

Barcode:
Event code:



GVC Holdings PLC (the “Company”)

FORM OF PROXY – 2019 ANNUAL GENERAL MEETING

Please complete in **BLOCK CAPITALS**

I/We of
Being a shareholder of the Company hereby appoint the Chairman of the meeting or (see notes 1 and 5)

..... (Name of proxy) (Number of shares)

Please indicate here if you are appointing more than one proxy (see note 5)
as my/our proxy to attend, represent and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at the Sunborn Hotel, 35 Ocean Village, Gibraltar GX11 1AA at 9.00 am. (Gibraltar time) on 5 June 2019 and at any adjournment thereof.

I/We direct my/or 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 withhold his or her vote at his or her discretion and I/we authorise my/our proxy to vote (or withhold his or her vote) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

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

Notes on Form of Proxy

1. 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. The appointment of the Chairman of the meeting as proxy has been included for convenience. To appoint as a proxy any other person, delete the words “the Chairman of the meeting or” and insert the full name of your proxy in the space provided. A proxy need not be a shareholder of the Company. 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. If the proxy is being appointed in relation to part of your holdings only, please enter in the space provided the number of shares in relation to which they are authorised to act. If this box is left blank, they will be authorised in respect of your entire shareholding.
2. 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.
3. 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 4TU not later than 8.00 am (London time) on 3 June 2019 or, in the case of a poll taken subsequent to the date of the 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 meeting or adjourned meeting.
4. In the case of a company being a shareholder then this proxy form 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.
5. 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. If you intend to appoint more than one proxy you can obtain additional forms of proxy from Link Asset Services. Alternatively, the form of proxy provided may be photocopied prior to completion. You should indicate on each copy the name of the proxy you wish to appoint and, in the space provided, the number of shares in respect of which the proxy is appointed. The forms of proxy should be returned in the same envelope and each should indicate, in the space provided, that it is one of multiple appointments being made.
6. 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 shareholders’ register in respect of the joint holding.
7. A “vote withheld” option has been included on the form of proxy. The legal effect of choosing this option on any resolution is that you will be treated as not having voted on the relevant resolution. The number of votes in respect of which votes are withheld will, however, be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.
8. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual. Further details are set out in the Notice of Meeting.