

PART 6

NOTICE OF EXTRAORDINARY GENERAL MEETING

Company Number 4685V

The Isle of Man Companies Act 2006

Public Company Limited by Shares

GVC Holdings plc

Notice is hereby given that an Extraordinary General Meeting of GVC Holdings plc (the “**Company**”) will be held at the offices of Abchurch Communications Limited, 125 Old Broad Street, London EC2N 1AR on 16 November 2011 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolutions. Words and expressions used in this Notice of Extraordinary General Meeting have the meanings given to them in the document of which this notice forms part (the “**Admission Document**”), unless the context otherwise requires.

ORDINARY RESOLUTIONS

- (1) THAT the proposed transaction pursuant to which:
- (a) the Company has conditionally agreed to guarantee the obligations of East Pioneer Corporation B.V. (“**EPC**”) as purchaser of the Transferring Business pursuant to the Business Purchase Agreement; and
 - (b) the Company’s wholly-owned subsidiary, GVC Sports B.V., has conditionally agreed to provide services to EPC pursuant to the Services Agreement to enable EPC to operate the Transferring Business from completion of the Business Purchase Agreement,

which transaction (the “**Transaction**”) is more fully described in the Admission Document, be and is approved and that the Directors be and are authorised to take all steps as may be necessary or appropriate in relation to the Transaction with such modifications, variations, revisions, waivers or amendments to the Transaction or any documents relating to the Transaction as they shall deem necessary, expedient or appropriate.

- (2) THAT rule 4.1 of the rules of the GVC Holdings plc 2010 Long Term Incentive Plan (the “**LTIP**”) be and is amended by the deletion of the words “13.5 per cent” from that rule and the insertion in their place of the words “16.8 per cent”.

Registered office:

Milbourn House
St Georges Street
Douglas
Isle of Man
IM1 1AJ

By order of the Board

Richard Cooper
Director
31 October 2011

NOTES:

1. A member who is entitled to attend and vote at the meeting is entitled to appoint one or more persons to attend and exercise all or any of his rights to attend and, on a poll, vote instead of him at the meeting. A proxy need not also be a member.
2. Completion and submission of the Form of Proxy by a member will not prevent that member from attending and voting in person.

- 3. Forms of Proxy in respect of the meeting have been provided to members with this notice of meeting. To be valid, a Form of Proxy must be completed in accordance with the instructions that accompany it and then delivered (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) to Capita Registrars Limited at PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU so as to be received by 10.00 a.m. on 14 November 2011.**
4. Pursuant to regulation 22 of the Uncertificated Securities Regulations 2006, only shareholders registered in the register of members of the Company as at 6.00 p.m. on 14 November 2011 shall be entitled to attend and vote at the Extraordinary General Meeting in respect of the number of shares registered in their name at such time. If the Extraordinary General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned meeting is 6.00 p.m. on the day two days before the date fixed for the adjourned meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend or vote at the meeting.
5. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.