2016 Final results

23 March 2017

Disclaimer

NOT FOR PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION. This presentation has been prepared by GVC Holdings PLC (“GVC”).

This presentation includes statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "expects", "intends", "plans", "goal", "target", "aim", "may", "will", "would", "could" or "should" or, in each case, their negative or other variations or comparable terminology. These forward looking statements include all matters that are not historical facts. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future and may be beyond GVC’s ability to control or predict. Nothing in this presentation should be construed as a profit forecast. Forward looking statements are not guarantees of future performance and hence may prove to be erroneous. Other than in accordance with its legal or regulatory obligations (including under the Market Abuse Regulation (596/2014), the Listing Rules, the Disclosure Guidance and Transparency Rules and the Prospectus Rules), GVC does not undertake any obligation to update or revise publicly any forward-looking statement, whether as a result of new information, future events or otherwise.

No representation or warranty (express or implied) of any nature is given nor is any responsibility or liability of any kind accepted by GVC or any of its directors, officers, employees, advisers, representatives or other agents, with respect to the truthfulness, completeness or accuracy of any information, projection, representation or warranty (express or implied), omissions, errors or misstatements in this presentation, or any other written or oral statement provided.

Nothing contained in this presentation is intended to constitute an invitation or inducement to engage in investment activity for the purposes of the prohibition on financial promotions in section 21 of the UK Financial Services and Markets Act 2000. In making this presentation available, GVC makes no recommendation to buy, sell or otherwise deal in shares of GVC or in any other securities or investments whatsoever and you should neither rely nor act upon, directly or indirectly, any of the information contained in this presentation in respect of any such investment activity.

Any recipients of this presentation outside the UK should inform themselves of and observe any applicable legal or regulatory requirements in their jurisdiction, and are treated as having represented that they are able to receive this presentation without contravention of any law or regulation in the jurisdiction in which they reside or conduct business. In particular, the securities referred to in this presentation have not been and will not be registered under the U.S. Securities Act of 1933 and may not be offered, sold or transferred within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act of 1933.

Totals may not sum as rounding and percentages have been calculated on the underlying rather than summarised figures.

Introduction

Kenneth Alexander, CEO

Contents

2016 Key highlights

• Pro forma* NGR	+9% to €894.6m
• Pro forma* NGR - constant currency	+12%
• Pro forma* Clean EBITDA#	+26% to €205.7m
• Pro forma* Clean EBITDA# margin %	23% vs 20%
• Adjusted PBT^ (statutory)	+102% to €93.8m
• Net debt	€131.5m (0.6x Pro forma Clean EBITDA)
• Dividend	14.9c special dividend paid February 2017 15.1c 2016 second special to be paid May 2017
• Current trading (YTD to 19 March)	Pro forma NGR +15% YTD (+16% constant currency)

*Pro forma assumes bwin.party was acquired from 1 January 2016

#Clean EBITDA: defined as operating profit adjusted for share based payments, exceptional items, depreciation, amortisation, impairment of available for sale assets and changes in the fair value of derivative financial instruments.

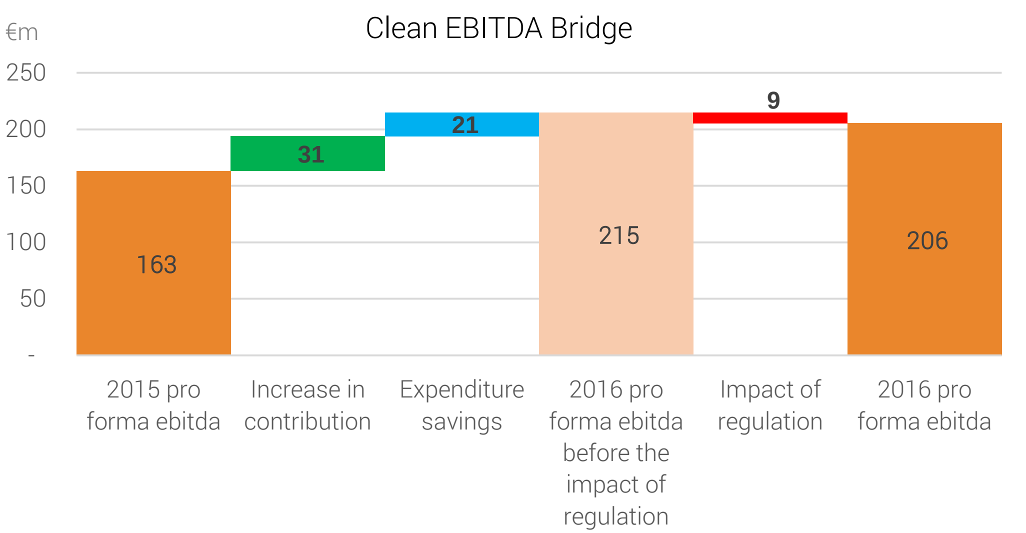
^Adjusted PBT is Loss/Profit before tax adjusted for exceptional items, change in the value of assets held for sale, fair value of derivative financial instruments, amortisation of acquired intangibles, dividend income and amortisation of loan fees and early repayment option

Financial Review

Paul Miles, CFO

Income statement – pro forma

In €m	2016	2015	Change
NGR	**894.6**	**822.2**	***9%***
Revenue	873.2	807.9	*8%*
Contribution	**464.0**	**442.8**	***5%***
Contribution margin	52%	54%	
Clean EBITDA	**205.7**	**163.2**	***26%***
Clean EBITDA margin	23%	20%	



- Solid top line growth both reported and underlying
- NGR from regulated/taxed/in process of regulation c69%
- NGR in constant currency was 12% higher
- €30m incremental synergies from contribution and expenditure savings
- Incremental gaming taxes €9m in 2016, c€27m since 2014
- Euro 2016 and staff bonuses skew H1:H2

Income statement – statutory

In €m	2016	2015
NGR	**843.4**	**247.7**
Revenue	823.3	246.5
Contribution	**437.5**	**135.4**
Contribution margin	52%	55%
Clean EBITDA	**193.5**	**54.1**
Clean EBITDA margin	23%	22%
Share based payments	(31.1)	(0.4)
Depreciation	(20.0)	(0.8)
Amortisation (excluding acquired intangibles)	(7.0)	(4.2)
Finance income & expense	(41.8)	(2.3)
Share of profit from associate	0.2	-
Adjusted profit before tax	**93.8**	**46.4**
Amortisation of acquired intangibles	(109.5)	-
Exceptional items	(117.8)	(24.5)
Other items	(5.1)	3.6
(Loss) / Profit before tax	**(138.6)**	**25.5**
Tax	-	(0.8)
(Loss) /(Profit) after tax	**(138.6)**	**24.7**

- Eleven months of bwin.party
- Contribution margin reflects changing mix of business and higher gaming taxes
- Clean EBITDA margin increase to 23%
- Share based payments:
  - LTIP, MIP share options and Share bonus awards
- Finance income & expense:
  - Financial income €4.5m
  - Loan interest (€46.0m)
  - Lease and other interest (€0.3m)
- Other items:
  - Amortisation of Cerberus fees and early repayment option (€19.0m)
  - Impairment of available for sale asset (€4.2m)
  - Changes in the fair value of derivative financial instruments (Cerberus early repayment option) €15.0m
  - Dividend income €3.1m
- Taxation:
  - Corporate tax charge (€11.8m)
  - Deferred tax credit €11.8m

Exceptional items

In €m	2016	2015
Professional fees	18.8	13.5
Currency option	10.8	9.5
Bonuses and share options	21.9	-
Acquisition costs	**51.5**	**23.0**
Premium listing application costs	4.4	-
Reorganisation costs	14.4	-
Contract termination costs	11.7	-
Accelerated depreciation	12.5	-
Progressive jackpots	7.6	-
Release of contingent consideration	8.1	-
Foreign exchange on deposit	16.4	-
Profit on disposal of investment	(11.7)	-
Other	2.9	1.5
	117.8	24.5

- Exceptional items predominantly associated with bwin.party acquisition
- Currency option required for cash confirmation for the offer, fair value loss on revaluation of €10.8m in the year
- Bonuses and share options:
  - 2014 LTIP cash settlement €18.4m
  - Transaction bonuses €3.5m
- Progressive jackpot policy harmonised in the Group, change in accounting judgement and a one off charge of €7.6m made
- Contract termination of legacy bwin.party affiliate agreement: €11.7m
- Foreign exchange on deposit relates to FX movements on GBP funds held for the restructuring of bwin.party

Cashflow – statutory

In €m	2016	2015
Clean EBITDA	193.5	54.1
Capitalised software development and other intangibles	(19.0)	(5.0)
Property plant and equipment purchases	(15.8)	(1.2)
Interest paid including loan costs	(47.6)	(9.0)
Corporate taxes	(7.9)	(0.6)
Other working capital movements	(31.9)	6.7
Free cashflow	**71.3**	**45.0**
Exceptional items (cash)	(86.4)	(14.6)
Acquisition of bwin.party (net of cash acquired)	(189.4)	-
Proceeds of issued share capital net of costs	193.8	-
Proceeds from disposal of assets held for sale	20.9	-
Interest bearing loan drawdown	380.0	20.0
Repayment of loans	(55.5)	(3.2)
Dividends paid	-	(34.3)
Other cash movements	4.8	(2.4)
Net cash generated	**339.5**	**10.5**
Foreign exchange	(0.7)	(0.1)
Cash and equivalents at beginning of the year	28.2	17.8
Cash and cash equivalents at end of year	**367.0**	**28.2**

- PPE capex reflects some legacy bwin.party commitments
- Other working capital movements relate to payment of trade creditors balances and 2015 employee remuneration arrangements
- Cash cost of acquisition (net of cash acquired) was €189.4m
  - €305.1m paid to share and option holders
  - Net of €115.7m cash in bwin.party
- Additional €380m of Cerberus loan drawn down in the year and €193.8m raised in a share issue to fund bwin.party acquisition and restructuring
- Loan repayments in the year:
  - William Hill €3.0m
  - Cerberus €13.5m
  - bwin.party loan balances €39.0m
- Group cash at year end €367.0m

Balance sheet extracts

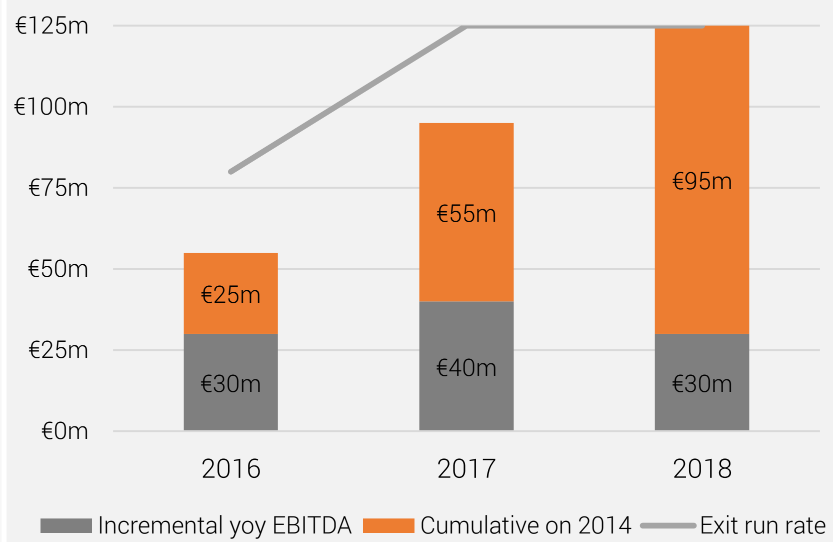
In €m	2016	2015
Goodwill	1,090.3	132.9
Other intangible assets	519.1	22.2
Property, plant and equipment	19.7	1.4
Other non-current assets	8.6	2.6
Non-current assets	1,637.7	159.1
Cash and cash equivalents	354.8	28.2
Balances with payment processors	60.0	21.7
Derivative financial assets	26.2	3.8
Assets and liabilities held for sale	37.0	-
Client liabilities	(112.0)	(14.8)
Progressive prize pools	(22.8)	-
Loans and borrowings	(403.5)	(3.0)
Net taxation payable	(58.7)	(3.3)
Other net current liabilities	(44.5)	(41.0)
Current assets less current liabilities	(163.5)	(8.4)
Non-current liabilities	(76.9)	(22.6)
Net assets	**1,397.3**	**128.1**
Net debt:		
Cash (including cash in assets held for sale)	367.0	28.2
Client liabilities	(112.0)	(14.8)
Debt principal	(386.5)	(23.0)
	(131.5)	**(9.6)**

- Total consideration for the acquisition of bwin.party of €1,506.6m split:
  - Goodwill €963.9m
  - Other intangibles €608.0m
  - Net liabilities €65.3m
- Assets and liabilities held for sale relate to Kalixa and include €12.2m of cash
- Cerberus loan balance of €403.5m comprised of:
  - Debt principal €386.5m
  - Fees and interest €17.0m
- Net taxation payable includes:
  - Gaming taxes €42.1m
  - Corporate and other taxes €16.6m
- Net debt at €131.5m, including balances with payment processors is €71.5m
- Net debt / pro forma Clean EBITDA 0.6x
- Long term refinancing completed March 2017

Guidance and synergies

Capital expenditure	
- fixed assets	€10-15m
- capitalised development cost	€14-18m
Depreciation	€18-23m
Amortisation	
- internally generated assets	€12m (rising to €15m)
- related to acquisition	€120m (for 5 years)
Restructuring cash costs	€25-35m
Share based payment charges	€14-16m
Working capital (outflow)	€15-20m
Marketing spend (% NGR)	23-25%
Tax rate (% of adjusted PBT)	C.10%

Synergy Profile



- 2016 exit run rate c€80m
- Migrations commenced and IT synergies to come through in 2017
- Migrations to complete post football season
- Guidance unchanged - €125m exit run rate 2017
- Staff synergies largely secured
- Capex c€20-25m per annum less than 2015 pro forma

GVC Group – Overview & operational update
Kenneth Alexander, CEO

Overview – GVC today

Financial	• €4.6bn sports wagering • €0.9bn NGR • €206m Clean EBITDA • 17 territories with over 2% NGR
Corporate	• 2,800 FTEs • 15 offices across four continents • 19 licences
Technology	• Highly scalable and robust platform • Proprietary sportsbook, casino and poker • >90% revenues processed derived through own platform • Best in class IT Management • c1,000 IT people
Customer	• 10 major established B2C gaming brands • >1,000 games offered • 21 languages, 19 currencies • 79m registered accounts

Significant progress

✓	Premium list	- delivered Q3 (original target Q3/4)
✓	Refinance	- delivered Q3 (original target Q4)
✓	New Jersey licence	- delivered Q2
✓	Commence migrations	- delivered Q3
✓	Return bwin.party to growth	- delivered Q1 2016
✓	€125m annualised synergies	- on track
✓	Dividend	- combined 30c
✓	Strengthened board and senior management	- four Non-Executives added

Strategy

Vision	Delivery
• To build further scale and international diversification - Largest market just 25% of group NGR - 17 countries contribute 2% or more to NGR - Grow regulated and markets moving to regulate • To be a top three player in core markets - >10% market share in >10 markets* - Top 3 in >5 markets* - Opportunity in a number of core markets • To be best in class in core verticals - Sports - good but not yet best in class - Gaming – substantial improvement	• Organic - Return marketing investment to normalised levels - Product & service development - Focus on core markets - Improved CRM and BI - Continually improve cross-sell • M & A - Focus on underweight markets - Regulated and unregulated - Prefer online but flexible - B2C - Technology

Brands

Talent

Technology

*Management estimate based on H2GC data

Divisional overview – Sports Labels

Pro forma in €m	2016	2015	Change	Constant currency
Sports wagers	4,488.3	4,312.6	*4%*	*7%*
Sports margin %	9.6%	8.6%		
Sports NGR	333.2	304.5	*9%*	*11%*
Gaming NGR / other revenue	320.8	271.1	*18%*	*21%*
NGR	653.9	575.7	*14%*	*16%*
EU VAT	(15.0)	(11.0)		
Revenue	638.9	564.7	*13%*	*16%*
Contribution	362.0	318.9	*14%*	
Contribution margin	55%	55%		

- Sports margin 9.6% vs 8.6% prior year
- Positive sports results + improved risk management at bwin
- Exited low margin turnover
- Wagers per day +4% (+7% in constant currency) despite rise in gross win margin %
- Total value of first time deposits +22%
- Mobile sports gross win growth +50%
- Mobile 50% of GGR vs 34% in 2015
- Improved cross sell at bwin labels; gaming NGR and other revenues +26% pro forma year on year

Sports Labels – progress

Challenge	What we've done	Impact
Poor risk management	• Improved trading tools • Updated algorithms • Enhanced feeds • Curtailed low margin turnover	• bwin margin +2ppts • Significant increase in number of events and availability
Low cross-sell to gaming	• Introduced new 3rd party content • Improved segmentation • More efficient bonusing • Improved VIP management	• bwin gaming NGR +26% • >650 new games
Product development gaps	• Improved coupon UX • Improved live streaming content • New live navigation • Quick deposit	• Record sports book deposits • bwin FTDs value +37%

Divisional overview – Games Labels

Pro forma in €m	2016	2015	Change	Constant currency
Sports wagers	65.2	77.1	*(15%)*	*(14%)*
Sports margin %	7.7%	5.0%		
Sports NGR	4.3	3.2	*32%*	*35%*
Gaming NGR / other revenue	199.2	208.5	*(5%)*	*0%*
NGR	203.5	211.8	*(4%)*	*0%*
EU VAT	(6.4)	(3.2)		
Revenue	197.0	208.6	*(6%)*	*(1%)*
Contribution	89.0	109.6	*(19%)*	
Contribution margin	44%	52%		

- Improving performance, H2 NGR +4% in constant currency
- Contribution margin in H2 45% vs 43% in H1
- Mobile 29% GGR vs 20% in 2015
- party brands first growth in 6 years
- partypoker NGR +10% (+14% in constant currency), growth accelerating
- Gioco Digitale improving performance through period
- UK bingo competitive, currency impact, new Head of Bingo, reinvigorating Foxy

Games Labels – progress

Challenge	What we've done	Impact
partypoker in terminal decline	• Replaced management • Refocused on core markets • Improved product & service • Increased investment	• Underlying NGR +14% • FTDs value +55%
No growth in casino brands	• Restructured operations • Transformed product offer through 3rd party content expansion • Separated partycasino from poker • More targeted marketing	• partycasino FTDs value +84% • Gioco Digitale return to growth in H2 • Gioco Digitale casino hitting record levels
Bingo in decline	• Appointed new Head of Bingo • Restructured CRM • Restructured affiliate programme • Foxy brand refresh	• Profitability improved in Q4 • Reduced bonus ratio

Technology – progress

GVC Holdings

Challenge	What we've done	Impact
Stability and scalability	• Enhanced security & business continuity • Reduced architectural complexity • Strengthened management and expertise	• 30% improvement in player response time • >99.95% platform stability • >70% reduction in critical issues
Inefficient cost structure and slow development	• Datacentre consolidation • Infrastructure harmonisation • Renegotiated key supply deals	• c40% reduction in OPEX • Capex on track to halve by 2017 • Increased in-house game development four-fold • >650 games integrated
Migrations	• Technical heavy lifting completed • Smart migration sequence defined • Three territories migrated	• Successful technical migration – 100% data match • Positive customer reception • Invaluable experience gained

Future developments

Sports Labels

- Significant enhancements to player journey
- Increased data feeds and quality
- Major UX upgrade
- Increased investment in marketing
- Continued improvement of number of events and availability

Games Labels

- Significant pipeline of supplier deals
- New live dealer studio
- Substantial increase in-house content
- Live global poker tour
- Leverage Foxy relaunch

Technology

- Complete migrations
- Significant BI enhancements
- Further improvements to CRM tools
- New mobile products and enhancements
- Platform capable of supporting substantial increase in volume

Update on regulation and taxation

Germany –All 35 operators (including bwin) that fulfilled the minimum criteria in the 2014 licencing procedure will receive temporary sports betting licences on 1 January 2018.

German federal states to evaluate regulation of online casino and poker (autumn 2017).
The state of Hesse has an extraordinary termination right to the German State Treaty on Gambling up to 31 December 2019.

The European Commission has upheld its Detailed Opinion on the proposed changes to the State Treaty on Gambling. Amongst EU criticisms is that current amendments do not create a sustainable solution for the growing online casino market.

The Group pays betting / VAT on all of its German revenues.

UK – the point of consumption tax will be extended to gross gaming revenue in August 2017

Czech Republic – new licencing and tax regime introduced 1 January 2017. Sports and games allowed with tax rate ranging from 23% - 35%. We have applied for a licence.

Poland – bill passed to create online casino monopoly and 12% wager tax on sports. RGA and others raising complaints with EU as legislation appears to be in breach of EU principals of fair competition. Considering applying for sports licence.

Belgium – VAT introduced in addition to existing gaming tax.

Brazil – numerous bills proposed but no real progress or consensus as yet.

Trading update

- Group NGR YTD* +15% (+16% constant currency)
- Gross win margin YTD 9.5% (8.5% corresponding period 2016)
- Expect normalised long term gross win margin to be around 10%
- Sports Labels NGR YTD +18% (+19% constant currency)
- Games Labels NGR YTD +6% (+8% constant currency)
- Most recent migration has delivered increased active players and stakes

Conclusion

- Acquisition and successful integration of bwin.party have created significant shareholder value
- Achieved and frequently exceeded key targets
- Good progress to securing €125m of cost savings / synergies
- Group attracting industry's best talent
- Organic growth opportunity greater than originally expected
- Increasing marketing investment to industry levels to accelerate growth
- Platform capable of supporting significantly higher volumes
- M & A remains a key part of strategy
- Capital markets day 25 May

Scale, ambition and proven execution

Q&A

Appendices

Pro forma quarterly KPIs

In €000s	Q1-2016	Q2-2016	Q3-2016	Q4-2016
Sports Labels				
Sports wagers	12,866	12,394	11,228	12,573
Sports margin %	8.5%	9.9%	10.5%	9.7%
Sports NGR	843	952	951	894
Gaming NGR / other revenue	838	890	828	949
NGR per day	1,680	1,843	1,780	1,843
Games Labels				
Sports wagers	179	162	166	206
Sports margin %	7.9%	8.9%	7.9%	6.5%
Sports NGR	13	13	11	10
Gaming NGR / other revenue	579	534	521	544
NGR per day	592	547	531	554
B2B revenue per day	37	35	34	49
Non-core revenue per day	60	61	62	68
Group NGR per day	2,370	2,485	2,407	2,514
Group NGR €m	215.6	226.2	221.5	231.3

Other useful data

Number of shares in issue as at 28 February 2017: 294,164,955

Average key exchange rates:

	Q1-15	Q2-15	H1-15	Q3-15	Q4-15	FY-15
£:€	0.74	0.72	0.73	0.72	0.72	0.72
BRL:€	3.22	3.40	3.31	3.94	4.21	3.70
TRK:€	2.77	2.95	2.86	3.17	3.19	3.02

	Q1-16	Q2-16	H1-16	Q3-16	Q4-16	FY-16
£:€	0.77	0.79	0.78	0.85	0.88	0.82
BRL:€	4.30	3.96	4.13	3.62	3.56	3.86
TRK:€	3.24	3.27	3.26	3.31	3.48	3.32

Glossary of terms and definitions

Acquisition	The purchase of bwin.party digital entertainment plc by the Company
B2B	Business-to-business
B2C	Business-to-consumer
bwin.party	bwin.party digital entertainment plc
Clean EBITDA	Earnings before interest, taxation, depreciation, amortisation, impairment charges, changes in the fair value of derivative financial instruments, share option charges and exceptional items
Clean EBITDA margin	Clean EBITDA as a percentage of NGR
Free Cashflow Capital	Clean EBITDA less: capital expenditure on fixed and intangible assets, net corporate taxes paid, finance lease payments, interest and debt fee payments and net working movements
Contribution	Total Revenue less betting taxes, payment service provider fees, software royalties, affiliate commissions, revenue share and marketing costs
Contribution margin	Contribution as a percentage of NGR
Constant currency basis	Each month in the prior period re-translated at the current periods exchange rate
Enlarged Group	GVC Holdings plc incorporating bwin.party
IAS	International Accounting Standards
IFRS	International Financial Reporting Standards
InterTrader	The Group's financial markets services

Glossary of terms and definitions (continued)

KPIs	Key Performance Indicators
Net debt	Cash and cash equivalents (including amounts recorded as assets in disposal groups classified as held for sale), less customer liabilities less interest bearing loans and borrowings.
Net Gaming Revenue ("NGR")	Revenue before deducting VAT
Revenue	Net Gaming Revenue less VAT (imposed by certain EU jurisdictions on either sports or gaming revenue)
Sports Gross Margin	Sports wagers less payouts
Sports Gross Margin %	Sports Gross Margin divided by Sports wagers
Sports Net Gaming Revenue ('Sports NGR')	Sports Gross Margin less free bets and promotional bonuses