

GAMING VC HOLDINGS S.A.

Société Anonyme

Registered office: L-1931 Luxembourg, 13-15, Avenue de la Liberté

R.C.S. Luxembourg: B 104.348

**FORM OF PROXY
TO
THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF
GAMING VC HOLDINGS S.A.
TO BE HELD ON 17 FEBRUARY 2009 AT 11 am AT THE REGISTERED OFFICE**

Form of proxy for completion by holders of shares having a nominal value of €1.24 each in the share capital of Gaming VC Holdings S.A., a Luxembourg *société anonyme* with registered office at L-1931 Luxembourg, 13-15, Avenue de la Liberté and registered with the Luxembourg Register of Commerce and Companies ("**RCS**") under number B 104.348 (the **Company**) in respect of the Extraordinary General Meeting of the shareholders of the Company to be held at 11am on 17 February 2009 (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 shares in the Company hereby appoints the Company's Registrar, ATC Corporate Services (Luxembourg) S.A., as my/our proxy to vote or to appoint the chairman of the Meeting as my/out proxy to vote for me/us and on my/our behalf at the Meeting 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 by a tick (✓) in the boxes for each item in the agenda below.

PLEASE TICK (✓) ONE BOX IN RESPECT OF EACH RESOLUTION ONLY

PROPOSED AGENDA AND RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
<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>			

PROPOSED AGENDA AND RESOLUTIONS (continued)	FOR	AGAINST	VOTE WITHHELD
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.			
3. Discharge to KPMG for and in connection with its duties as statutory auditor of the Company until the date of the Meeting.			
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 to the Form of Proxy:

1. To be effective, this form of proxy, completed, and signed (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 delivered to the Company's Registrar:

ATC Corporate Services (Luxembourg) S.A., L-1931 Luxembourg, 13-15, Avenue de la Liberté

by no later than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
2. Any alterations made to voting directions on the form of proxy should be initialled.
3. In the case of a corporation this proxy should be given under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
4. On the receipt of this form duly signed, you will be deemed to have authorised ATC Corporate Services (Luxembourg) S.A. to vote, or to abstain from voting, as specified, or in absence of any direction, as ATC Corporate Services (Luxembourg) S.A. thinks fit.