

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

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 Suite 16, Watergardens 5, Waterport Wharf, Gibraltar on the 15th day of January 2018 10.00 a.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 Link Market Services 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.

RESOLUTIONS.	To be used in the event of a poll	
	No. of Votes For*	No. of Votes Against*
1 THAT the Memorandum and Articles of Association be amended as explained in the circular published by the Company. 2 THAT a share capital reorganisation be effected as explained in a circular published by the Company.		

*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 201

Signature/Common Seal of Member

NOTES :

1. 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 either at Link Market Services Trustees Limited at 34 Beckenham Road, Beckenham, Kent BR3 4ZF or at the Company's registered office not later than 48 hours before the General Meeting or 72 business hours before the time appointed for holding any adjourned meeting.
2. Any alterations made to this Form of Direction should be initialled.
3. 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.
4. 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 Link IIRG Trustees Limited to vote, or to abstain from voting, as per your instructions.
5. 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.
6. Depository Interest holders wishing to attend the meeting should request a Letter of Representation by contacting the Depository at Link Market Services Trustees Limited, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF or email custodymgt@linkgroup.co.uk by no later than 48 hours before the General Meeting or 72 business hours before the time appointed for holding any adjourned meeting.