

Barcode:  
Event code:

**GVC Holdings PLC** (the “Company”)

**FORM OF INSTRUCTION – 2019 ANNUAL GENERAL MEETING**

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

**Please complete in BLOCK CAPITALS**

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

having a beneficial interest in the Company’s shares registered in the name of Link Market Services Trustees (Nominees) Limited (the “Nominee”), hereby instruct the Nominee at the Company’s 2019 Annual General Meeting to be held on 5 June 2019 at 9.00 a.m. (Gibraltar time) and at any adjournment thereof, to vote the Company shares representing my beneficial interest as indicated below with an ‘X’ in respect of the following resolutions:

**Please clearly mark the box below to instruct your proxy how to vote**

**Ordinary Resolutions**

- |  | For                      | Against                  | Withheld                 |
|--|--------------------------|--------------------------|--------------------------|
| 1. Receive the 2018 annual report                              | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Approve the 2018 Directors’ remuneration report             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Re-appoint KPMG LLP as auditor                              | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Authorise the Directors to agree the auditor’s remuneration | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Re-elect Pierre Bouchut as a Director                       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Re-elect Virginia McDowell as a Director                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Re-elect Rob Wood as a Director                             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. Re-elect Kenneth Alexander as a Director                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. Re-elect Jane Anscombe as a Director                        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. Re-elect Lee Feldman as a Director                         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

- |   | For                      | Against                  | Withheld                 |
|---|--------------------------|--------------------------|--------------------------|
| 11. Re-elect Peter Isola as a Director                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. Re-elect Stephen Morana as a Director                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. Authorise the Directors to allot the Company’s shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**Special Resolutions**

- |  | For                      | Against                  | Withheld                 |
|--|--------------------------|--------------------------|--------------------------|
| 14. Approve the general disapplication of pre-emption rights                                       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15. Approve the disapplication of pre-emption rights for acquisitions and other capital investment | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16. Authorise the Directors to acquire the Company’s shares  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 17. Approve the amendments to the Articles   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signature

Date

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## Notes on Form of Instruction

1. The resolutions are set out in full in the 2019 Annual General Meeting Notice.
2. To be valid, this Form of Instruction must be submitted to Link Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom to be received as soon as possible and in any event, so as to be received no later than 6.00 p.m. (London time) on 29 May 2019 or if the meeting is adjourned not less than 72 hours prior to the time and date set for the adjourned meeting.
3. Any alterations made to this Form of Instruction should be initialled.
4. Please indicate how you wish your votes to be cast by placing 'X' in the relevant box provided. On receipt of this form, duly signed, you will be deemed to have authorised the Nominee to vote, or to withhold its vote, as per your instructions. If you do not indicate how you wish your votes to be cast, you will be deemed to have instructed the Nominee to withhold its vote on a resolution.
5. The "vote withheld" option is provided to enable you to withhold your vote on a resolution. However, it should be noted that a withheld vote 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.
6. Where two or more valid but different Forms of Instruction are delivered in respect of the same share for use at the meeting, the one which is last validly deposited or received shall be treated as replacing and revoking the other Form of Instruction as regards that share. Which is later will be determined on the basis of which is last sent (or, if the Company is unable to determine which is last sent, last received). Instructions in the same envelope will be treated as sent and received at the same time, to minimise the number of conflicting instructions.
7. If conflicting instructions are sent or received at the same time or if the Company is unable to determine which was sent or received last in respect of (or deemed to be in respect of) an entire holding, none of them shall be treated as valid.
8. The Nominee will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or withhold his or her vote as he or she thinks fit on any other resolution (including amendments to resolutions) which may properly come before the meeting.
9. If you wish to attend the meeting in person, then please contact Link Market Services Trustees, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or by email to [custodymgt@linkgroup.co.uk](mailto:custodymgt@linkgroup.co.uk) by no later than 6.00p.m. (London time) on 29 May 2019, who will then arrange for a letter of corporate representation to be sent to you. On presentation of that document at the meeting, you will be allowed to attend, speak and vote at the meeting.