

Attendance Card General Meeting

A General Meeting of GAN plc (the “Company”) will be held on 31 March 2020 at 10.15 a.m. at the offices of Memery Crystal LLP.

Barcode:

Event code:

Location of the General 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 10.15 a.m. (London time) on 27 March 2020.

Attendance

If you wish to attend the General 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 General Meeting after registering at the registration desk.

+

FORM OF PROXY

+

General Meeting of GAN plc (the “Company”) at 10.15 a.m. on 31 March 2020.

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

Barcode:

Event code:

Please use a black pen.

I/We, the undersigned, being (a) member(s) of the Company entitled to attend, speak and vote at the General Meeting, hereby appoint the Chairman of the General Meeting or the following person as my/our proxy to hereby exercise all or any of my/our rights to attend, speak and vote on my/our behalf in respect of the following number of shares:

Please leave this box blank if you have selected the Chairman of the General Meeting as your proxy. Do not insert your name(s).

Name of proxy

Number of shares proxy appointed over

At the General Meeting to be held at 10.15 a.m. on 31 March 2020 and at any adjournment thereof, I/we appoint my/our proxy to attend, speak and vote in the manner indicated below.

Please indicate in the box to the right with an ‘X’ if this Form of Proxy is one of multiple instructions being given (see explanatory note 7 overleaf).

☐

Special Resolution

FOR

AGAINST

WITHHELD

- (i) to give effect to the Scheme, as set out in the notice of General Meeting, including the amendments to the Articles of Association of the Company; and
- (ii) conditional on the Scheme becoming Effective, in accordance with Rule 41 of the AIM Rules for Companies, the cancellation of the admission to trading on AIM (the market of that name operated by the London Stock Exchange plc) of the ordinary shares of £0.01 each in the capital of the Company.

☐☐☐

Signature

Date

This Form of Proxy, postage for which has been prepaid, must be signed and dated before it is posted to Link Asset Services.

+

+

Explanatory Notes:

- 1
- Full details of the resolutions to be proposed at the General Meeting, together with explanatory notes, are set out in the notice of General Meeting contained in Part 11 of the scheme document of the Company dated 13 March 2020 (the “**Scheme Document**”). Before completing this white Form of Proxy, please also read the section entitled “**Action to be Taken**” set out on pages 7 to 9 of the Scheme Document. Capitalised terms used but not defined in the notes below have the meanings given to them in the Scheme Document.
- 2
- Only those shareholders registered on the register of members of the Company as at close of business on 27 March 2020 (or, in the event of any adjournment, on the date which is two days prior to the adjourned General Meeting) shall be entitled to attend or vote at the General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the General Meeting.
- 3
- Every shareholder entitled to attend and vote at the General Meeting is entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at the General Meeting instead of that shareholder.
- 4
- To be valid, this white Form of Proxy must be deposited at the offices of the Company's registrar, Link Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not later than 10.15 a.m. on 27 March 2020, 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 (or, if the General Meeting is adjourned, no later than 48 hours before the time of the adjourned General Meeting).
- 5
- The return of a completed proxy form, other such instrument, or any CREST Proxy Instruction will not prevent a shareholder from attending the General Meeting and voting in person if he/she wishes to do so.
- 6
- If the proxy is being appointed in relation to part of your holding only, enter the number of shares over which they are authorised to act as your proxy in the box next to the proxy's name. If this box is left blank, they will be authorised in respect of your full voting entitlement.
- 7
- To appoint more than one proxy, you should obtain additional proxy cards from the company's registrar, Link Asset Services, or you may photocopy the form enclosed with this notice. Please ensure you specify the number of shares over which each proxy can act, as described in note 6, above. Multiple proxy cards should be returned together in the same envelope.
- 8
- As at close of business on 11 March 2020 (being the latest practicable date prior to the publication of the Scheme Document), the Company's issued ordinary share capital comprised 86,203,868 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business on 11 March 2020 is 86,203,868.
- 9
- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual which can be viewed at www.euroclear.com. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the 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.
- 10
- So that a CREST proxy appointment or instruction to a proxy can be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in compliance with Euroclear UK & Ireland's specifications and must contain the necessary information, described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so that Link Asset Services (issuer's agent ID RA10) receives it by not later than 10.15 a.m. on 27 March 2020. 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 the appointee through other means.
- 11
- 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 message. 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, to procure that his 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. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 12
- The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 13
- Members may not use any electronic address provided either in the notice of General Meeting or any related documents (including this white Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
- 14
- In the case of joint holders of 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.
- 15
- Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same share.
- 16
- To change your proxy instructions simply submit a new proxy appointment using the same method as is set out in note 7 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.
- 17
- 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.
- 18
- 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).



PXS 1
34 Beckenham Road
BECKENHAM
BR3 4ZF

Business Reply Plus
Licence Number
RLUB - TBUX - EGUC

