

Form of Proxy



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 Shareholders 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 _____

(see note 2) being a member of the Company, hereby appoint the Chairman of the meeting (or):

as my proxy to attend, and on a poll, vote for me on my behalf at the Court Meeting of the Company to be held on **6 October 2011 at 10:00 a.m.** (Gibraltar time) and at any adjournment thereof. I have indicated with an 'X' how I wish my votes to be cast in respect of the following resolution:

ORDINARY RESOLUTION	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.			

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. To appoint as a proxy a person other than the Chairman of the meeting, delete 'the Chairman of the meeting' and insert the full name of the person in the space provided. A proxy does not need to be a member of the Company.
3. The proxy is to vote as instructed. In the absence of instructions the proxy will vote as he thinks fit or, at his discretion, abstain from voting.
4. The 'Abstain' option is to allow you to abstain from any of the specific resolutions. Please note that an abstention has no legal effect and will not be counted in the votes 'For' or 'Against' a resolution.
5. Any alteration to this Form of Proxy should be initialled by the Shareholder.
6. To be valid, the Form of Proxy must be submitted to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom to be received as soon as possible and in any event, so as to be received at least 24 hours before the time appointed for the meeting. Alternatively, Shareholders can lodge their proxy forms electronically via www.bwin.party-registrar.com and select the 'Court Meeting' tab on the **left-hand side** of the page.
7. A corporation must execute this Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney duly authorised whose capacity should be stated.
8. If this Form of Proxy is signed by someone other than a shareholder, their authority to sign on behalf of the Shareholder must be returned with this form.
9. In the case of joint Shareholders, the vote of the person first named on the Register of Members will be accepted to the exclusion of the other joint Shareholders.
10. If you complete and return this Form of Proxy, this will not prevent you from attending in person and voting at the Court Meeting should you subsequently decide to do so.
11. 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 members at **10:00 a.m.** (Gibraltar time) on the day which is one day before the date of 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.