

Form of Direction



In the Supreme Court of Gibraltar

Comp. No. 41 of 2011

**IN THE MATTER of bwin.party digital entertainment plc
– and –
IN THE MATTER of the Companies Act 1930**

(For the use of Depository Interest Holders in relation to the bwin.party digital entertainment plc (the 'Company')
Court Meeting on 6 October 2011)

I/We _____
(Please insert full name(s) and address(es) in BLOCK CAPITALS)

of _____

being a holder(s) of a Depository Interest representing shares in the Company, hereby instruct Capita IRG Trustees Limited (the 'Depository') at the Court Meeting to be held on **6 October 2011 at 10:00 a.m.** (Gibraltar time) and at any adjournment thereof, to vote the shares represented by my/our Depository Interest as indicated below with an 'X' in respect of the following resolutions:

ORDINARY RESOLUTIONS	FOR	AGAINST	ABSTAIN
1. To approve a scheme of arrangement pursuant to sections 205 and 206 of the Companies Act 1930 as described in the Company's Notice of Court Meeting dated 8 September 2011.			

To be valid, the Form of Direction must be lodged with Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom to be received no later than **9:00 a.m.** (London time) on 4 October 2011. Alternatively, Depository Interest Holders can lodge voting instructions via the CREST Electronic Voting Service. If you wish to attend the AGM in person, or to send a representative, then please complete the boxes below and submit this Form of Direction to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom as soon as possible and in any event to be received no later than **9:00 a.m.** (London time) on **4 October 2011**. The Depository will then arrange for you or your representative to be issued with a letter of corporate representation executed on behalf of the Depository.

I/we wish to attend the Court Meeting (tick the box if you want to attend).	If the person to attend, speak and/or vote (please delete as appropriate) at the Court Meeting is not the Depository Interest Holder then please print their full name and address below.
	Please specify the account name/designation and number of shares the representative is appointed for below.

Signature: _____ Date: _____

Notes:

1. The above resolutions are numbered in the same manner as in the Notice of Court Meeting dated 8 September 2011.
2. Please indicate how you wish your votes to be cast by placing 'X' in the relevant box provided. On receipt of this form, duly signed, you will be deemed to have authorised the Depositary to vote, or to abstain from voting, as per your instructions. If you do not indicate how you wish your votes to be cast, you will be deemed to have instructed the Depositary to abstain from voting on the specified resolution.
3. Alternatively, Shareholders can lodge their Forms of Direction electronically via www.bwin.party-registrar.com and select the 'Court Meeting' tab on the **left-hand side** of the page.
4. A corporation must execute this Form of Direction under either its common seal or the hand of a duly authorised officer or attorney duly authorised whose capacity should be stated.
5. The Depositary will appoint the Chairman of the meeting as its proxy to cast your votes.
6. Entitlement to attend and vote at the Court Meeting or any adjournment thereof and the number of votes which may be cast thereat will be determined by reference to the Company's register of bwin.party Depositary Interests at **9:00 a.m.** (London time) on the day which is two days before the date of the Court Meeting or adjourned meeting (as the case may be). In each case, changes to the register of members of the Company after such time will be disregarded.