

GAMING VC HOLDINGS S.A.*Société Anonyme*

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

R.C.S. Luxembourg: B 104.138

**FORM OF DIRECTION
TO
THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF
GAMING VC HOLDINGS S.A.
TO BE HELD ON 18 MAY 2010 AT 10.00 a.m. AT THE REGISTERED OFFICE**

Form of direction for completion by holders of Depositary Interests on a one for one basis in Gaming VC Holdings S.A., a Luxembourg *société anonyme* with registered office at 13-15, Avenue de la Liberté, L-1931 Luxembourg and registered with the Luxembourg Register of Commerce and Companies (**RCS**) under number B 104.348 (the **Company**) in respect of the Annual General Meeting of the shareholders of the Company to be held on 18 May 2010 at 10.00 a.m. (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 Depositary Interests representing shares in registered form in the Company hereby instruct Capita IRG Trustees Limited, the depositary, to vote for me/us and on my/our behalf at the Meeting of the Company 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 in the boxes for each item in the agenda below.

PLEASE TICK ONE BOX IN RESPECT OF EACH RESOLUTION ONLY

IF NO INDICATION IS GIVEN, YOU WILL BE DEEMED TO BE INSTRUCTING THE DEPOSITARY TO ABSTAIN FROM VOTING

PROPOSED AGENDA AND RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
1. Election and appointment of Lee Feldman as the chairman of the Meeting or any such person as is nominated by the Board of Directors as the chairman of the Meeting			
2. Acknowledgement of the report of the Board of Directors and the financial statements of the Company in respect of the financial year ended 31 December 2009			
3. Acknowledgement of the report of the Board of Directors and the consolidated financial statements of the Company and its subsidiaries in respect of the financial year ended 31 December 2009			
4. Acknowledgement of the report of the statutory auditor of the Company in respect of the financial year ended 31 December 2009			
5. Acknowledgement of the report of the statutory auditor of the Company in respect of the consolidated financial statements in respect of the financial year ended 31 December 2009			
6. Approval of the balance sheet, the profit and loss account and the notes to the accounts for the financial year ended 31 December 2009			
7. Approval of the consolidated balance sheet, the consolidated profit and loss account and the notes to the consolidated accounts for the financial year ended 31 December 2009			
8. Allocation of 5 per cent (5%) of the profit for the financial year ended 31 December 2009 to the legal reserve. The board proposes to carry forward the profit of the Company as per December 31, 2009 to the next financial year and to acknowledge and to the extent necessary to ratify and approve the payment of an interim dividend of €0.20 per share to the shareholders of the Company on 6 November 2009 pursuant to resolutions of the Board of Directors of the Company. (see Note 1 to the Resolutions)			
9. Discharge to the directors for and in connection with their duties as directors of the Company during the financial year ended 31 December 2009 (see Note 2 to the Resolutions)			
10. Discharge to the statutory auditor for and in connection with its duties as statutory auditor of the Company during the financial year ended 31 December 2009 (see Note 3 to the Resolutions)			

Signature..... Date

Notes to the Form of Direction:

- To be effective, this form of direction, completed, and signed (and any 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 Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 72 hours before the time appointed for holding the Meeting or any adjourned meeting (or sent to the freepost address overleaf so as to arrive by that time).
- Any alterations made to voting directions on this form of direction should be initialled.
- In the case of a corporation this form of direction should be given under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
- On the receipt of this form duly signed, you will be deemed to have authorised Capita IRG Trustees Limited to vote, or to abstain from voting, or to appoint a proxy to vote, as instructed.

FOLD TWO

BUSINESS REPLY LICENSE
MB 122



Capita Registrars
(Proxies)
PO Box 25
Beckenham
BR3 4TU

FOLD THREE

FOLD ONE