

**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 Annual General Meeting of the Company at Suite 16, Watergardens 5, Waterport Wharf, Gibraltar on 3<sup>rd</sup> January 2018 at 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 Annual 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.**

NO.	RESOLUTION.	To be used in the event of a poll	
		No. of Votes For*	No. of Votes Against*
1.	Report of the Directors		
2.	Approval of accounts to 31 March 2018;		
3.	Retirement and appointment of directors:		
	a). M R Mainelli retires by rotation and being eligible offers himself for re-election;		
	b). R C McDowall retires by rotation and being eligible offers himself for re-election.		
4.	Reappointment of RSM Audit Limited Chartered Accountants as auditors and fixing their remuneration		

\*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 the \_\_\_\_\_ day of \_\_\_\_\_ 201\_

**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 Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 72 hours before the time appointed for holding the meeting or any adjournment thereof.
- 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 Link Market Services 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 Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or email [custodymgt@linkgroup.co.uk](mailto:custodymgt@linkgroup.co.uk) by no later than 72 hours before the time appointed for holding the meeting or any adjournment thereof.