securities if these are, or are to be, wholly or partly paid up otherwise than in cash; or
 - (ii) the allotment of new equity securities pursuant to any employee share plans operated by the Company.
- (c) An offer by the Directors referred to in paragraph (a) of this Article 5.2 shall be made to a holder of relevant equity securities in accordance with these Articles as if such offer was a notice as referred to in these Articles and the provisions in these Articles relating to service shall apply subject to any necessary modifications.
- (d) The members may, by special resolution, resolve that the provisions of paragraph (a) of this Article 5.2 shall not apply to:
 - (i) one or more allotments of new equity securities specified in such resolution; or
 - (ii) any allotments of new equity securities (subject to any overall limit specified in the resolution) during a period specified in such resolution, such period not to exceed five years, save that the Company may, before the expiry of such period, make an offer or agreement which would or might require new equity securities to be allotted after the expiry of that period and the Directors may allot new equity securities in pursuance of such offer or agreement as if such period had not expired.
- (e) For the purposes of this Article 5.2:
 - (i) **“equity securities”** means shares or a right to subscribe for, or to convert securities into, shares; and
 - (ii) **“allotment of equity securities”** includes the grant of a right to subscribe for, or to convert any securities into, shares but does not include the allotment of shares pursuant to such right. It also includes the sale of shares in the Company that immediately before the sale were held by the Company as treasury shares.”

12. THAT, the Articles be amended so that Article 94 shall now read:

“94. Directors’ fees

The Directors (other than alternate Directors) shall be entitled to receive by way of fees for their services as Directors such sum as the Board may from time to time determine, provided that such amount shall not exceed in aggregate £750,000 per annum or such other sum as the Company in general meeting shall from time to time determine by resolution). Such sum (unless otherwise directed by the resolution of the Directors) shall be divided among the Directors in such proportions and in such manner as the Board may determine or in default of such determination, equally (except that in such event any such Director holding office for less than the whole of the relevant period in respect of which fees are paid shall only rank in such division in proportion to the time during such

period for which he holds office). Any fees payable pursuant to this Article shall be distinct from any salary, remuneration or other amounts payable to a Director pursuant to any other provisions of these Articles and shall accrue from day to day.”

By Order of the Board
Lee Feldman
Director

Dated: 30 April 2016

Registered Office:
32 Athol Street
Douglas
Isle of Man
IM1 1JB

Notes:

1. Pursuant to Regulation 22 of the Uncertificated Securities Regulations 2006, only those shareholders registered in the shareholders' register of the Company as at 6.00 p.m. on 22 May 2016 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. If the meeting is adjourned, the time by which a person must be entered on the shareholders' register of the Company in order to have the right to attend and vote at the adjourned meeting is 6.00 p.m. on the day two days before the date fixed for the adjourned meeting. Changes to entries on the relevant register of securities after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
2. Members entitled to attend and vote at the Annual General Meeting are also entitled to appoint one or more proxies to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder, which detail must be identified on the form of proxy. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you wish your proxy to speak at the meeting, you should appoint a proxy other than the chairman of the meeting and give your instructions to that proxy.
3. To be valid the form of proxy should be completed, signed and delivered (together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority) to the Company's registrars, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 48 hours before the time appointed for holding the Annual General Meeting or, in the case of a poll taken subsequent to the date of the General Meeting, or any adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll which is taken more than 48 hours after the day of the Annual General Meeting or adjourned meeting. Shareholders who intend to appoint more than one proxy can obtain additional forms of proxy from Capita Asset Services. Alternatively, the form of proxy provided may be photocopied prior to completion. The forms of proxy should be returned in the same envelope and each should indicate that it is one of multiple appointments being made.
4. Completion and submission of the form of proxy by a shareholder will not prevent him from attending the meeting and voting at the meeting in person, in which case any votes cast by the proxy will be excluded.
5. In the case of joint holders, 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 any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the shareholders' register in respect of the joint holding.
6. A "vote withheld" option has been included on the form of proxy. The legal effect of choosing the vote withheld option on any resolution is that the shareholder concerned will be treated as not having voted on the relevant resolution. The number of withheld votes will however be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.
7. CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in the "CREST voting service" section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, 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 a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (a "CREST proxy appointment instruction") must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & Ireland Limited ("Euroclear"), and must contain all the relevant information required by the CREST Manual. To be valid, the message (regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by Capita Asset Services (ID RA10), as the Company's "issuer's agent", by 11.00 a.m. on 22 May 2016. After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means. The time of the message's receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer's agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take

(or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on “Practical limitations of the system”. In certain circumstances the Company may, in accordance with the Uncertificated Securities Regulations 2006 or the CREST Manual, treat a CREST proxy appointment instruction as invalid.

8. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of appointment letter if the chairman is being appointed as described in (i) above.
9. Shareholders, proxies and authorised representatives will be required to provide their names and addresses for verification against the register of members and proxy appointments received by the Company before entering the meeting. Each authorised representative must produce proof of his or her appointment, in the form of the actual appointment or a certified copy. Other than this, there are no procedures with which any such persons must comply in order to attend and vote at the meeting.

