

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank, solicitor, accountant, fund manager or other appropriate independent financial adviser, who is authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in GVC Holdings plc, please send this document, together with the accompanying documents, at once to the purchaser or transferee or to the stockbroker, bank, or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold or transferred only part of your holding of shares of GVC Holdings plc you should consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

GVC Holdings plc

*(Incorporated and registered in the Isle of Man under the Isle of Man Companies Act 2006
with registered number 4685V)*

Notice of Extraordinary General Meeting

relating to the proposed acquisition of Sportingbet plc by means of a scheme of arrangement under Part 26 of the Companies Act 2006 and the admission of shares of GVC Holdings plc to trading on AIM

Your attention is drawn to the letter from the Chairman of GVC Holdings plc which is set out on pages 2 and 3 of this document and which contains the unanimous recommendation of the board of directors of GVC Holdings plc that shareholders vote in favour of the resolutions to be proposed at the Extraordinary General Meeting of the shareholders of GVC Holdings plc to be held on 21 February 2013 at 10.30 a.m. (“EGM”). **Please read the whole of this document and, in particular, the information set out at Appendix II.**

Notice of the EGM is set out on page 4. Shareholders will find enclosed a hard copy form of proxy for use in relation to the EGM. Whether or not you intend to be present at the EGM, you are requested to complete, sign and return the form of proxy in accordance with the instructions printed on it. Alternatively, shareholders can make a proxy appointment using the CREST voting service. To be valid, the hard copy form of proxy or CREST proxy appointment must be received at the address for delivery specified in the Notes to the Notice of EGM by not later than 10.30 a.m. on 19 February 2013.

GVC Holdings plc

(Incorporated and registered in the Isle of Man under the Isle of Man Companies Act 2006 with registered number 4685V)

Directors:

Lee Feldman (*Non-executive Chairman*)
Kenneth Alexander (*Chief Executive*)
Richard Cooper (*Group Finance Director*)
Karl Diacono (*Non-executive Director*)
Nigel Blythe-Tinker (*Non-executive Director*)

Registered Office:

Milbourn House
St Georges Street
Douglas
Isle of Man
IM1 1AJ

Dated: 25 January 2013

Dear Shareholder

On 20 December 2012, your board, together with the board of directors of William Hill plc (“William Hill”) and the board of directors of Sportingbet plc (“Sportingbet”) announced that they had reached agreement on the terms of a recommended offer pursuant to which GVC will acquire the entire issued and to be issued share capital of Sportingbet, and members of William Hill’s group will acquire the regulated business operated by Sportingbet in Australia and certain other assets and be granted a call option over the regulated business operated by Sportingbet in Spain. The offer is to be effected by means of a scheme of arrangement under Part 26 of the UK Companies Act 2006.

As a result of the size of Sportingbet relative to GVC, the proposed acquisition constitutes a “reverse takeover” under Rule 14 of the London Stock Exchange’s AIM Rules for Companies to which GVC is subject. The effect of this is that the proposed acquisition is conditional on, among other matters, the consent of GVC’s shareholders to the acquisition being given at the GVC Extraordinary General Meeting.

The purpose of this document is:

- to provide you with notice of an Extraordinary General Meeting of GVC;
- to seek your consent at that meeting to the proposed acquisition;
- to seek your consent at the meeting to increase GVC’s authorised share capital in connection with the proposed acquisition;
- to provide you with information relating to the re-admission of GVC’s shares to trading on AIM;
- to recommend that you vote in favour of the resolutions to be proposed at the meeting; and
- to explain what action you need to take.

Notice of Extraordinary General Meeting and proposed business

GVC has called an Extraordinary General Meeting to be held on 21 February 2013 at 10.30 a.m. at the offices of Addleshaw Goddard LLP, Milton Gate, 60 Chiswell Street, London EC1Y 4AG (“EGM”). The notice convening the EGM is set out at Appendix I to this document and contains the two resolutions to be put to the meeting.

Shareholders will be asked to pass, as ordinary resolutions, resolutions to:

- (a) approve the terms of the proposed acquisition as a “reverse takeover” in accordance with the AIM Rules for Companies; and
- (b) increase the amount of share capital GVC has available for issue so that GVC may allot and issue, in part consideration for the acquisition, new shares to the Sportingbet shareholders in the proportions in which they so elect under the terms of the acquisition.

The cash element of the consideration for the acquisition is being funded by William Hill.

A summary of the proposed acquisition is set out at Appendix II to this document. A glossary of defined terms used in this summary is set out at Appendix III to this document.

The Company has received irrevocable undertakings to vote in favour of the above resolutions in respect of an aggregate of 16,377,994 shares, representing approximately 51.8 per cent. of the Company's share capital in issue as at 19 December 2012 (the last business day prior to the announcement by the Company, William Hill and Sportingbet of the recommended offer for Sportingbet).

Re-admission of GVC shares to trading on AIM

If shareholders choose to approve the acquisition at the EGM, this will necessitate the cancellation of trading on AIM of GVC's existing shares and the re-admission to trading of GVC's enlarged share capital. For this reason, GVC is required to prepare and publish a document in accordance with the AIM Rules for Companies which contains information relating to the admission to trading of GVC's enlarged issued share capital. A copy of this document is enclosed for your information. It has also been prepared for the attention of Sportingbet's shareholders in accordance with the Financial Service Authority's Prospectus Rules to assist them with understanding the terms of the offer.

Recommendation

The board considers that the proposed EGM resolutions are in the best interests of GVC and its shareholders. As such, the board unanimously recommends that you vote in favour of the proposed resolutions, as the directors who beneficially own or control, and can procure the voting of, shares have irrevocably undertaken to do in respect of their controlled holdings. Such holdings amount, in aggregate, to 522,033 shares, representing approximately 1.7 per cent. of GVC's share capital in issue on 19 December 2012 (being the last business day prior to the announcement by the Company, William Hill and Sportingbet of the recommended offer for Sportingbet).

Action to be taken

Whether or not you intend to be present at the EGM, you are requested to complete, sign and return the enclosed hard copy form of proxy in accordance with the instructions printed on it. To be valid, the form of proxy should be 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.

Alternatively, you can make a proxy appointment using the CREST voting service. To be valid, the proxy appointment message must be transmitted so as to be received by Capita Registrars (ID RA10) by 10.30 a.m. on 19 February 2013.

The appointment of a proxy will not preclude you from attending the meeting and voting in person should you wish to do so.

Yours faithfully

Lee Feldman

Chairman

APPENDIX I

NOTICE OF EXTRAORDINARY GENERAL MEETING

Company Number: 4685V

THE ISLE OF MAN COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

NOTICE OF EXTRAORDINARY GENERAL MEETING

of

GVC HOLDINGS PLC

Notice is hereby given that an Extraordinary General Meeting (“EGM”) of members of GVC Holdings plc (the “Company”) will be held on 21 February 2013 at 10.30 a.m. at the offices of Addleshaw Goddard LLP, Milton Gate, 60 Chiswell Street, London EC1Y 4AG for the purpose of considering and, if thought fit, passing the following ordinary resolutions:

1. **THAT** the acquisition of the entire issued and to be issued share capital of Sportingbet plc by the Company, substantially on the terms and subject to the conditions referred to in Appendix II of the Notice of Extraordinary General Meeting dated 25 January 2013 is approved for the purposes of Rule 14 of the AIM Rules for Companies and the directors of the Company (the “Directors”) are authorised to take all such steps as may be necessary or desirable in connection with, and to implement, the acquisition and to make such modifications, variations, revisions, waivers or amendments to the terms and conditions of the acquisition, and to any related documents as the Directors may deem necessary, expedient or appropriate.
2. **THAT** the amount of share capital of the Company available for issue is increased from €400,000 divided into 40,000,000 ordinary shares of €0.01 to €800,000 divided into 80,000,000 ordinary shares of €0.01 by the creation of a further 40,000,000 new ordinary shares in the Company, each ranking *pari passu* in all respects with the existing ordinary shares in the capital of the Company.

By order of the Board

Lee Feldman

Chairman

Dated: 25 January 2013

Registered Office:

Milbourn House
St Georges Street
Douglas
Isle of Man
IM1 1AJ

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 19 February 2013 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. A shareholder of the Company who is entitled to attend and vote at the meeting convened by this notice shall be entitled to appoint a proxy (or proxies) to attend and, on a poll, vote in his place. Such proxy need not be a shareholder of the Company.
3. A form of proxy in respect of this meeting is enclosed with this notice of EGM. To be valid, the form of proxy (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) must be completed in accordance with the instructions set out on the form 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.

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 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. 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 Registrars (ID RA10), as the Company's "issuer's agent", by 10.30 a.m. on 19 February 2013. 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.
7. A member that is a corporation can only attend and vote at the meeting in person through one or more duly appointed representatives. Any such representative should bring to the meeting written evidence of his appointment, such as a certified copy of a board resolution of, or a letter from, the corporation concerned confirming the appointment.

APPENDIX II

INFORMATION ON THE ACQUISITION

1 Introduction

On 20 December 2012, the GVC Board, the William Hill Board and the Sportingbet Board announced that they had reached agreement on the terms of a recommended offer pursuant to which GVC will acquire the entire issued and to be issued share capital of Sportingbet, and members of the William Hill Group will acquire the Sportingbet Australian Business, the “miapuesta” brand, certain Guernsey domiciled companies which hold title to the Guernsey Properties and be granted a call option over the Sportingbet Spanish Business.

It is intended that the Acquisition will be effected by way of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act although GVC and William Hill Australia have reserved the right, with the consent of the Panel, to implement the Acquisition by way of a Takeover Offer as an alternative to the Scheme. In such event, the Takeover Offer will be implemented on substantially the same terms and conditions as those that would apply to the Scheme (subject to appropriate amendments, including (without limitation) an acceptance condition set at 90 per cent. of the shares to which such Takeover Offer relates and of the voting rights attached to such shares (but capable of waiver in accordance with Rule 10 of the Takeover Code) in substitution for the Conditions referred to in paragraphs 6 (a) to (d), below.

Subject to the satisfaction, or, where applicable, waiver of the Conditions (as set out in paragraph 6, below), it is expected that the Effective Date will be on or around 19 March 2013.

The Acquisition has been unanimously recommended by the GVC Board, the William Hill Board and the Sportingbet Board.

2 Terms of the Acquisition

Pursuant to the Acquisition, which will be on the terms and subject to the conditions and further terms referred to in paragraph 6, below, and the full terms and conditions set out in the Scheme Document, if the Scheme becomes Effective, Scheme Shareholders will be entitled to receive:

for each Scheme Share held at the Reclassification Record Time:	44.8 pence in cash; and 0.0435 New GVC Shares
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In addition, Sportingbet Shareholders were paid a final dividend of 1.1 pence per Sportingbet Share in respect of the year ended 31 July 2012. This dividend was paid on 17 January 2013 to Sportingbet Shareholders registered as at the close of business on 21 December 2012.

Taking into account this final dividend, the proposed Acquisition values each Sportingbet Share at 56.1 pence, based on a Closing Price per GVC Share of 233.5 pence on 15 October 2012, being the last Business Day prior to the suspension of trading of the GVC Shares. On this basis, the proposed Acquisition values the entire issued and to be issued share capital of Sportingbet on a fully diluted basis (assuming payment in full to the Sportingbet Convertible Bondholders of the Sportingbet Convertible Bonds at their see through conversion value and exercise of all outstanding in the money options and awards under the Sportingbet Share Plans) at approximately £485 million.

The Acquisition therefore represents, having taken account of the Sportingbet final dividend referred to above, a premium of approximately:

- 70 per cent. to the Closing Price per Sportingbet Share of 33.0 pence on 16 July 2012, being the last Business Day prior to the publication of press speculation that Sportingbet was a potential bid target;

- 57.1 per cent. to the average Closing Price per Sportingbet Share of 35.7 pence for the three month period ended on 18 September 2012, being the last Business Day prior to the public announcement of GVC and William Hill's interest in Sportingbet;
- 28.2 per cent. to the Closing Price per Sportingbet Share of 43.8 pence on 18 September 2012, being the last Business Day prior to the public announcement of GVC and William Hill's interest in Sportingbet; and
- 8.4 per cent. to the Closing Price per Sportingbet Share of 51.8 pence on 19 December 2012, being the last Business Day prior to the making of the Announcement.

Through the irrevocable undertakings which have been given by certain Sportingbet Shareholders and the cash underpinning and other arrangements that GVC has put in place (as described below), elections by other eligible Scheme Shareholders under the Mix and Match Facility to take up to the entirety of their consideration under the Acquisition in the form of cash will be satisfied in full, if the elections for New GVC Shares which are committed to under the irrevocable undertakings detailed below are duly made in accordance with their terms.

Following the issue of the Reduction Court Order by the Court and prior to the Effective Time, members of the William Hill Group will acquire the Sportingbet Australian Business, the "miapuesta" brand and certain Guernsey domiciled companies that hold the title to the Guernsey Properties from the Sportingbet Group and be granted a call option over the Sportingbet Spanish Business. At the Effective Time, GVC will acquire the entire issued and to be issued share capital of Sportingbet, which will then be the holding company of the Sportingbet Retained Businesses.

The New GVC Shares will be issued in registered form and will be capable of being held in both certificated and uncertificated form. Fractions of New GVC Shares will not be allotted or issued to Scheme Shareholders but will be aggregated and sold in the market and the net proceeds of such sale (after deduction of costs and expenses) will be paid in cash to the relevant Scheme Shareholders *pro rata* to their entitlements (except that amounts of £5 or less will be retained for the benefit of GVC).

The New GVC Shares to be issued to Scheme Shareholders pursuant to the Scheme will rank *pari passu* with all other GVC Shares in issue on the Effective Date, will be issued free from all liens, charges, encumbrances, equitable interests, rights of pre-emption and any other interests of any nature whatsoever and will rank in full for all dividends or other distributions made, paid or declared after the Effective Date on the ordinary share capital of GVC. The New GVC Shares will be denominated in Euros.

Under the terms of the Acquisition, if the Sportingbet Convertible Bondholder Resolution is passed, Sportingbet Convertible Bondholders will be entitled to receive £134,146 in cash for each £100,000 in principal amount of Sportingbet Convertible Bonds held which represents the see through value of the Sportingbet Convertible Bonds under their terms (based upon the Change of Control Conversion Price) as if the Sportingbet Convertible Bondholders had exercised their right to convert their bonds into Sportingbet Shares at 19 March 2013, the expected Effective Date, and received under the Scheme cash consideration of 55 pence per resulting Sportingbet Share.

In the event that, prior to the Effective Time, a third party offer for GVC is announced (or GVC is approached concerning a potential offer), the GVC Directors' recommendation is not made, is withdrawn or adversely modified or qualified, and the proposed Acquisition lapses, GVC has agreed to pay a fee of £5 million to William Hill.

3 Structure of the Acquisition

It is intended that the Acquisition will be implemented by way of a Court-sanctioned Scheme between Sportingbet and the Scheme Shareholders under Part 26 of the Companies Act.

Pursuant to the Scheme, GVC will acquire the entire issued and to be issued share capital of Sportingbet. To become effective, the Scheme will require approval by a majority in number of those Scheme Shareholders who are present (either in person or by proxy) and who vote at the Sportingbet Shareholder Court Meeting

representing at least 75 per cent. in value of the Scheme Shares. Due to its entry into the cash underpinning arrangements described below, any Scheme Shares in respect of which the Henderson Volantis Capital Team is the discretionary investment manager are not entitled to be voted at the Sportingbet Shareholder Court Meeting. Henderson Global Investors has undertaken not to vote at the Sportingbet Shareholder Court Meeting in respect of any such Scheme Shares, but has undertaken to consent to and be bound by the terms of the Scheme. The Scheme will also be subject to the passing at the Sportingbet Convertible Bondholder General Meeting of the Sportingbet Convertible Bondholder Resolution, and at the Sportingbet General Meeting of the Sportingbet Shareholder Resolution. The Scheme Document includes full details of the Scheme and of the expected timetable of the Scheme, together with notices of the Sportingbet Shareholder Court Meeting, the Sportingbet General Meeting and the Sportingbet Convertible Bondholder General Meeting.

The Scheme will also be subject to the conditions and further terms referred to below and set out in the Scheme Document. The Conditions provide, among other things, that the Acquisition will lapse if the Scheme does not become effective by 6.00 p.m. on the Long Stop Date.

Once the necessary approvals from Scheme Shareholders and Sportingbet Convertible Bondholders have been obtained and the other Conditions of the Scheme have been satisfied or (where applicable) waived, the Scheme must be approved by the Court.

The Scheme and Capital Reduction will become fully Effective upon filing (or, if so ordered by the Court in the case of the Capital Reduction, upon registration of the Reduction Court Order) of copies of the Court Orders with the Registrar of Companies. Subject to satisfaction or (where applicable) waiver of the Conditions referred to above, the Scheme is expected to become Effective on or around 19 March 2013.

Upon the Scheme becoming Effective, it will be binding on all Scheme Shareholders and the Sportingbet Convertible Bondholders will be redeemed in accordance with the Sportingbet Convertible Bondholder Resolution, irrespective of whether or not they attend or vote at the Sportingbet Shareholder Court Meeting or the Sportingbet General Meeting (or, in the case of Sportingbet Convertible Bondholders, at the Sportingbet Convertible Bondholder General Meeting) and, if they attended and voted, whether or not they voted in favour.

Further details of the Scheme are set out in the Scheme Document which was despatched to Sportingbet Shareholders and Sportingbet Convertible Bondholders on or around the date of this document. The Scheme Document is available on the website of GVC at www.gvc-plc.com.

An expected timetable of principal events is set out in the Prospectus circulated to GVC Shareholders together with this GVC Notice of EGM.

4 Background to and GVC's reasons for the Acquisition

The strategy of GVC is to generate returns from highly cash generative internet gaming and gambling brands. GVC seeks to generate these returns by (i) making direct investments, where the GVC Group owns and operates the brands itself – the business to consumer or “B2C” business segment; or (ii) providing extensive back-office services to brands owned by third party companies – the business to business or “B2B” business segment.

The B2C segment of GVC currently includes the brands CasinoClub, a leading casino brand targeting German speaking markets, and Betboo, a mix of sports and gaming products that targets the Brazilian marketplace. The B2B segment currently includes the service revenue from EPC, the independent company to whom Sportingbet sold its Turkish language business on 21 November 2011.

GVC has shown that, while it will invest in cash generative ventures, it will equally divest itself of ventures which it believes have either ceased being cash generative or show no sign of becoming cash generative in the medium-term. For example, on 4 May 2012 GVC completed the disposal of the Betaland business due to poor prospects regarding growth and cash collectability.

In line with GVC's strategy, the acquisition of the Sportingbet Retained Businesses will result in a number of benefits to GVC, including the following:

- the Sportingbet Retained Businesses include operations in a number of jurisdictions where Sportingbet does not have a local licence that will complement the existing profile of the GVC Group. In addition, the combination of the Sportingbet Retained Businesses with the existing business of GVC will consolidate GVC's position as a significant operator in markets which may soon be locally licensed;
- GVC believes that there are a number of web-domains within Sportingbet's existing portfolio which are not realising their full potential value;
- the Sportingbet Retained Businesses have an existing market leading Sportsbook platform and trading team. GVC believes there is potential to leverage this platform further to provide additional growth. There should also be opportunities for synergies with GVC's existing Sportsbook;
- the mitigation of the earn-out liabilities for the Superbahis brand. On 21 November 2011, Sportingbet sold the Turkish language website, Superbahis, to EPC. The consideration for the disposal was structured on a deferred earn-out basis entitling Sportingbet to approximately 75 per cent. of the combined Net Gaming Revenue of the Superbahis Business and Betboo Turkish Business for a period of time. GVC, on behalf of EPC and the Betboo Turkish Business, continues to pay that deferred consideration to Sportingbet on a periodic basis. Upon the Scheme becoming Effective, this deferred consideration will be recoverable by the Enlarged Group; and
- GVC remains focussed on cash generation. The GVC Board believes that the combination of GVC and the Sportingbet Retained Businesses has the potential to lead to enhanced cash generation opportunities as the two businesses are integrated.

GVC expects to incur one-off expenses associated with combining the operations of the two groups, anticipated to be approximately €24 million, all of which are expected to be incurred within approximately 18 months of the Effective Date. In addition, GVC will acquire Sportingbet together with its obligations to pay (i) transaction expenses totalling €10.4 million (including VAT); and (ii) national insurance payment obligations associated with the cash out of share options under the Sportingbet Share Plans totalling €1.6 million.

5 Financial effects of the Acquisition for GVC

On a *pro forma* basis, and assuming the Acquisition had become Effective on 30 June 2012, the Enlarged Group would have had net assets of approximately €96.7 million based on the net assets of the GVC Group, as reflected in its balance sheet of 30 June 2012, together with the net assets of the Sportingbet Retained Businesses as taken from Sportingbet's balance sheet of 31 July 2012. The calculation of this *pro forma* is more fully described in Part 9 of the Prospectus (a copy of which is enclosed with this GVC Notice of EGM).

The *pro forma* information is prepared for illustrative purposes only, and, because of its nature, addresses a hypothetical situation and does not represent the actual financial position or results of either GVC or the Sportingbet Retained Businesses or of the Enlarged Group.

6 Further details of the Acquisition

6.1 Scheme of arrangement

It is intended that the Acquisition will be implemented by means of a Court sanctioned Scheme between Sportingbet and the Scheme Shareholders under Part 26 of the Companies Act. The Scheme will involve an application by Sportingbet to the Court to sanction the Scheme and to confirm the Capital Reduction, the cancellation or transfer of all the Scheme Shares in consideration for which Scheme Shareholders will receive consideration in accordance with the terms of the Acquisition. Upon the Scheme becoming Effective, the Sportingbet Convertible Bondholders will be redeemed in accordance with the Sportingbet Convertible Bondholder Resolution and will receive the Sportingbet Convertible Bondholder Cash Consideration as set out in this Appendix II.

The Acquisition is subject to the satisfaction (or, where applicable, waiver) of, *inter alia*, the following Conditions by no later than the Long Stop Date or such later date (if any) as Sportingbet, William Hill Australia and GVC may agree and the Panel and the Court may allow:

- (a) the Scheme being approved by a majority in number representing not less than 75 per cent. in value of the Scheme Shareholders who are on the register of members of Sportingbet at the Sportingbet Voting Record Time, and who are present and vote, whether in person or by proxy, at the Sportingbet Shareholder Court Meeting (and at any separate class meeting which may be required by the Court or any adjournment thereof);
- (b) the Sportingbet Shareholder Resolution being duly passed by the requisite majority at the Sportingbet General Meeting (or any adjournment thereof);
- (c) the Sportingbet Convertible Bondholder Resolution being duly passed by the requisite majority at the Sportingbet Convertible Bondholder General Meeting (or any adjournment thereof), being a majority of Sportingbet Convertible Bondholders (or their duly appointed proxies) consisting of not less than 75 per cent. of the votes cast;
- (d) the sanction of the Scheme by the Court (with or without modification but subject to any modification being on terms reasonably acceptable to Sportingbet, William Hill Australia and GVC) and confirmation of the Capital Reduction by the Court and (i) the delivery of copies of the Scheme Court Order and the requisite statement of capital attached thereto to the Registrar of Companies and (ii) if so ordered by the Court in order to take effect, the registration of the Reduction Court Order and such statement of capital by the Registrar of Companies;
- (e) the passing at the GVC EGM (or any adjournment thereof) of the GVC Shareholder Resolutions;
- (f) the London Stock Exchange agreeing to admit or re-admit (as applicable) the GVC Shares in issue upon the Scheme becoming Effective (including the New GVC Shares) to trading on AIM subject only to the Scheme becoming Effective in accordance with its terms and/or, in the case of the New GVC Shares, to the allotment of such shares;
- (g) the Scheme and the Capital Reduction having both become Effective on or before 6.00 p.m. on the Long Stop Date;
- (h) the occurrence of any of the following events:
 - (i) the Treasurer of Australia providing written notice to William Hill Australia that there is no objection under the FATA or Australian foreign investment policy to the acquisition of the Sportingbet Australian Business by William Hill Australia (that notice to be subject to no conditions or only to those conditions that William Hill considers, acting reasonably, to be acceptable);
 - (ii) the expiry of the relevant period following the giving of notice relating to the acquisition of the Sportingbet Australian Business by William Hill Australia under section 26 of the FATA without any interim or permanent order of prohibition being made under the FATA; or
 - (iii) the Treasurer of Australia becoming precluded from exercising any power to make an order under the FATA in relation to the acquisition of the Sportingbet Australian Business by William Hill Australia;
- (i) the NT Commission granting, in a form satisfactory to William Hill, approval for a change of control of each of the relevant Sportingbet subsidiary undertakings that hold the NT Licences in accordance with the provisions of the NT Licences and the NT Act;
- (j) the expiry of the relevant period following the giving of notice related to the acquisition of the Sportingbet Australian Business by William Hill Australia under section 26 of the FATA

without the Australian Competition and Consumer Commission objecting to the acquisition of the Sportingbet Australian Business by William Hill Australia;

- (k) all applicable waiting and other time periods (including any extension(s) thereof) during which any Regulatory Authority, other than any Australian Regulatory Authority, in respect of the Acquisition or proposed acquisition of any shares in, or control of Sportingbet or any member of the Wider Sportingbet Group by any member of the Wider William Hill Group and/or Wider GVC Group could intervene having expired, lapsed or terminated;
- (l) no adverse change or deterioration having occurred in the business, assets, financial or trading position or profits of any member of the Wider Sportingbet Group which in any such case is material to the Wider Sportingbet Group; and
- (m) the satisfaction or waiver of other conditions which are considered customary for a transaction of this nature.

Subject to the requirements of the Panel, GVC and William Hill Australia have reserved the right to waive, in whole or in part, (i) any of the deadlines set out in the Conditions referred to in paragraphs (a) to (d) above, for the timing of the Sportingbet Shareholder Court Meeting, the Sportingbet Convertible Bondholder General Meeting, the Sportingbet General Meeting and the Court Hearings; (ii) the requirement (noted at paragraph 6.1(c) above) for Sportingbet Convertible Bondholder approval; and (iii) all or any of the further Conditions referred to in paragraphs (g), (h), (j) (k), (l) and (m) above.

If the Sportingbet Convertible Bondholder Resolution is not validly passed, GVC and William Hill Australia will not waive the Condition referred to in paragraph (c) above (with the result that the Scheme will lapse), save in circumstances where a mechanism, satisfactory to William Hill Australia and GVC, can be found to extinguish or otherwise repay or redeem all (or substantially all) of the Sportingbet Convertible Bonds in a manner that does not result in the consideration paid to Sportingbet Convertible Bondholders being higher than currently envisaged.

The Sportingbet Shareholder Resolution, which must be passed in order for the Scheme to become Effective, requires the approval of the Scheme Shareholders representing at least 75 per cent. of the votes cast (either in person or by proxy), at the Sportingbet General Meeting, which will be held immediately after the Sportingbet Shareholder Court Meeting. The resolution is in respect of, among other matters:

- the cancellation of certain Sportingbet Shares pursuant to the terms of the Scheme and the Mix and Match Facility (described in paragraph 6.2 below) and the approval of the issue of new ordinary shares in Sportingbet to GVC (and/or its nominee in accordance with the Scheme); and
- the amendment of Sportingbet's articles of association to ensure that the Sportingbet Shares issued under the Sportingbet Share Plans will be subject to the Scheme or, if issued following the Reclassification Record Time, will be automatically transferred to GVC on the same terms as under the Scheme.

Upon the Scheme becoming Effective, it will be binding on all Sportingbet Shareholders and the Sportingbet Convertible Bondholders will be redeemed in accordance with the Sportingbet Convertible Bondholder Resolution, irrespective of whether or not they attended or voted at the Sportingbet Shareholder Court Meeting or the Sportingbet General Meeting (or in the case of the Sportingbet Convertible Bondholders, at the Sportingbet Convertible Bondholder General Meeting).

The Scheme Document, which has been sent to the Scheme Shareholders, includes full details of the Scheme, together with notices of the Sportingbet Shareholder General Meeting, the Sportingbet Convertible Bondholder General Meeting and the Sportingbet General Meeting and the expected timetable, and specifies the action to be taken by Sportingbet Shareholders and Sportingbet Convertible Bondholders.

GVC and William Hill Australia have reserved the right to implement the Acquisition by way of a Takeover Offer, subject, in the case of participation by Sportingbet Shareholders resident in the United States, to the availability of an exemption (if any) from the registration requirements of the Securities Act. In such event, the Acquisition will be implemented on substantially the same terms and conditions as those that would apply to the Scheme (subject to appropriate amendments, including (without limitation) an acceptance condition set at 90 per cent. of the shares to which such takeover offer relates and of the voting rights attached to such shares (but capable of waiver in accordance with Rule 10 of the Takeover Code) in substitution for the Conditions referred to in paragraphs 6.1 (a) to (d) above). If GVC and William Hill Australia decide to implement the Acquisition by way of a Takeover Offer and it is extended to Sportingbet Shareholders or Sportingbet Convertible Bondholders resident in the United States, it will be made in satisfaction of the procedural and filing requirements of the US securities laws, including, without limitation, Regulation 14E of the Exchange Act.

6.2 **Mix and Match Facility**

Eligible Scheme Shareholders (which excludes, *inter alia*, those in Restricted Jurisdictions) will, pursuant to the Mix and Match Facility, be entitled to elect, subject to availability, to vary the proportions in which they receive cash and New GVC Shares in respect of their holdings of Scheme Shares on the basis of:

for every 0.0435 New GVC Shares, 10.2 pence in cash

or

for each 10.2 pence in cash, 0.0435 New GVC Shares

The total number of New GVC Shares to be issued under the Scheme will not be increased as a result of elections under the Mix and Match Facility. Accordingly, elections made by eligible Scheme Shareholders under the Mix and Match Facility for New GVC Shares will only be satisfied to the extent that other eligible Scheme Shareholders make equal and opposite elections for cash under the Mix and Match Facility. To the extent that elections for New GVC Shares cannot be satisfied in full, they will be scaled down on a *pro rata* basis. As a result, eligible Scheme Shareholders who make an election for New GVC Shares under the Mix and Match Facility will not know the exact number of New GVC Shares they will receive until settlement of the consideration due to them in respect of the Scheme.

The Mix and Match Facility is conditional upon the Scheme becoming Effective and further details of the Mix and Match Facility are included in the Scheme Document.

Through the irrevocable undertakings by certain Sportingbet Shareholders and the cash underpinning and other arrangements that GVC has put in place (as described below), elections by other eligible Scheme Shareholders under the Mix and Match Facility to take up to the entirety of their consideration under the Acquisition in the form of cash will be satisfied in full, if the elections for New GVC Shares which are committed to under the irrevocable undertakings detailed below are duly made in accordance with their terms. If, in the unlikely event of the irrevocable undertakings referred to above not being complied with in accordance with their terms, an announcement to this effect will be made pursuant to Rule 2.11 of the Takeover Code and if after the operation of the cash underpinning and other arrangements described below, valid cash elections exceed the maximum amount available under the Scheme: (i) the number of Scheme Shares in respect of which a cash election has been made shall be scaled down *pro rata* (or as near thereto as Sportingbet, William Hill and GVC in their absolute discretion consider practicable) amongst all electors who have made valid cash elections to the number of Scheme Shares in respect of which the relevant election is made; and (ii) the balance of the Scheme Shares the subject of such election shall be deemed to be Scheme Shares in respect of which no election has been made.

Henderson Global Investors Limited, which through the Henderson Volantis Capital Team exercises investment management control over 10,102,999 Sportingbet Shares, representing approximately 1.5

per cent. of the share capital of Sportingbet in issue on 19 December 2012 (being the last Business Day prior to the making of the Announcement), has executed an irrevocable undertaking consenting to the Scheme and undertaking to be bound by it and undertaking to vote in favour of the Sportingbet Shareholder Resolution to be proposed at the Sportingbet General Meeting and also to elect under the Mix and Match Facility to take the entirety of the consideration attributable to such Sportingbet Shares under the Acquisition in the form of New GVC Shares.

Certain other Sportingbet Shareholders (namely DBS Advisors, Mark Blandford (with family trusts) and Rockridge Investments) who hold or are beneficially entitled to 63,460,735 Sportingbet Shares in aggregate, representing approximately 9.5 per cent. of the share capital of Sportingbet in issue on 19 December 2012 (being the last Business Day prior to the making of the Announcement), have executed irrevocable undertakings to vote both in favour of the Scheme and in favour of the Sportingbet Shareholder Resolution to be proposed at the Sportingbet General Meeting and also to elect under the Mix and Match Facility to take the entirety of their consideration under the Acquisition in the form of New GVC Shares.

In addition, Bonaire Investment Holdings Ltd, which holds or is beneficially entitled to 45,045,275 Sportingbet Shares, representing approximately 6.8 per cent. of the share capital of Sportingbet in issue on 19 December 2012 (being the last Business Day prior to the making of the Announcement), has executed an irrevocable undertaking to vote both in favour of the Scheme and in favour of the Sportingbet Shareholder Resolution, and also elect to take a minimum of 1,100,000 New GVC Shares under the Mix and Match Facility as its consideration under the Acquisition.

In addition, GVC has entered into cash underpinning arrangements with Henderson AIA and also with Richard Griffiths and Antisoma plc (who are respectively a controlling shareholder of, and a company connected to, Ora Capital) whereby if, notwithstanding the irrevocable commitments to elect for New GVC Shares referred to above (and other eligible Scheme Shareholders either making no election under the Mix and Match Facility or making an election for an increased proportion of New GVC Shares), the Mix and Match Facility does not operate so as to deliver to any eligible Scheme Shareholders the full amount of cash consideration for which they have elected, Henderson AIA, Richard Griffiths and Antisoma plc will acquire for cash (at a price of 233.5 pence per New GVC Share) the New GVC Shares otherwise attributable to such eligible Scheme Shareholders (or such of those shares as those eligible Scheme Shareholders have elected not to receive). This will result in additional cash being available to those eligible Scheme Shareholders whose elections for cash have not been satisfied through the operation of the Mix and Match Facility. The maximum commitments of Henderson AIA, Richard Griffiths and Antisoma plc under these cash underpinning arrangements are in respect of 5,000,000 New GVC Shares, 783,725 New GVC Shares and 1,713,062 New GVC Shares respectively.

Further, to the extent that eligible Scheme Shareholders elect for cash consideration, and such elections cannot otherwise be satisfied pursuant to the operation of the Mix and Match Facility and the cash underpinning arrangements referred to above, GVC will make an amount of up to £7,225,024 available pursuant to the Acquisition to satisfy such elections (and accordingly will not issue up to 3,094,229 New GVC Shares which would otherwise have been issued to such Scheme Shareholders). As set out in the description of the Transfer Agreement in Part 10 of the Prospectus, this sum is being made available to GVC by William Hill Australia as part of the working capital facility which William Hill has agreed to provide to GVC following the Effective Date.

The ability of eligible Scheme Shareholders to receive their consideration in the form of cash if they elect to do so under the Mix and Match Facility will be dependent on the irrevocable undertakings provided by certain Sportingbet Shareholders to elect for New GVC Shares (as detailed above) being complied with in accordance with their terms or, failing that, on sufficient elections for New GVC Shares being made by other eligible Scheme Shareholders.

Each of the Sportingbet Shareholders who has irrevocably undertaken to elect under the Mix and Match Facility to take the entirety of its consideration under the Acquisition in the form of New GVC Shares, or to receive as consideration not less than a specified minimum number of New GVC Shares,

has also undertaken to deliver a Sportingbet Form of Election to this effect within seven days after the posting of the Scheme Document. In the event that any such Sportingbet Form of Election is not duly received within this seven day period, an appropriate announcement will be made pursuant to Rule 2.11 of the Takeover Code.

The cash underpinning arrangements with Richard Griffiths and Antisoma plc fall to be treated as a related party transaction pursuant to the AIM Rules for Companies by virtue of the shareholding of Ora Capital in GVC (amounting to approximately 18.9 per cent. of GVC's share capital in issue on 19 December 2012, being the last Business Day prior to the making of the Announcement). The GVC Directors consider, having consulted with Daniel Stewart (GVC's Nominated Adviser), that the terms of the cash underpinning arrangements are fair and reasonable insofar as the GVC Shareholders are concerned.

By virtue of the cash underpinning arrangements with Henderson AIA and the shareholding in Sportingbet of Henderson Global Investors Limited, Henderson Group Limited and its subsidiaries are deemed to be acting in concert with William Hill Australia and GVC for the purposes of the Takeover Code.

Sportingbet Shareholders in Restricted Jurisdictions will not be entitled to participate in the Mix and Match Facility and, if the Scheme becomes Effective, will receive for each Scheme Share held by them the basic consideration of 44.8 pence in cash and a further sum of cash based upon the proceeds of the sale of 0.0435 New GVC Shares in the market.

6.3 Consortium Agreement

GVC, William Hill, William Hill Australia and William Hill Organization entered into a Consortium Agreement on 20 December 2012. The Consortium Agreement sets out the obligations of the parties as joint offerors towards each other in connection with implementation of the Acquisition and certain protections to be afforded to the other following the Effective Time, resulting largely from the proposed transfer of the Regulated Sportingbet Businesses to the William Hill Group.

See Part 10 of the accompanying Prospectus for a summary of the key terms of the Consortium Agreement.

6.4 Transfer Agreement

On 20 December 2012 Sportingbet, GVC, William Hill, William Hill Australia and William Hill Organization entered into a Deed of Undertaking pursuant to which they agreed to execute a copy of the Transfer Agreement immediately after the Scheme Court Order is filed with the Registrar of Companies. The Transfer Agreement is in an agreed form and places certain obligations on the parties to implement, shortly before the Effective Time, a re-organisation of the Sportingbet Group and the transfer of the Regulated Sportingbet Businesses to members of the William Hill Group.

See Part 10 of the accompanying Prospectus for a summary of the key terms of the Transfer Agreement.

7 Financing of the Acquisition

If the Scheme becomes Effective, it will result (assuming that the maximum number of New GVC Shares are issued pursuant to the Scheme, that no Sportingbet Convertible Bondholders convert their Sportingbet Convertible Bonds into Sportingbet Shares and that no options or awards under the Sportingbet Share Plans are exercised prior to the Court's sanction of the Scheme), in 29,018,660 New GVC Shares being issued in connection with the Acquisition, and a total cash consideration of approximately £418.1 million being paid, subject to the terms of the Mix and Match Facility and the other arrangements referred to in paragraph 6.2 above.

The cash consideration payable by GVC to Scheme Shareholders under the Acquisition will be financed through a loan made to GVC by William Hill Australia under the Transfer Agreement (which payment will be funded by William Hill from an existing revolving credit facility of the William Hill Group with a

consortium of banks and a new term loan with Lloyds Banking Group, Barclays and Royal Bank of Scotland) and through the cash underpinning arrangements with Henderson AIA, Richard Griffiths and Antisoma plc described in this Appendix II. The funding required for the cash consideration payable under the Acquisition by William Hill Australia (as agent of Sportingbet) to Sportingbet Convertible Bondholders will be funded from the William Hill Group's own resources and the same loan facilities.

In order to effect the Acquisition, William Hill will make an additional consideration payment of £36.5 million to GVC, part of which will be used to discharge bank indebtedness of the Sportingbet Group which exists as at the Effective Time. As a result, the total expected cash consideration paid by William Hill in relation to the acquisition of the Regulated Sportingbet Businesses is approximately £454 million. William Hill will separately provide a loan facility of up to £15 million at the Effective Date (subject to a further adjustment of up to £5 million after the Effective Date) to GVC to cover expected working capital fluctuations and other cash commitments. If GVC draws down on this facility, it will be repaid under a mechanism set out in the Transfer Agreement ending 30 June 2016.

The summary of the Transfer Agreement contained in Part 10 of the Prospectus provides further details of the financing of the Acquisition and the inter-relationship of that financing with the consideration payable by William Hill Australia for the Regulated Sportingbet Businesses.

8 Separation of the Regulated Sportingbet Businesses and the Sportingbet Retained Businesses

Following the issue of the Reduction Court Order by the Court but prior to the Effective Time, and pursuant to the terms of the Transfer Agreement, the William Hill Group will acquire the subsidiary companies of Sportingbet that comprise the Sportingbet Australian Business together with the Sportingbet Guernsey PropCos and the "miapuesta" brand, currently used by the Sportingbet Spanish Business. At the same time William Hill Australia will be granted (for no additional consideration) call options to acquire, no earlier than six months, and no later than twelve months, following the Effective Time, the business and assets that comprise the Sportingbet Spanish Business. Those assets include the customer lists and customer balances of the Sportingbet Spanish Business and the shares of certain companies that own the assets comprising the Sportingbet Spanish Business.

William Hill Australia's options over the Sportingbet Spanish Business may be exercised (at no additional consideration) in respect of some or all of the relevant assets at different times during the call option period. Pending the complete exercise of the options and the migration of the Sportingbet Spanish Business to the William Hill Group, GVC has agreed to operate the Sportingbet Spanish Business in accordance with certain undertakings given to William Hill Australia and under the direction of a joint steering group which is to be established to oversee the conduct of the Sportingbet Spanish Business.

GVC will be entitled to the economic benefit of the Sportingbet Spanish Business for a period of six months from the Effective Date, following which the economic benefit of the business shall vest with William Hill Australia and will continue to do so in the future whether or not William Hill Australia exercises its call options and notwithstanding that those options lapse on the anniversary of the Effective Date. To the extent that William Hill Australia does not exercise its call options over any or all of the Call Option Assets by the first anniversary of the Effective Date, GVC must procure that such Call Option Assets as are notified to it by William Hill Australia are wound up or disposed of. There is no set date by which William Hill Australia must notify GVC of the Call Option Assets that it requires GVC to wind up or dispose of. GVC has agreed to transfer to William Hill Australia any consideration received on any disposal or winding up of the Call Option Assets at William Hill Australia's direction, however, it is indemnified by William Hill Australia for any losses it suffers as a result of such a winding up or disposal at any time following the end of the call option period. Following the anniversary of the Effective Date, GVC is not restricted from selling or winding up any Call Option Assets that remain within the GVC Group, however, the economic benefit of any such winding up or sale would vest with William Hill Australia.

See the summary of the Transfer Agreement in Part 10 of the Prospectus for further information on the transfer of the Regulated Sportingbet Businesses to the William Hill Group.

9 Irrevocable undertakings

9.1 *Scheme irrevocable undertakings*

GVC and William Hill have received irrevocable undertakings in support of the Scheme in respect of an aggregate of 153,574,208 Sportingbet Shares, representing approximately 23 per cent. of Sportingbet's share capital in issue on 19 December 2012 (being the last practicable date prior to the making of the Announcement).

Within this total are irrevocable undertakings from those of the Sportingbet Directors who beneficially own or control, and can procure the voting of, Scheme Shares in respect of an aggregate of 5,492,756 Sportingbet Shares, representing approximately 0.8 per cent. of Sportingbet's share capital in issue on 19 December 2012 (being the last practicable date prior to the making of the Announcement).

Henderson Global Investors Limited, which through the Henderson Volantis Capital Team exercises discretionary investment management control over 10,102,999 Sportingbet Shares, representing approximately 1.5 per cent. of the share capital of Sportingbet in issue on 19 December 2012 (being the last Business Day prior to the making of the Announcement), has executed an irrevocable undertaking consenting to the Scheme and undertaking to be bound by it and undertaking to vote in favour of the Sportingbet Shareholder Resolution to be proposed at the Sportingbet General Meeting.

Certain other Sportingbet Shareholders (namely Bonaire Investment Holdings Ltd, UBS Global Asset Management, DBS Advisers Ltd., Mark Blandford (with family trusts) and Rockridge Investments S.A.) who hold or are beneficially entitled to, or exercise management control over, 137,978,453 Sportingbet Shares in aggregate, representing approximately 20.7 per cent. of the share capital of Sportingbet in issue on 19 December 2012 (being the last Business Day prior to the making of the Announcement), have executed irrevocable undertakings to vote in favour of the Scheme and in favour of the Sportingbet Shareholder Resolution.

9.2 *Irrevocable undertakings in respect of the GVC Shareholder Resolutions*

GVC has received irrevocable undertakings to vote in favour of the GVC Shareholder Resolutions to be proposed at the GVC EGM, in respect of an aggregate of 16,377,994 GVC Shares, representing approximately 51.8 per cent. of the share capital of GVC in issue on 19 December 2012 (being the last Business Day prior to the making of the Announcement).

Within this total are irrevocable undertakings from those of the GVC Directors who beneficially own or control, and can procure the voting of, GVC Shares in respect of an aggregate of 522,033 GVC Shares, representing approximately 1.7 per cent. of GVC's share capital in issue on 19 December 2012 (being the last Business Day prior to the making of the Announcement).

The remainder of the irrevocable undertakings received by GVC have been given by certain GVC Shareholders (namely Henderson Global Investors Limited, Ora Capital and Audley Capital Management Limited) in respect of an aggregate of 15,855,961 GVC Shares, representing approximately 50.2 per cent. of GVC's share capital in issue on 19 December 2012 (being the last Business Day prior to the making of the Announcement).

10 Management, employees and locations of the Sportingbet Retained Businesses

GVC believes that the combination of its existing operations with those of the Sportingbet Retained Businesses shall result in opportunities for many employees in the Enlarged Group in the future.

However, GVC also recognises that in order to achieve the planned benefits of the Acquisition, including deriving any available cost synergies, operational restructuring will be required. Following the Effective Date, GVC will seek to integrate the respective operations of the GVC Group and the Sportingbet Retained Businesses (including customer services, sales, accounting, finance, legal, IT, human resources and marketing functions). This is likely to lead to redundancies where the businesses have overlapping functions or where this would otherwise improve efficiency. In addition, GVC expects changes to the principal locations of business of the Sportingbet Retained Businesses and may redeploy the fixed assets of the

Sportingbet Retained Businesses. However, save as set out below, specific proposals have not yet been identified by GVC.

- It is envisaged that the executive directors of Sportingbet will vacate office and leave employment immediately upon Admission. The GVC Board has confirmed that all payments and benefits which will fall due to the executive directors of Sportingbet on the termination of their employment under their existing arrangements will be made in full, save that the executive directors have waived any eligibility they may have to any payment under Sportingbet's current redundancy policy.
- The non-executive directors of Sportingbet have agreed to resign with effect from the date of Admission. The GVC Board has confirmed that all payments which fall due to non-executive directors of Sportingbet on the termination of their directorships under their existing terms of appointment will be made in full as a lump sum. Peter Dicks will receive the sum of £55,000 pursuant to an agreement made with Sportingbet in 2007.
- In addition to the costs of the Sportingbet Directors, GVC will also review the central costs of Sportingbet, including the head office costs, in particular those associated with Sportingbet having been listed on the Official List of the London Stock Exchange.
- GVC will look to rationalise the locations of business of the GVC Group and the Sportingbet Retained Businesses. The GVC Board has confirmed that a number of senior managers will leave by reason of redundancy in the period following the date of Admission and discussions are underway with relevant individuals.

The GVC Board has confirmed to the Sportingbet Directors that the existing employment rights, including pension rights, of all employees employed within the Sportingbet Retained Businesses will be safeguarded.

The GVC Board has confirmed that, following the date of Admission, all of the employees of the Sportingbet Retained Businesses will become employed within the Enlarged Group on their existing terms and conditions and that there are no material changes in their employment terms and conditions envisaged.

The boards of William Hill and GVC have also confirmed that, in relation to any redundancies which are considered necessary in any jurisdiction, enhanced payments will be made to all impacted employees in accordance with the terms of the redundancy policy most recently applied by Sportingbet in the relevant jurisdiction.

11 Delisting of Sportingbet Shares and Sportingbet Convertible Bonds and re-registration

Prior to the Scheme becoming Effective, applications will be made to the UK Listing Authority for the cancellation of the listing of Sportingbet Shares and Sportingbet Convertible Bonds on the Official List and to the London Stock Exchange for the cancellation of trading of Sportingbet Shares on the London Stock Exchange's main market for listed securities and the cancellation of trading of Sportingbet Convertible Bonds on the London Stock Exchange's Professional Securities Market, with effect as at or shortly following the Effective Date.

The last day of dealings in, and for registration of transfers of, Sportingbet Shares and Sportingbet Convertible Bonds is expected to be the Business Day after the First Court Hearing. No transfers of Sportingbet Shares or Sportingbet Convertible Bonds will be registered after 6.00 p.m. on that day, other than the registration of Sportingbet Shares released, transferred or issued under the Sportingbet Share Plans.

At the Effective Time, Sportingbet will become a wholly owned subsidiary of GVC. It is also proposed that, following the Effective Date and after its shares have been delisted, Sportingbet will be re-registered as a private limited company.

12 Admission, dealings and settlement of the New GVC Shares

Upon the publication of this document, GVC will make an application to the London Stock Exchange for the temporary suspension of trading in Existing GVC Shares to be lifted.

An application, conditional on the Scheme becoming Effective, will be made to the London Stock Exchange for the GVC Shares in issue upon the Scheme becoming Effective (including the New GVC Shares) to be admitted or re-admitted (as applicable) to trading on AIM. It is expected that Admission will become effective, and that dealings for normal settlement in GVC Shares will commence, at 8.00 a.m. on the Business Day after the Effective Date.

The New GVC Shares will be issued credited as fully paid and will rank *pari passu* in all respects with the Existing GVC Shares, including the right to receive in full all dividends and other distributions (if any) declared, made or paid by reference to a record date after the Effective Date.

Further details on Admission, dealings and settlement are set out in the Scheme Document, which can be found on GVC's website, www.gvc-plc.com.

APPENDIX III

DEFINITIONS

“Acquisition”	the recommended cash and share offer being made by GVC and William Hill Australia for GVC to acquire all of the issued and to be issued share capital of Sportingbet to be effected by means of the Scheme or, should GVC and William Hill Australia so elect, by means of a Takeover Offer, on the terms and subject to the conditions set out in the Scheme Document or, if applicable, the Offer Document together with the transfer of the Sportingbet Australian Business, the “miapuesta” brand, the Sportingbet Guernsey PropCos and the grant of a call option over the Call Option Assets of the Sportingbet Spanish Business to members of the William Hill Group
“Additional Bonds”	the £15 million 7 per cent. convertible bonds due 2016 issued by Sportingbet on 25 May 2012
“Admission”	the admission and/or re-admission (as applicable) to trading on AIM of the GVC Shares in issue upon the Scheme becoming effective (including the New GVC Shares)
“AIM”	the market of that name operated by the London Stock Exchange
“AIM Rules for Companies”	the rules and guidance for companies whose shares are admitted to and trading on AIM, entitled “AIM Rules for Companies” as published by the London Stock Exchange from time to time
“Announcement”	the announcement made by GVC, William Hill and Sportingbet regarding the recommended offer for Sportingbet in accordance with Rule 2.7 of the Takeover Code on 20 December 2012
“ATD”	Asesores en Tecnología y Diseño, S.L., a company incorporated in Spain with registered number B-65787129
“Australian Regulatory Authority”	the NT Commission, the Treasurer of Australia and the Australian Competition and Consumer Commission
“Betaland”	a branded website used by the GVC Group and sold on 4 May 2012
“Betboo Turkish Business”	the GVC Group’s Turkish-language website trading under the Betboo brand
“Business Day”	a day (other than a Saturday, Sunday or public holiday) on which clearing banks are open for normal business in the City of London
“Call Option Assets”	the assets that are the subject of a call option to be granted in the Transfer Agreement, by Sportingbet to William Hill Australia over certain parts of the Sportingbet Spanish Business comprising: <ul style="list-style-type: none">(a) the SYWS Customer List;(b) the SYWS Customer Balances;(c) the entire issued share capital (but not part only) of SYWS; and(d) the entire issued share capital (but not part only) of ATD
“Capital Reduction”	the proposed reduction of the share capital of Sportingbet under Chapter 10 of Part 17 of the Companies Act by the cancellation and

	extinction of the A ordinary shares in the capital of Sportingbet provided for by the Scheme
“Change of Control Conversion Price”	as such term is defined in the offering circular dated 6 June 2011 pertaining to the Original Bonds
“Closing Price”	the closing middle market quotation of a share on a particular trading day, as derived (in respect of the Sportingbet Shares) from the London Stock Exchange Daily Official List and (in respect of GVC Shares) from the AIM appendix to the London Stock Exchange Daily Official List
“Companies Act”	the UK Companies Act 2006 (as amended, modified, consolidated, re-enacted or replaced from time to time)
“Conditions”	the conditions referred to in Appendix II to which the Scheme becoming Effective is subject and which are set out in full in the Scheme Document
“Consortium Agreement”	the deed entered into by GVC, William Hill, William Hill Australia and William Hill Organization on 20 December 2012 setting out the obligations of the parties as joint offerors towards each other in connection with implementation of the Acquisition and certain protections to be afforded to the other following the Effective Time
“Court”	the High Court of Justice in England and Wales
“Court Hearings”	the First Court Hearing and the Second Court Hearing, and “Court Hearing” means either one of them, as the context requires
“Court Orders”	the Scheme Court Order and the Reduction Court Order
“Daniel Stewart” or “Nominated Adviser”	Daniel Stewart & Company plc, a company incorporated in England and Wales with registered number 2354159, which is acting as nominated adviser and broker (as defined in the AIM Rules for Companies) to GVC
“Deed of Undertaking”	the deed entered into by GVC, William Hill, William Hill Australia, William Hill Organization and Sportingbet on 20 December 2012 undertaking to enter into the Transfer Agreement
“Effective”	in the context of the Acquisition: <ul style="list-style-type: none"> (a) if the Acquisition is implemented by way of the Scheme, Part 2 of the Scheme having become operative and the Capital Reduction having become effective in accordance with the terms of the Scheme; or (b) if the Acquisition is implemented by way of a Takeover Offer, such Takeover Offer having been declared or become unconditional in all respects
“Effective Date”	the date on which Part 2 of the Scheme becomes operative and the Capital Reduction becomes Effective in accordance with the terms of the Scheme
“Effective Time”	the time on the Effective Date at which Part 2 of the Scheme becomes operative and the Capital Reduction becomes effective

“Enlarged Group”	the GVC Group, as enlarged by the acquisition of the Sportingbet Retained Businesses following the Acquisition becoming Effective
“EPC”	East Pioneer Corporation B.V., a wholly-owned subsidiary of Sigma Corporate Management, a company incorporated and registered in Curaçao, Dutch Caribbean under company number 88008
“Euro” or “€”	the monetary unit of the EU’s single currency
“Exchange Act”	US securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder
“Excluded Shares”	any Sportingbet Shares legally or beneficially held by any member of the GVC Group
“Existing GVC Shares”	the 31,592,172 GVC Shares in issue as at the latest practicable date prior to the publication of this document
“FATA”	Foreign Acquisitions and Takeovers Act 1975 (Cth)
“First Court Hearing”	the hearing by the Court of the claim form to sanction the Scheme under section 899g of the Companies Act
“FSMA”	the UK Financial Services Market Act 2000, as amended from time to time
“Guernsey Properties”	eight freehold properties located in Guernsey and each held by direct and wholly owned subsidiaries of SB Properties (Guernsey) Limited, a member of the Sportingbet Group
“GVC” or “Company”	GVC Holdings plc, a public company limited by shares, incorporated in the Isle of Man with company number 4685V
“GVC Board”	the board of directors of GVC
“GVC Directors”	the directors (both executive and non-executive) of GVC at the date of this document
“GVC EGM”	the Extraordinary General Meeting of the GVC Shareholders to be held on or around 21 February 2013 (and any further Extraordinary General Meeting in case of adjournment of the meeting or reconvening of the said meeting)
“GVC Group”	GVC, any subsidiary undertaking of GVC, any parent undertaking of GVC and any subsidiary undertaking of any parent undertaking of GVC, in each case, from time to time and including, following the Effective Date, Sportingbet plc and its subsidiaries comprising the Sportingbet Retained Businesses
“GVC Notice of EGM”	this GVC Shareholders Circular dated 25 January 2013 containing this notice of the GVC EGM
“GVC Shareholder Resolutions”	the ordinary resolutions to be proposed at the GVC EGM to approve the Acquisition and increase the share capital of GVC available for issue
“GVC Shares”	fully paid ordinary shares in registered form of €0.01 par value each in the capital of GVC
“GVC Shareholders”	holders of GVC Shares

“Henderson AIA”	Henderson Alternative Investments Advisers Limited, acting in its capacity as discretionary investment manager of the Alphasen Volantis Fund Limited
“Henderson Volantis Capital Team”	the investment management team operating at Henderson Group plc and/or any of its subsidiary undertakings under the Volantis Capital name and led by Adam McConkey or his successor, together with any other employees in Henderson Group plc and its subsidiary undertakings from time to time who may be behind the same information barrier as that team
“London Stock Exchange”	London Stock Exchange plc
“Long Stop Date”	31 May 2013, or such earlier or later date as Sportingbet, William Hill Australia and GVC may agree and the Panel and/or the Court may allow
“Mix and Match Facility”	the mix and match facility under which eligible Scheme Shareholders (other than any Scheme Shareholders in a Restricted Jurisdiction) may elect to vary the proportions in which they receive cash and New GVC Shares under the Scheme
“Net Gaming Revenue” or “NGR”	the fair value of consideration received or receivable. In sports betting, NGR is calculated as the gains and losses in respect of bets placed on sporting events which have taken place in the period, stated net of betting taxes and certain promotional bonuses. In casino and gaming, NGR represents the net win in respect of bets placed in games that have concluded in the period, stated net of certain promotional bonuses. In poker, NGR represents the rake or commission for games that have concluded in the period, net of certain promotional bonuses
“New GVC Shares”	the new ordinary GVC Shares of €0.01 each in the capital of GVC to be allotted and issued pursuant to the Scheme
“NT Act”	Racing and Betting Act 1989 (NT)
“NT Commission”	the Northern Territory Racing Commission
“NT Licences”	licences to conduct business of sportsmaker granted by the NT Commission to Centrebet Pty Limited (dated 2 December 2011) and Sportingbet Australia Pty Limited (dated 28 November 2011)
“Offer Document”	should GVC and William Hill elect (with the consent of the Panel) to implement the Acquisition by way of a Takeover Offer, the document which would be dispatched to Sportingbet Shareholders containing, amongst other things, the details of that Takeover Offer, the terms and conditions of that Takeover Offer and certain information about GVC, William Hill and Sportingbet
“Official List”	the Official List, which is maintained by the UK Listing Authority
“Original Bonds”	the £65 million 7 per cent. convertible bonds due 2016 issued by Sportingbet on 8 June 2011
“Panel” or “Takeover Panel”	the Panel on Takeovers and Mergers
“Prospectus”	the prospectus (comprising an admission document) published by GVC on the date of this Notice of EGM

“Reclassification Record Time”	means 6.00 p.m. on the Business Day immediately prior to the Second Court Hearing
“Reduction Court Order”	the order of the Court confirming the Capital Reduction
“Registrar of Companies”	the Registrar of Companies in England and Wales, within the meanings of the Companies Act
“Regulated Sportingbet Businesses”	the Sportingbet Australian Business, the Sportingbet Spanish Business and the Sportingbet Guernsey PropCos
“Regulatory Authority”	any government, government department or governmental, quasi-governmental, supranational, statutory, regulatory, environmental, or investigative body, court, trade agency, association, institution or any other body or person whatsoever in any jurisdiction
“Restricted Jurisdiction”	the State of New York and any other jurisdiction where GVC is advised that the extension of, availability or issue of New GVC Shares would violate the law of that jurisdiction or would result in a requirement to comply with any other governmental or other consent or any registration, filing or other formality which GVC, in its absolute discretion, regards as unduly onerous
“Scheme”	the scheme of arrangement proposed to be made under Part 26 of the Companies Act between Sportingbet and Scheme Shareholders to implement the Acquisition, details of which are set out in the Scheme Document with or subject to any modification, addition or condition approved or imposed by the Court and agreed to by Sportingbet, William Hill Australia and GVC
“Scheme Court Order”	the order of the Court sanctioning the Scheme under section 899 of the Companies Act
“Scheme Document”	the circular to be sent to Sportingbet Shareholders and Sportingbet Convertible Bondholders on or around the date of this document and to be made available on the websites of GVC and Sportingbet setting out, <i>inter alia</i> , the terms of the Scheme and the notices convening the Sportingbet Shareholder Court Meeting, the Sportingbet General Meeting and the Sportingbet Convertible Bondholder General meeting
“Scheme Shareholder”	a holder of Scheme Shares
“Scheme Shares”	<ul style="list-style-type: none"> (a) the Sportingbet Shares in issue at the date of the Scheme Document; (b) any Sportingbet Shares issued after the date of the Scheme Document, but on or prior to the Sportingbet Voting Record Time in respect of the Sportingbet Shareholder Court Meeting; and (c) any Sportingbet Shares issued after the Sportingbet Voting Record Time in respect of the Sportingbet Shareholder Court Meeting but before the Reclassification Record Time either on terms that the original or any subsequent holder thereof shall be bound by the Scheme or in respect of which the holder thereof shall have agreed in writing to be bound by the Scheme,

in each case including, where the context so requires, shares arising upon the reclassification of the Scheme Shares in accordance with the Scheme

but excluding (A) in the case of references to “Scheme Shares” or “Scheme Shareholders” in relation to the Sportingbet Shareholder Court Meeting any Excluded Shares in issue and any Sportingbet Shares in respect of which the Henderson Volantis Capital Team is the discretionary investment manager and/or legally or beneficially held, or managed, by Richard Griffiths and/or Antisoma plc at the Sportingbet Voting Record Time in respect of the Sportingbet Shareholder Court Meeting and any Scheme Shares referred to in (c) above and (B) in the case of all other references in the Scheme to “Scheme Shares” and “Scheme Shareholders” any Excluded Shares in issue immediately before the Reclassification Record Time

“Second Court Hearing”	means the hearing by the Court of the claim form to confirm the Capital Reduction under section 645 of the Companies Act
“Securities Act”	the US Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“Sportingbet”	Sportingbet plc, a public company limited by shares, incorporated and registered in England and Wales under company registration number 03534726
“Sportingbet Australian Business”	the regulated business operated by the Sportingbet Group in Australia under licences issued by the appropriate Australian regulator, which for the avoidance of doubt excludes any European or other businesses operated by the Sportingbet Group under non-Australian licences
“Sportingbet Board”	the board of directors of Sportingbet
“Sportingbet Convertible Bondholders”	holders of the Sportingbet Convertible Bonds
“Sportingbet Convertible Bonds”	the Original Bonds and the Additional Bonds
“Sportingbet Convertible Bondholder Cash Consideration”	the cash consideration to be paid to Sportingbet Convertible Bondholders pursuant to the Sportingbet Convertible Bondholder Resolution in full settlement of all amounts due under the Sportingbet Convertible Bonds, including any accrued but unpaid interest
“Sportingbet Convertible Bondholder General Meeting”	the meeting of Sportingbet Convertible Bondholders, to consider and, if thought fit, approve the Sportingbet Convertible Bondholder Resolution (with or without modification) including any adjournment or postponement of any such meeting
“Sportingbet Convertible Bondholder Resolution”	a resolution of Sportingbet Convertible Bondholders to authorise the trustee of the Sportingbet Convertible Bonds to agree an amendment to the conditions of the Sportingbet Convertible Bonds that the Sportingbet Convertible Bonds will be automatically redeemed if the Acquisition becomes effective and Sportingbet

	Convertible Bondholders will receive the Sportingbet Convertible Bondholder Cash Consideration
“Sportingbet Directors”	the directors (both executive and non-executive) of Sportingbet from time to time
“Sportingbet Form of Election”	the form of election for use by an eligible Scheme Shareholder who holds Scheme Shares in certificated form in relation to the Mix and Match Facility
“Sportingbet General Meeting”	the general meeting of Sportingbet Shareholders convened in connection with the Scheme to consider and, if thought fit, approve the Sportingbet Shareholder Resolution (with or without amendment) including any adjournment or postponement of any such meeting
“Sportingbet Group”	Sportingbet and its subsidiary undertakings as at the date of this document and, where the context admits, each of them
“Sportingbet Guernsey PropCos”	<ul style="list-style-type: none"> (a) Cambria Villas Limited, a company incorporated in Guernsey with registered number 46904; (b) Cleveley House Limited, a company incorporated in Guernsey with registered number 49377; (c) Ivy Lodge Limited, a company incorporated in Guernsey with registered number 50638; (d) Les Rosiers Limited, a company incorporated in Guernsey with registered number 27005; (e) Orianna House Limited, a company incorporated in Guernsey with registered number 46905; (f) St James Place Limited, a company incorporated in Guernsey with registered number 46984; (g) The Jungle Limited, a company incorporated in Guernsey with registered number 35938; and (h) Tudor Apartments Limited, a company incorporated in Guernsey with registered number 48252
“Sportingbet Retained Businesses”	all businesses and assets of the Sportingbet Group, other than the Regulated Sportingbet Businesses
“Sportingbet Shares”	the existing unconditionally allotted or issued and fully paid ordinary shares of 0.1 pence each in the capital of Sportingbet and any further such ordinary shares which are unconditionally allotted or issued before the Scheme becomes Effective
“Sportingbet Shareholder”	the registered holders of Sportingbet Shares from time to time
“Sportingbet Shareholder Court Meeting”	the meeting of Scheme Shareholders convened by order of the Court pursuant to Part 26 of the Companies Act to consider and, if thought fit, approve the Scheme (with or without amendment) including any adjournment or postponement of any such meeting
“Sportingbet Shareholder Resolution”	the special resolution of Sportingbet Shareholders to amongst other things amend Sportingbet’s articles of association, which is to be considered and, if thought fit, approved (with or without amendment) at the Sportingbet General Meeting

“Sportingbet Share Plans”	the Sportingbet Executive Share Option Scheme 2004, the Sportingbet Restricted Share Plan 2009 and the Sportingbet 2011 Long-Term Incentive Plan
“Sportingbet Spanish Business”	the regulated business operated by the Sportingbet Group in Spain under licences issued by the appropriate Spanish regulator, which for the avoidance of doubt excludes any South American or other businesses operated by the Sportingbet Group under non-Spanish licences
“Sportingbet Voting Record Time”	is 6.00 p.m. on the second day before the Sportingbet Shareholder Court Meeting and the Sportingbet General Meeting or, if any such meeting is adjourned, any adjournment of it (as the case may be)
“Sportsbook”	sports betting operation
“Sterling” or “£”	the lawful currency of the UK
“Substantial Interest”	a direct or indirect interest in 20 per cent. or more of the total voting rights conferred by the equity share capital (as defined in the Companies Act) of such undertaking
“Superbahis Business”	the Turkish language website, www.superbahis.com and associated offshore assets which were acquired by EPC from Sportingbet on 21 November 2011
“SYWS”	Spread Your Wings Spain plc, a company incorporated in Malta with registered number C 54301
“SYWS Customer Balances”	the balance of funds (together with an amount equal to any provision held by SYWS in respect of any customer referral or sign up bonuses which have still to be taken or used by SYWS customers) received or receivable from and held by or on behalf of SYWS
“SYWS Customer List”	the list and/or database of SYWS customers
“Takeover Code” or “City Code”	the City Code on Takeovers and Mergers of the United Kingdom issued from time to time by or on behalf of the Panel
“Takeover Offer”	a takeover offer, as that term is defined in section 974 of the Companies Act
“Transfer Agreement”	the deed to be entered into by William Hill, William Hill Australia, William Hill Organization, GVC and Sportingbet, governing the transfer of the Regulated Sportingbet Businesses from Sportingbet to members of the William Hill Group
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“UK Listing Authority” or “UKLA”	the FSA acting in its capacity as the competent authority for the purposes of Part VI of the FSMA
“US” or “United States”	the United States of America
“Wider GVC Group”	GVC and its subsidiaries, subsidiary undertakings, associated undertakings and any other undertaking in which GVC and such undertakings (aggregating their interests) have a Substantial Interest
“Wider Sportingbet Group”	Sportingbet and its subsidiary undertakings, associated undertakings and any other undertaking in which Sportingbet

	and/or such undertakings (aggregating their interests) have a Substantial Interest
“Wider William Hill Group”	William Hill and its subsidiaries, subsidiary undertakings, associated undertakings and any other undertaking in which William Hill and such undertakings (aggregating their interests) have a Substantial Interest
“William Hill”	William Hill plc, a public company limited by shares, incorporated in England and Wales with company number 04212563
“William Hill Australia”	William Hill Australia Pty Limited, a company incorporated in the State of Victoria with Australian Company Number 161652973
“William Hill Board”	the board of directors of William Hill
“William Hill Group”	William Hill and its subsidiaries and subsidiary undertakings from time to time
“William Hill Organization”	William Hill Organization Limited, a company incorporated in England and Wales, with registered number 278208

