

# GVC HOLDINGS PLC

## FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING – 21 FEBRUARY 2013

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

I/We .....

of.....

being a shareholder of GVC Holdings plc (the “Company”) hereby appoint the Chairman of the meeting or (see note 3)

..... Number of shares (see note 4):.....

as my/our proxy to exercise all or any of my/our rights to attend and, on a poll, vote on my/our behalf at the Extraordinary General Meeting of the Company to be held on Thursday 21 February 2013 at 10.30 a.m. at the offices of Addleshaw Goddard LLP, Milton Gate, 60 Chiswell Street, London EC1Y 4AG (the “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 tick the box below if this proxy appointment is one of multiple appointments being made (see note 5)

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

Ordinary Resolutions	For	Against	Withheld
1. To approve the terms of the acquisition of Sportingbet plc			
2. To increase the amount of share capital of the Company available for issue			

Dated: .....2013 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 and, on a poll, vote on your behalf at the Meeting. You can only appoint a proxy using the procedures set out in these notes. A proxy does not need to be a member of the Company.
- 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.
- To appoint as your proxy a person other than the Chairman of the Meeting, please delete the words “the Chairman of the meeting or” and insert the full name of the proxy of your choice 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.
- If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder’s name the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or, in the case of a corporate shareholder, the full voting entitlement for each relevant designated account).
- 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 by contacting the Company’s Registrar’s Helpline on 0871 664 0300 from the UK (calls cost 10p per minute plus network extras. Lines are open from 9.00 a.m. to 5.00 p.m., Monday to Friday excluding UK public holidays and weekends) or +44 (0)20 8639 3399 when call from overseas or you may copy this form. Please indicate in the box next to the proxy holder’s name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together in the same envelope.

6. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To withhold your vote 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.
7. To be valid, a hard copy proxy form must be:
  - completed in accordance with these instructions and signed; and
  - returned to Capita Registrars (FREEPOST RSBH-UXKS-LRBC), PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received by not later than 10.30 a.m. on 19 February 2013.
8. 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.
9. Any power of attorney or any other authority under which this proxy form is signed (or a notarially certified copy of such power or authority) must be included with the proxy form.
10. In the case of joint holders, the vote of the senior 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.
11. If you submit two or more valid but differing proxy appointments in respect of the same share for use at the Meeting and in respect of the same matter, the one which is last validly delivered (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which appointment was last validly delivered, none of them shall be treated as valid in respect of that share.
12. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by Capita Registrars (ID RA10), as the Company's "issuer's agent", by 10.30 a.m. on 19 February 2013. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in the Uncertificated Securities Regulations 2006.