

GVC HOLDINGS PLC
EXTRAORDINARY GENERAL MEETING
16 November 2011
FORM OF PROXY

To: GVC Holdings PLC

I/We
(INSERT FULL NAME)

of
(INSERT ADDRESS)

being member/members of GVC Holdings PLC (the “**Company**”), hereby appoint as my/our proxy, to attend and, on a poll, vote on my/our behalf at the extraordinary general meeting of the Company to be held at Abchurch Communications, 125 Old Broad Street, London EC2N 1AR at 10.00 a.m. on 16 November 2011 and at any adjournment thereof (the “**EGM**”), the duly appointed Chairman of the EGM or (see Note 1):

My/our proxy is to vote as indicated by an “X” below in respect of the resolutions set out in the notice of the EGM. If no specific direction to voting is given, the proxy will vote or abstain at his discretion.

Please tick here if this proxy appointment is one of multiple appointments being made

Terminology – terms used in the Company’s admission document dated 31 October 2011 (“**Admission Document**”) have been adopted in this form of proxy.

RESOLUTIONS	FOR	AGAINST	ABSTAIN
Resolution 1 To approve the Guarantee and the Services Agreement in relation to the Transaction			
Resolution 2 To amend the rules of the LTIP to increase the overall limit on options over Shares			

Signature(s) or Common Seal

Date 2011

PLEASE USE REPLY ENVELOPE ENCLOSED

1. A shareholder entitled to attend and vote at the EGM may appoint one or more proxies of his or her choice to attend the EGM and, on a poll, vote on his or her behalf. If a proxy other than the Chairman of the meeting is preferred, please enter the name of your proxy in the space provided and delete the words “the duly appointed Chairman of the EGM or”. A proxy need not be a member of the Company, but must attend the EGM to represent you.
2. To be valid, the form of proxy and any power of attorney or other authority under which it is signed or a notarily certified copy of such power or authority, must be completed in accordance with the instructions set out on the form and deposited at or posted to the offices of Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU (or if couriered or hand-delivered to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU) so as to be received by not later than 10.00 a.m. on 14 November 2011, being 48 hours before the time of the EGM.
3. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by photocopying this proxy form. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by the member may result in the proxy appointment being invalid. You can only appoint a proxy using the procedures set out in these notes and the notes to the Notice of the EGM. The appointment of a proxy will not preclude a member from attending and voting in person at the meeting if he so wishes.