

# GVC HOLDINGS PLC

(the "Company")

## FORM OF INSTRUCTION 2017 ANNUAL GENERAL MEETING

(For the use of employees of the Company and its subsidiaries holding Company shares via the Capita Nominee Service)



**(PLEASE COMPLETE IN BLOCK CAPITALS)**

I/We ..... of .....

having a beneficial interest in the Company's shares registered in the name of Capita IRG Trustees (Nominees) Limited (the "Nominee"), hereby instruct the Nominee at the Company's 2017 Annual General Meeting to be held on 20 June 2017 at 9.30 a.m. (CET) and at any adjournment thereof, to vote the Company shares representing my beneficial interest as indicated below with an "X" in respect of the following resolutions:

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

	FOR	AGAINST	ABSTAIN
<b>ORDINARY RESOLUTIONS</b>			
1. To receive and adopt the 2016 audited Annual Report and Accounts			
2. To approve the 2016 Directors' Remuneration Report			
3. To approve the Directors' Remuneration Policy			
4. To re-appoint Grant Thornton UK LLP as auditor and authorise the Directors to set the remuneration of the auditor			
5. To re-elect Paul Miles as a Director			
6. To re-elect Will Whitehorn as a Director			
7. To re-elect Kenneth Alexander as a Director			
8. To re-elect Karl Diacono as a Director			
9. To re-elect Lee Feldman as a Director			
10. To re-elect Peter Isola as a Director			
11. To re-elect Stephen Morana as a Director			
12. To re-elect Norbert Teufelberger as a Director			
13. To authorise the Directors to allot GVC shares			
<b>SPECIAL RESOLUTIONS</b>			
14. To authorise a partial dis-application of share allotment pre-emption rights			
15. To empower the Directors to acquire GVC shares on GVC's behalf			

Dated ..... 2017 Signature .....

**Notes:**

- The resolutions are set out in full in the Annual General Meeting Notice dated 30 April 2017.
- To be valid, this Form of Instruction must be submitted to Capita Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom to be received as soon as possible and in any event, so as to be received no later than 6.00 p.m. (BST) on 15 June 2017 or if the meeting is adjourned not less than 72 hours prior to the time and date set for the adjourned meeting.
- Any alterations made to this Form of Instruction should be initialled.
- Please indicate how you wish your votes to be cast by placing "X" in the relevant box provided. On receipt of this form, duly signed, you will be deemed to have authorised the Nominee to vote, or to abstain from voting, as per your instructions. If you do not indicate how you wish your votes to be cast, you will be deemed to have instructed the Nominee to abstain from voting on a resolution.
- The "Abstain" option is provided to enable you to abstain from voting on a resolution. However, it should be noted that a 'Vote Abstain' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Where two or more valid but different Forms of Instruction are delivered in respect of the same share for use at the meeting, the one which is last validly deposited or received shall be treated as replacing and revoking the other Form of Instruction as regards that share. Which is later will be determined on the basis of which is last sent (or, if the Company is unable to determine which is last sent, last received). Instructions in the same envelope will be treated as sent and received at the same time, to minimise the number of conflicting instructions.
- If conflicting instructions are sent or received at the same time or if the Company is unable to determine which was sent or received last in respect of (or deemed to be in respect of) an entire holding, none of them shall be treated as valid.
- The Nominee will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other resolution (including amendments to resolutions) which may properly come before the meeting.
- If you wish to attend the meeting in person, then please contact Capita Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or by email to [custodymgt@capita.co.uk](mailto:custodymgt@capita.co.uk) by no later than 6.00p.m. (BST) on 15 June 2017, who will then arrange for a Letter of Corporate Representation to be sent to you. On presentation of that document at the meeting, you will be allowed to attend, speak and vote at the meeting.