

# Form of Proxy for the General Meeting Attendance Card for the General Meeting

Please retain this Attendance Card as you will need the details below to join the General Meeting either in person or remotely.

The General Meeting of Gamesys Group plc will be held on 30 June 2021 at 2:15 p.m. (or as soon thereafter as the Court Meeting concludes or is adjourned).

## Attendance

Gamesys Shareholders may attend, ask questions and vote at the General Meeting in person at 10 Piccadilly, London, W1J 0DD or remotely via a virtual meeting platform provided by Lumi AGM UK Limited.

If you would like to attend the General Meeting virtually, you will require the following details:

Lumi Meeting ID: 120-862-547

SRN:

PIN:

Further details on how to attend the General Meeting virtually are set out in Explanatory Note 4 below and on pages 2 to 3 of the Scheme Document, and in the Virtual Meeting Guide.

Please detach this portion before posting this Form of Proxy.

Form of Proxy – General Meeting to be held on 30 June 2021 at 2:15 p.m. (or as soon thereafter as the Court Meeting concludes or is adjourned)

## Explanatory Notes:

- Full details of the Special Resolution to be proposed at the General Meeting are set out, together with explanatory notes, in the notice of General Meeting contained in Part 12 of the Scheme Document. Before completing this Form of Proxy, please also read the section entitled "Action to be Taken" set out on pages 15 to 17 of the Scheme Document. Terms defined in the Scheme Document shall apply equally in this Form of Proxy, unless the context otherwise requires.
- Gamesys Shareholders are reminded that they may attend, ask questions and vote at the General Meeting in person at 10 Piccadilly, London, W1J 0DD or remotely via a virtual meeting platform provided by Lumi AGM UK Limited ("Lumi") (the "Virtual Meeting Platform"), further details of which are set out in Explanatory Note 4 below and on pages 2 to 3 of the Scheme Document.
- The completion and return of this Form of Proxy (or transmission of a proxy appointment or voting instruction electronically, through CREST or by any other procedure described in the Scheme Document) will not prevent you from attending, asking questions and voting at the General Meeting, either in person or remotely via the Virtual Meeting Platform, if you are entitled to and wish to do so. Gamesys Shareholders may also submit questions to be considered at the General Meeting at any time up to 48 hours before the General Meeting by emailing GamesysGM2021@gamesysgroup.com.
- You can access the General Meeting remotely via the Virtual Meeting Platform by accessing <https://web.lumiagm.com> via a mobile web client, which is compatible with the latest browser versions of Chrome, Firefox, Internet Explorer 11 (Internet Explorer v.10 and below are not supported), Edge and Safari and can be accessed using any web browser on a PC or a smartphone device. Once you have accessed <https://web.lumiagm.com> from your web browser, you will be asked to enter the Lumi Meeting ID which is 120-862-547. You will then be prompted to enter your Shareholder Reference Number ("SRN") and PIN number. Your SRN, including any zeros, and your PIN number are printed overleaf and above. Access to the Gamesys Shareholder Meetings will be available from 1:00 p.m. on 30 June 2021, although the voting functionality will not be enabled until the Chair of the General Meeting declares the poll open.
- Every Gamesys Shareholder (as defined in the Scheme Document) has the right to appoint one or more other person(s) of their choice, who need not be a shareholder, as his or her proxy to exercise all or any of his or her rights to attend, ask questions and, on a poll, to vote (in each case, either in person or remotely, via the Virtual Meeting Platform) on their behalf at the General Meeting (provided that each proxy is appointed to exercise rights attached to a different share or shares). Gamesys Shareholders are strongly encouraged to submit proxy appointments and instructions for the General Meeting as soon as possible, using any of the methods (by post, online or electronically through CREST) set out below. Gamesys Shareholders are also strongly encouraged to appoint "the Chair of the meeting" as their proxy. If you wish to appoint a person other than the Chair, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for a Gamesys Shareholder, the full voting entitlement for that designated account). The Form of Proxy gives your proxy(ies) full rights to attend, ask questions and vote (either in person or remotely, via the Virtual Meeting Platform). Any proxy appointed pursuant to this Form of Proxy will vote as indicated by this Form of Proxy on the Special Resolution. For any other business arising at the General Meeting (including any procedural business and any resolution to adjourn), the person(s) appointed as proxy will vote at their sole discretion.
- Entitlement to attend (either in person or remotely, via the Virtual Meeting Platform) and vote (in person, remotely, via the Virtual Meeting Platform, or by proxy) at the General Meeting or any adjournment thereof and the number of votes which may be cast at the General Meeting will be determined by reference to the register of members of the Company at 6:30 p.m. (London time) on 28 June 2021 or, if the General Meeting is adjourned, 6:30 p.m. (London time) on the date which is 48 hours (excluding any part of a day that is not a working day) before the date fixed for the adjourned meeting. Changes to the register of members after the relevant time shall be disregarded in determining the rights of any person to attend (either in person or remotely, via the Virtual Meeting Platform) and vote (in person, remotely, via the Virtual Meeting Platform, or by proxy) at the General Meeting.
- In order for a proxy appointment to be valid: (i) this Form of Proxy (together with any power of attorney or other authority, if any, under which it is signed, or a duly certified copy thereof) must be lodged by returning it to the Company's Registrar, Computershare Investor Services PLC, by post to The Pavilions, Bridgewater Road, Bristol BS99 6AH; or (ii) the appointment must be lodged electronically by logging on to the following website: [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) and following the instructions therein; or (iii) the appointment must be lodged using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual (which can be viewed at [www.euroclear.com](http://www.euroclear.com)) and as set out below, in each case so as to be received as soon as possible and in any event not later than 2:15 p.m. on 28 June 2021 (or, in the case of an adjournment of the General Meeting, 48 hours (excluding any part of a day that is not a working day) before the time appointed for the adjourned meeting). If the appointment of the proxy is not lodged by the relevant time, it will be invalid.
- In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with the specifications of Euroclear and must contain the information required for such instructions as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the Registrar (ID: 3RA50) not later than 2:15 p.m. (London time) on 28 June 2021 or, in the case of an adjournment of the General Meeting, not later than 48 hours (excluding any part of a day that is not a working day) before the time appointed for the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
- CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed any voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. For further information on the logistics of submitting messages in CREST, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.
- Please indicate with an 'X' in the boxes how you wish your vote to be cast. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on the resolution and on any other business (including amendments to the resolution and any procedural business, including any resolution to adjourn), which may come before the General Meeting.
- The 'Vote Withheld' option is provided overleaf to enable you to abstain from voting. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- If you wish to appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar helpline using the details set out in Explanatory Note 18 below or you may photocopy this Form of Proxy. Please indicate in the box next to the proxy holder's name (see reverse) the number of Gamesys Shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The address above is how your address appears on the register of members. If this information is incorrect, please contact the Registrar using the details set out in Explanatory Note 18 below to request a change of address to request a change of address form or go to [www.investorcentre.co.uk](http://www.investorcentre.co.uk) to use the online Investor Centre.
- Any alterations made to this Form of Proxy should be initialled by the person who signs the Form of Proxy.
- In the case of joint holders of Gamesys Shares, the vote of the senior who tenders a vote, whether in person, via the Virtual Meeting Platform or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). 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 joint holding.
- As an alternative to appointing a proxy, any holder of Gamesys Shares which is a corporation may appoint one or more corporate representatives who may exercise on its behalf all its powers as a member, provided that if two or more corporate representatives purport to vote in respect of the same shares, if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases the power is treated as not exercised.
- You may not use any electronic address provided either in the notice of General Meeting or any related documents (including this Form of Proxy) to communicate with the Company for any reason other than those expressly stated.
- If you have any questions about the Scheme Document or the General Meeting, or are in any doubt as to how to complete this Form of Proxy or to submit your proxies electronically, please call Computershare Investor Services PLC between 8:30 a.m. and 5:30 p.m. Monday to Friday (excluding public holidays in England and Wales) on 0370 889 4098 (or +44 (0)370 889 4098 if calling from outside of the UK). Calls to this number are charged at national rates or, in the case of calls from outside the UK, at the applicable international rate. Calls from a mobile device may incur network extras. Calls may be recorded and randomly monitored for security and training purposes. Computershare Investor Services PLC cannot provide advice on the merits of the Combination or the Scheme or give any financial, legal or tax advice.



**Form of Proxy – General Meeting to be held on 30 June 2021 at 2:15 p.m.** (or as soon thereafter as the Court Meeting concludes or is adjourned)

Cast your Proxy vote online at: [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy)

**Control Number: 917173**

You will be asked to enter the Control Number, Shareholder Reference (SRN) and PIN shown opposite and agree to certain terms and conditions.

**SRN:**

View the Scheme Document online:

<https://www.gamesysgroup.com/investors/offer-for-gamesys/>

**PIN:**

**To be effective, all proxy appointments must be lodged with the Company's Registrars at Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol BS99 6AH by 28 June 2021 at 2:15 p.m.**

**Please read the notice of the General Meeting in the Scheme Document and the explanatory notes overleaf before completing this form.**

**Name of Proxy**

Please complete this box only if you wish to appoint a proxy other than the Chair. Please leave this box blank if you want to select the Chair. Do not insert your own name(s).

**Number of shares (see Explanatory Note 5)**

Please leave this box empty if you wish to appoint a proxy in respect of all of your voting entitlement.

I/We hereby appoint the person indicated in the box above or, if not completed, the Chair of the Meeting as my/our proxy to attend, speak and vote in respect of the number of shares indicated in the box above or, if not completed, my/our full voting entitlement\* on my/our behalf at the General Meeting of Gamesys Group plc to be held at 10 Piccadilly, London, W1J 0DD on 30 June 2021 at 2:15 p.m. (or as soon thereafter as the Court Meeting concludes or is adjourned) and at any adjourned meeting.

\* For the appointment of more than one proxy, please refer to Explanatory Note 12 (see reverse).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

**If you mark more than one box, this Form of Proxy will be invalid.**

**SPECIAL RESOLUTION**

To implement the Scheme, including authorising the directors of the Company to take all such action as they may consider necessary or appropriate for implementing the Scheme, as set out in the notice of General Meeting, and amending including the amendment to the Articles of Association of the Company, as set out in the notice of General Meeting.

If signing under a power of attorney or other authority, please return such power or authority (or a duly certified copy thereof) to the Registrar with this Form of Proxy.

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to any business of the General Meeting.

<b>For</b>	<b>Against</b>	<b>Vote Withheld</b>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Signature**

**Date**

DD / MM / YY

In the case of a corporation, this Form of Proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

Cast your Proxy vote online at: [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). Members who hold their shares in uncertificated form through CREST who wish to appoint a proxy or proxies through the CREST electronic appointment service may do so by using the procedures described in the CREST Manual.

**GYS 09 EXT0813**

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions