

**GVC HOLDINGS PLC**  
(the “Company”)  
**FORM OF PROXY**  
**2016 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 note 1) .....

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 Chambers, 5 Mount Pleasant, Douglas, Isle of Man IM1 2PU at 11.00 a.m. (BST) on 24 May 2016 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 abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the Annual General Meeting.

**PLEASE CLEARLY MARK THE BOX BELOW TO INSTRUCT YOUR PROXY HOW TO VOTE**

<b>ORDINARY RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
1. To receive and adopt the audited annual report for Company and the consolidated group for the year ended 31 December 2015.			
2. To re-appoint Grant Thornton UK LLP as auditor of the Company and authorise the Directors to fix the remuneration of the auditor.			
3. To re-elect Richard Cooper as a director.			
4. To re-elect Peter Isola as a director.			
5. To re-elect Stephen Morana as a director.			
6. To re-elect Norbert Teufelberger as a director.			
7. Authorise an increase in the Company’s authorised share capital.			
8. Authorise the director to allot the Company’s shares.			
<b>SPECIAL RESOLUTIONS</b>			
9. Partial dis-application of the share allotment pre-emption rights.			
10. Amendment to the Articles regarding the Company’s authorised share capital.			
11. Amendment to the Articles regarding the pre-emption rights on allotment.			
12. Amendment to the Articles regarding directors’ fees.			

Dated.....2016

Signature .....

**Notes:**

- 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. A proxy need not be a shareholder or the chairman of the meeting. 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.
- 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.
- 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, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF not later than 48 hours before the time appointed for holding the Annual General Meeting or, in the case of a poll taken subsequent to the date of the Annual General 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 Annual General Meeting or adjourned meeting.
- 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.
- 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, which detail must be identified on the form of proxy. If you intend to appoint more than one proxy you can obtain additional forms of proxy from Capita Asset Services. Alternatively, the form of proxy provided may be photocopied prior to completion. The forms of proxy should be returned in the same envelope and each should indicate that it is one of multiple appointments being made.
- 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.
- An abstention (or “vote withheld”) option has been included on the form of proxy. The legal effect of choosing the abstention 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 there are abstentions will however be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.