

GAMING VC HOLDINGS SA

(Incorporated in Luxembourg with registered number B104348)

"Issuer Company"

Form of Direction

Form of direction for completion by holders of Depositary Interests representing shares on a one for one basis in the Issuer Company in respect of the Extraordinary General Meeting of the Company at Company's registered Office, 13-15 avenue de la Liberté, Luxembourg on 17 February 2009 at 11am.

I/We

Of

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

being a holder of Depositary Interests representing shares in the Issuer Company hereby instruct Capita IRG Trustees Limited, the Depositary, to vote for me/us and on my/our behalf in person or by proxy at the General Meeting of the Issuer Company to be held on the above date (and at any adjournment thereof) as directed by a tick (✓) in the spaces below.

Please indicate with an "✓" in the spaces below how you wish your vote to be cast. If no indication is given, you will be deemed as instructing the Depositary to abstain from voting.

<i>Ordinary resolutions</i>	<i>For</i>	<i>Against</i>	<i>Discretion</i>
<p>1. Ratification and confirmation of the appointment of Mr Richard Cooper* and Mr Karl Diacono as directors of the Company for a term of three (3) years expiring on the general meeting of the shareholders approving the financial accounts of the year 2010, and appointed on a provisional basis by the board of directors of the Company on 5 December 2008 which filled in the vacancies left by the resignations of Mr Gerard Cassels and Mr Adrian Smith.</p> <p><i>Note 1: Richard Cooper's contract of service with the group provides for ONE year's notice in the event of his dismissal.</i></p> <p><i>Note 2: Karl Diacono's contract of service provides for THREE months notice in the event of his dismissal.</i></p>			
<p>2. Acknowledgement of the replacement of KPMG AUDIT S.à r.l., a Luxembourg <i>société à responsabilité limitée</i>, with registered office at 9, Allée Scheffer, L-2520 Luxembourg and registered with the RCS under number B 103.590 (KPMG) as statutory auditor of the Company with effect as the date of the Meeting</p>			
<p>3. Discharge to KPMG for and in connection with its duties as statutory auditor of the Company until the date of the Meeting</p>			
<p><i>Continued overleaf</i></p>			

<i>Ordinary resolutions</i> <i>Continued</i>	<i>For</i>	<i>Against</i>	<i>Discretion</i>
4. Appointment of Grant Thornton Lux Audit S.A., a Luxembourg public limited liability company (<i>société anonyme</i>), with registered office at 83, Pafebruch 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 2008			
5. Power and authorisation given to any director of the Company and/or any employee of ATC Corporate Services (Luxembourg) S.A., acting individually to register the above-mentioned appointments and auditors replacement, with the RCS.			

Signature:..... Date:

NOTES:

1. To be effective, this form of direction and the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be deposited at:
Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU
not later than 72 hours before the time appointed for holding the meeting.
2. Any alterations made to this form of direction should be initialled.
3. 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.
4. Please indicate how you wish your votes to be cast by placing "✓" in the box provided. On receipt of this form duly signed, you will be deemed to have authorised Capita IRG Trustees Limited to vote, or to abstain from voting, as per your instructions.
5. Depository interest held in uncertified form (i.e. in CREST), representing shares on a one for one basis in the Issuer Company, may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.