

Attendance Card

Court Meeting

A Court Meeting of GAN plc (the “Company”) will be held on 31 March 2020 at 10.00 a.m. at the offices of Memery Crystal LLP.

Barcode:

Event code:

IN THE HIGH COURT OF JUSTICE
BUSINESS AND PROPERTY COURTS OF
ENGLAND AND WALES, INSOLVENCY
AND COMPANIES LIST (ChD) CASE
NO. CR-2020-000776 IN THE MATTER OF
GAN PLC AND THE COMPANIES ACT
2006. BLUE FORM OF PROXY – COURT
MEETING.

Location of the Court Meeting

The offices of Memery Crystal LLP, 165 Fleet Street, London EC4A 2DY.

To be effective, all proxy appointments must be lodged with Link Asset Services at PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 10.00 a.m. (London time) on 27 March 2020.

Attendance

If you wish to attend the Court Meeting, please sign this card and bring it with you for production at the registration desk to authenticate your right to attend. You will receive a poll card at the Court Meeting after registering at the registration desk.



Form of Proxy
Court Meeting

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

By an order dated 10 March 2020 made in the matter of GAN plc (the “Company”), the Court has directed a meeting (the “Court Meeting”) to be convened of the Voting Scheme Shareholders (as defined in the Scheme of Arrangement referred to below) for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement (the “Scheme of Arrangement”) proposed to be made between the Company and the Scheme Shareholders (as defined in the Scheme of Arrangement) and that such meeting will be held at the offices of Memery Crystal LLP at 165 Fleet Street, London EC4A 2DY on 31 March 2020 at 10.00 a.m., at which place and time Voting Scheme Shareholders (as defined in the Scheme of Arrangement) are requested to attend either in person or by proxy.

Please use a black pen.

I/We, the undersigned, being (a) holder(s) of Scheme Shares (as defined in the Scheme Document) of the Company entitled to attend, speak and vote at the Court Meeting, hereby appoint the Chairman of the Court Meeting or the following person as my/our proxy to attend, speak and vote for me/us on my/our behalf in respect of the following number of Scheme Shares:

Name of proxy¹

Number of Scheme Shares²

at the Court Meeting, and any adjournment thereof, and to vote for me/us and in my/our name for the Scheme or against the Scheme (with or without any changes, as my/our proxy may approve) as indicated below.

Note 1: If you do not wish to appoint the Chairman of the Court Meeting as your proxy, add in block capitals the name of your chosen proxy in the empty box above. Please leave the box empty if you wish to appoint the Chairman of the Court Meeting as your proxy.

Note 2: Please refer to explanatory note 4 overleaf. Please leave the box empty if you wish to appoint a proxy in respect of all of your Scheme Shares.

☐ Tick this box if this is one of multiple proxy appointments. For the appointment of more than one proxy, please refer to explanatory note 4 overleaf.

IMPORTANT: If you wish to vote for the Scheme, sign your name in the box marked “FOR the Scheme”. If you wish to vote against the Scheme, sign your name in the box marked “AGAINST the Scheme”. Only insert your signature once. If you sign both boxes, or if you do not sign in either box, then this blue Form of Proxy will be invalid. Joint Scheme Shareholders should refer to explanatory note 10 overleaf.

FOR the Scheme:

AGAINST the Scheme:

Date:

Please detach this portion of the Form of Proxy before posting.



Explanatory Notes:

- 1
- Full details of the resolution to be proposed at the Court Meeting are set out, together with explanatory notes, in the notice of Court Meeting contained in Part 10 of the scheme document of the Company dated 13 March 2020 ("**Scheme Document**"). Before completing this blue Form of Proxy, please also read the section entitled "**Action to be Taken**" set out on pages 7 to 9 of the Scheme Document. Terms defined in the Scheme Document shall apply equally in this blue Form of Proxy, unless the context otherwise requires.
- 2
- Voting Scheme Shareholders entitled to attend and vote at the Court Meeting may vote in person at such meeting or they may appoint another person or persons, whether a member of the Company or not, as their proxy or proxies, to exercise all or any of their rights to attend, speak and vote at the Court Meeting.
- 3
- It is requested that this blue 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) be returned to the Company's registrar, Link Asset Services, at PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, by post or (during normal business hours only) by hand, not later than 10.00 a.m. (London time) on 27 March 2020 or, in the case of an adjournment of the Court Meeting, 48 hours before the time appointed for the adjourned Court Meeting. However, if not so lodged, this blue Form of Proxy (together with any such authority, if applicable) may be handed to the Chairman of the Court Meeting, before the start of the Court Meeting and will still be valid.
- 4
- Voting Scheme Shareholders are entitled to appoint a proxy in respect of some or all of their Scheme Shares and may also appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different Scheme Share or Scheme Shares held by that Scheme Shareholder. A space has been included in this blue Form of Proxy to allow Scheme Shareholders to specify the number of shares in respect of which that proxy is appointed. Voting Scheme Shareholders who return this blue Form of Proxy duly executed but leave this space blank shall be deemed to have appointed the proxy in respect of all of their holding of Scheme Shares. Voting Scheme Shareholders who wish to appoint more than one proxy in respect of their holding of Scheme Shares should contact Link Asset Services for further Forms of Proxy (or photocopy this blue Form of Proxy).
- 5
- Voting Scheme Shareholders who hold Scheme Shares in uncertificated form through CREST and wish to appoint a proxy or proxies by using the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual published by Euroclear, as amended from time to time (available at www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take appropriate action on their behalf. Holders of Certified Shares can vote online at www.signalshares.com. Please refer to your Share Certificate for your investor code.
- 6
- In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (the "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear's specifications 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 is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Link Asset Services (issuer's ID RA10) not later than 48 hours before the time fixed for the Court Meeting (or, in the case of adjournment(s), not later than 48 hours before the time fixed for the adjourned Court 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 Link Asset Services is able to retrieve the message by enquiry to CREST in the manner required by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to Link Asset Services through other means.
- 7
- 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 a voting service provider(s), to procure that his or 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 this purpose, 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 the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended from time to time.
- 8
- Completion and return of this blue Form of Proxy, or the appointment of a proxy electronically using CREST (or any other procedure described above), will not prevent a Voting Scheme Shareholder from attending, speaking and voting in person at the Court Meeting, or any adjournment thereof, if such Voting Scheme Shareholder wishes and is entitled to do so.
- 9
- Entitlement of Voting Scheme Shareholders to attend, speak and vote at the Court Meeting (or any adjournment thereof) and the number of votes which may be cast will be determined by reference to the register of members of the Company at close of business on the day which is two days prior to the date of the Court Meeting or, if the Court Meeting is adjourned, close of business on the day which is two days before the day of such adjourned meeting (the "**Voting Record Time**"). Changes to the register of members after the Voting Record Time shall be disregarded in determining the rights of any person to attend, speak and vote at the Court Meeting or any adjournment thereof (as the case may be).
- 10
- In the case of joint holders of Scheme Shares, the vote of the senior who tenders a vote, whether in person 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 relevant joint holding.
- 11
- As an alternative to appointing a proxy, any Voting Scheme Shareholder which is a corporation may vote by a corporate representative appointed in accordance with the Act. Details of certain arrangements which will be put in place in order to facilitate voting by corporate representatives at the Court Meeting are set out in the Scheme Document.
- 12
- To change your proxy instructions simply submit a new proxy appointment using the same method as is set out in note 4 above. Note that the cut-off time for receipt of proxy appointments (see overleaf) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 13
- In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Link Asset Services at PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. The revocation notice must be received by Link Asset Services no later than 10.00 a.m. on 27 March 2020. If you attempt to revoke your proxy appointment but the revocation is received after the time then your proxy appointment will remain valid.
- 14
- In the case of a member which is a company, any Form of Proxy and subsequent revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the Form of Proxy or revocation notice is signed (or duly certified copy of such power or authority) must be included with the Form of Proxy or revocation notice (as applicable).
- 15
- The Court has appointed Michael Smurfit Jnr. or, failing him, Giuseppe Gardali or, failing him, Michael Endres, to act as Chairman of the Court Meeting and has directed the Chairman to report the result thereof to the Court.



PXS 1
34 Beckenham Road
BECKENHAM
BR3 4ZF

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC

