

PCG ENTERTAINMENT PLC
(the “Company”)
(Company Number: 107915)
(Incorporated in Gibraltar)

Form of Direction

Form of Direction for completion by holders of Depository Interests representing shares on a one for one basis in the Issuer Company in respect of the General Meeting of the Company at G1 Haven Court, 5 Library Ramp, Gibraltar on the 13th day of December 2016 at 12:00 p.m. (CET).

I/We _____

Of _____

(Please insert full name(s) and address(es) in **BLOCK CAPITALS**)

being a holder of Depository Interests representing shares in the Issuer Company hereby instruct Capita IRG Trustees Limited, the Depository, to vote for me/us and on my/our behalf in person or by proxy at the General Meeting of the Issuer Company to be held on the above date (and at any adjournment thereof) as directed by an X in the spaces below.

Please indicate with an “X” in the spaces below how you wish your vote to be cast. If no indication is given, you will be deemed as instructing the Depository to abstain from voting on the specified resolution.

RESOLUTION.	To be used in the event of a poll	
	No. of Votes For*	No. of Votes Against*
<p>1. That the Company increase its authorised share capital from GBP£3,000,000 subdivided into 3,000,000,000 shares of £0.001 each to GBP£6,000,000 subdivided into 6,000,000,000 shares of £0.001 and that the Memorandum of Association be amended accordingly.</p> <p>2. That in substitution for the authority given to the directors already, the directors of the Company be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities of the Company up to a maximum aggregate of 5,999,999,993, provided that this authority will expire on the date being five years from the date on which this resolution is passed, but the Company may before this authority expires make an offer or agreement which would or might require relevant securities to be allotted after this authority expires and the directors may allot relevant securities pursuant to such offer or agreement as if this authority had not expired.</p> <p>3. That the company amend the Articles of Association to clarify its ability to post notices to shareholders on its website.</p>		

*If you wish to exercise all your votes “For” or “Against” please indicate with an “X” within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this day of 2016

Signature/Common Seal of Member

NOTES :

- To be effective, this Form of Direction and the 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 deposited at Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Kent, BR3 4TU not later than 10:00 a.m. (CET) on the day of the meeting or 72 business hours before the time appointed for holding any adjourned meeting.
- Any alterations made to 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.
- Please indicate how you wish your votes to be cast by placing “X” in the box provided. On receipt of this form duly signed, you will be deemed to have authorised Capita IRG Trustees Limited to vote, or to abstain from voting, as per your instructions.
- The Depository will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
- Depository interest holders wishing to attend the meeting should contact the Depository at Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or email custodymgt@capitaregistrars.com by no later than 10:00 a.m. (CET) on the day of the meeting or 72 business hours before the time appointed for holding any adjourned meeting.