

FORM OF DIRECTION
TO
THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF GAMING VC HOLDINGS S.A.
TO BE HELD ON 19 MAY 2009 AT 10.00 a.m. AT THE REGISTERED OFFICE

Form of direction for completion by holders of Depositary Interests on a one for one basis in Gaming VC Holdings S.A., a Luxembourg *société anonyme* with registered office at 13-15, Avenue de la Liberté, L-1931 Luxembourg, and registered with the Luxembourg Register of Commerce and Companies (RCS) under number B 104.348 (the **Company**) in respect of the Annual General Meeting of the shareholders of the Company to be held on 19 May 2009 at 10.00 a.m. (the **Meeting**) at the registered office of the Company.

I/We (the undersigned)

of

(Please insert full name(s) and (registered) address(es) in BLOCK CAPITALS)

being a holder of Depositary Interests representing shares in the Company hereby instruct Capita IRG Trustees Limited, the depositary, to vote for me/us and on my/our behalf at the Meeting of the Company to be held on the above date (and at any adjournment thereof) in respect of the resolutions proposed for adoption at the Meeting, as indicated in the boxes for each item in the agenda below.

PLEASE TICK ONE BOX IN RESPECT OF EACH RESOLUTION ONLY

IF NO INDICATION IS GIVEN, YOU WILL BE DEEMED TO BE INSTRUCTING THE DEPOSITARY TO ABSTAIN FROM VOTING

| PROPOSED AGENDA AND RESOLUTIONS | FOR | AGAINST | VOTE WITHHELD |
|---|-----|---------|---------------|
| 1. Election and appointment of Lee Feldman as the chairman of the Meeting or any such person as is nominated by the Board of Directors as the chairman of the Meeting; | | | |
| 2. Acknowledgement of the report of the Board of Directors and the financial statements of the Company in respect of the financial year ended 31 December 2008; | | | |
| 3. Acknowledgement of the report of the Board of Directors and the consolidated financial statements of the Company and its subsidiaries in respect of the financial year ended 31 December 2008; | | | |
| 4. Acknowledgement of the report of the statutory auditor of the Company in respect of the financial year ended 31 December 2008; | | | |
| 5. Acknowledgement of the report of the statutory auditor of the Company in respect of the consolidated financial statements in respect of the financial year ended 31 December 2008; | | | |
| 6. Approval of the balance sheet, the profit and loss account and the notes to the accounts for the financial year ended 31 December 2008; | | | |
| 7. Approval of the consolidated balance sheet, the consolidated profit and loss account and the notes to the consolidated accounts for the financial year ended 31 December 2008; | | | |
| 8. Allocation of 5 per cent. of the profit for the financial year ended 31 December 2008 to the legal reserve (see Note 1 to the Resolutions); | | | |
| 9. Approval of the payment out of the profits of a final dividend of €0.20 per share as reported in page 12 of the report of the Board of Directors and the financial statements of the Company in respect of the financial year ended 31 December 2008 and to be paid on 29 May 2009 to all shareholders on the register of shareholders of the Company at the close of business on 1 May 2009 and proposal to carry forward any remainder of the profits of the Company as per December 31, 2008 to the next financial year (see Note 1 to the Resolutions); | | | |
| 10. Discharge to the directors for and in connection with their duties as directors of the Company during the financial year ended 31 December 2008 (see Note 2 to the Resolutions); | | | |
| 11. Discharge to the statutory auditor for and in connection with its duties as statutory auditor of the Company during the financial year ended 31 December 2008 (see Note 3 to the Resolutions); | | | |
| 12. Approval with effect as the date of the Meeting, of the delegation by the Board of Directors of all or part of its powers regarding daily management of the Company to Richard Cooper (to be designated as Chief Financial Officer of the Company) for a mandate with a term of two (2) years expiring on the general meeting of the shareholders approving the financial accounts of the year 2010 (see Note 4 to the Resolutions); | | | |
| 13. Renewal of the mandate of, and to the extent necessary, appointment of Grant Thornton Lux Audit S.A., a Luxembourg public limited liability company (<i>société anonyme</i>), with registered office at 83, Pafbruch L-8308 Capellen and registered with the RCS under number B 43.298 as statutory auditor of the Company with effect as the date of the Meeting for a term ending at the annual general meeting of the Company approving the financial accounts of the year 2009 (see Note 5 to the Resolutions); | | | |
| 14. Acknowledgement and to the extent necessary approval of the payment from May 2008 to each director of attendance fees (<i>jetons de présence</i>) to meetings (whether board meetings or shareholders meetings) of the Company or the Company's subsidiaries or affiliated group companies, of €750 per board meeting or shareholders meeting of the Company or the Company's subsidiaries or affiliated group companies, of €750 per board meeting or shareholders meeting attended, plus associated travel costs incurred by each of the directors, it being understood that such payments are not and shall not be considered as directors fees (<i>tantièmes</i>) (see Note 6 to the Resolutions); | | | |
| 15. Authorisation to the Company to purchase its own ordinary shares of €1.24 each in the capital of the Company (whether redeemable ordinary shares or ordinary shares) in accordance with the Company's articles of association and the Luxembourg law on commercial companies of August 10, 1915, as amended (the Luxembourg Company Law) on such terms as the Board of Directors may from time to time determine and subject to the following provisions: (a) the maximum number of ordinary shares hereby authorised to be purchased is 3,113,376 being approximately 10% of the Company's issued share capital at the date of the proposed purchase or such lower threshold so as to take into account the fact that the nominal value of the shares acquired, including shares previously acquired by the Company and held by it in its portfolio, may not exceed at any time 10% of the share capital; (b) the minimum price, exclusive of any expenses, which may be paid for each ordinary share is the nominal value of such share; (c) the maximum price, exclusive of expenses, which may be paid for each ordinary share is an amount equal to 105% of the average of the middle market closing price for an ordinary share of the Company published on the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which such share is contracted to be purchased; (d) unless previously renewed, revoked or varied, there authority hereby conferred shall expire at the close of the next annual general meeting of the Company, save that the Company may, before the expiry of the authority granted by this resolution, commit itself to purchase its own ordinary shares and enter into any contract for such a purpose, provided that the Company may effect the purchase of these ordinary shares in accordance with any such commitment, within a period not exceeding eighteen months from the date of this meeting (see Note 7 to the Resolutions) | | | |

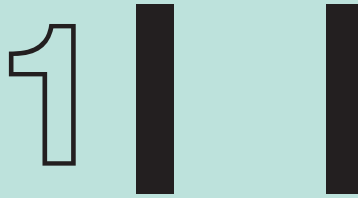
Signature: Date:

Notes to the Form of Direction:

- To be effective, this form of direction, completed, and signed (and any power of attorney or other authority (if any) under which it is signed, or a notarial or otherwise certified copy of such power or authority), must be delivered to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 72 hours before the time appointed for holding the Meeting or any adjourned meeting (or sent to the freepost address overleaf so as to arrive by that time).
- Any alterations made to voting directions on this form of direction should be initialled.
- In the case of a corporation this form of direction should be given under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
- On the receipt of this form duly signed, you will be deemed to have authorised Capita IRG Trustees Limited to vote, or to abstain from voting, or to appoint a proxy to vote, as instructed.

SECOND FOLD

BUSINESS REPLY LICENSE
MB122



**Capita Registrars
(Proxies)
PO Box 25
Beckenham
Kent
BR3 4BR**

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THIRD FOLD AND TUCK IN