

GVC HOLDINGS PLC (the “Company”)
FORM OF PROXY – 2020 ANNUAL GENERAL MEETING
 Please complete in BLOCK CAPITALS

Barcode:
 Event code:

I/We.....of
 Being a shareholder of the Company hereby appoint the Chairman of the meeting or (see notes 1 and 5)
 (Name of proxy) (Number of shares)

Please indicate here if you are appointing more than one proxy..... (see note 5)
 as my/our proxy to attend, represent and vote for me/us on my/our behalf at the Annual General Meeting (“AGM”) of the Company to be held at Suite 7, Atlantic Suites, Europort Avenue, Gibraltar GX11 1AA at 10.00 a.m. (Central European Time) on 24 June 2020 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 withhold his or her vote at his or her discretion and I/we authorise my/our proxy to vote (or withhold his or her vote) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

Please clearly mark the box below to instruct your proxy how to vote

ORDINARY RESOLUTIONS

	For	Against	Withheld
1. Receive the 2019 annual report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approve the 2019 Directors’ remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approve the Directors’ remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-appoint KPMG LLP as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Authorise the Directors to agree the auditor’s remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To elect Barry Gibson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To elect Jette Nygaard-Andersen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Pierre Bouchut as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Virginia McDowell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Rob Wood as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Kenneth Alexander as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Withheld
12. To re-elect Jane Anscombe as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To re-elect Peter Isola as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To re-elect Stephen Morana as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Approve the GVC Holdings PLC Sharesave Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Approve the GVC Holdings PLC International Sharesave Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. Authorise the Directors to allot the Company’s shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL RESOLUTIONS

	For	Against	Withheld
18. Approve the general disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. Approve the disapplication of pre-emption rights for acquisitions and other capital investment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. Authorise the Directors to acquire the Company’s shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

NOTES ON FORM OF PROXY

1. 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. The appointment of the Chairman of the meeting as proxy has been included for convenience. To appoint as a proxy any other person, delete the words "the Chairman of the meeting or" and insert the full name of your proxy in the space provided. A proxy need not be a shareholder of the Company. 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. If the proxy is being appointed in relation to part of your holdings only, please enter in the space provided the number of shares in relation to which they are authorised to act. If this box is left blank, they will be authorised in respect of your entire shareholding. **As explained in the Chairman's letter accompanying the AGM notice dated 22 May 2020, shareholders are requested not to attend the AGM, but are strongly encouraged to lodge their voting instructions.**
2. 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. **As explained in the Chairman's letter accompanying the AGM notice dated 22 May 2020, shareholders are requested not to attend the AGM, but are strongly encouraged to lodge their voting instructions.**
3. 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, Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 9.00 a.m. (London time)/10.00 a.m. (Central European Time) on 22 June 2020 or, in the case of a poll taken subsequent to the date of the 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 meeting or adjourned meeting.
4. 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.
5. 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. Shareholders who intend to appoint more than one proxy can obtain additional Forms of Proxy from Link Asset Services on 0871 664 0300 if you are phoning from the United Kingdom or +44 (0)371 664 0300 if you are calling outside the United Kingdom. Calls are charged at the standard geographical rate and will vary by provider. Calls from outside of the United Kingdom will be charged at the applicable international rate. Lines are open 9.00 a.m. to 5.30 p.m. (London time) Monday to Friday (excluding public holidays in England and Wales). 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. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Company's registrar before the last time for the receipt of proxies will take precedence. **As explained in the Chairman's letter accompanying the AGM notice dated 22 May 2020, shareholders are requested not to attend the AGM or to appoint a third proxy to attend on your behalf and instead let the Chairman of the AGM act as your proxy and vote your shares.**

6. 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.
7. A "vote withheld" option has been included on the form of proxy. The legal effect of choosing this 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 votes are withheld will, however, be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.
8. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual. Further details are set out in the AGM notice dated 22 May 2020.