

GVC HOLDINGS PLC

(the "Company")

FORM OF PROXY EXTRAORDINARY GENERAL MEETING – 8 MARCH 2018



(PLEASE COMPLETE IN BLOCK CAPITALS)

I/We of

Being a shareholder of the Company hereby appoint the Chairman of the Meeting or (see note 2)

as my/our proxy to attend, represent and vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at the Sunborn Hotel, 35 Ocean Village, Gibraltar GX11 1AA at 9.30 a.m. (Gibraltar time) on 8 March 2018 and at any adjournment thereof.

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 Extraordinary General Meeting.

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

	FOR	AGAINST	ABSTAIN
ORDINARY RESOLUTIONS			
1. To approve the Acquisition			
2. To give the Directors authority to allot and issue shares in the Company pursuant to the Scheme			
SPECIAL RESOLUTION			
3. To amend the Company's articles of association			
ORDINARY RESOLUTION			
4. To approve the giving of an indemnity by the Company			

Please tick here if this proxy appointment is one of multiple appointments being made (see note 6). Enter number of shares this appointee may vote in respect of

Dated 2018 Signature

Notes:

- Pursuant to Regulation 22 of the Uncertificated Securities Regulations 2006 of the Isle of Man, only those shareholders registered in the shareholder register of the Company as at 10.00 p.m. (London time) on 6 March 2018 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 shareholder register of the Company in order to have the right to attend and vote at the adjourned meeting is 10.00 p.m. (London time) on the day two days before the date fixed for the adjourned meeting. Changes to entries on the Company's shareholder register after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- As a shareholder you are entitled to appoint one or more proxies to exercise all or any of your shareholder rights to attend and to speak and vote on your behalf at the meeting. A proxy need not be a shareholder or the Chairman of the meeting. If you wish your proxy to speak at the meeting, you should appoint a proxy other than the Chairman of the meeting and give your instructions to that proxy.
- Completion and submission of the Form of Proxy will not prevent you from attending the meeting and voting at the meeting in person, in which case any votes cast by your proxy will be excluded.
- To be valid the Form of Proxy should be completed, signed and delivered (together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority) to the Company's registrars, Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF not later than 48 hours before the time appointed for holding the Extraordinary General Meeting or, in the case of a poll taken subsequent to the date of the Extraordinary General Meeting, or any adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll which is taken more than 48 hours after the day of the Extraordinary General Meeting or adjourned meeting.
- In the case of a company being a shareholder, this Form of Proxy must be executed under its common seal or signed on its behalf by an officer of that company or an authorised attorney for that company.
- You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder, which detail must be identified on the Form of Proxy. If you intend to appoint more than one proxy you can obtain additional Forms of Proxy from Link Asset Services by contacting the telephone number at note 9 below. Alternatively, the Form of Proxy provided may be photocopied prior to completion. The Forms of Proxy should be returned in the same envelope and each should indicate that it is one of multiple appointments being made.
- In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the Company's shareholder register in respect of the joint holding.
- An abstention (or "vote withheld") option has been included on the Form of Proxy. The "Abstain" option is provided to enable you to abstain from voting on a resolution. However, it should be noted that an abstention is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- If you have any questions in relation to the completion and return of the Form of Proxy, please contact the Company's registrars, Link Asset Services on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside of the United Kingdom will be charged at the applicable international rate. Lines are open 9.00 a.m. to 5.30 p.m. (London time) Monday to Friday excluding public holidays in England and Wales. Please note that Link Asset Services cannot provide advice on the merits of the matters to be considered at the Extraordinary General Meeting nor give financial, tax, investment or legal advice.