

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

Form of Instruction

Form of Instruction 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 2nd day of April 2020 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 the custodian Computershare Company Nominees 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.

RESOLUTIONS.	To be used in the event of a poll	
	Number of Votes For*	Number. of Votes Against*
1. THAT the Memorandum and Articles of Association be amended as explained in the Admission Document published by the Company.		
2. THAT the Equity Capital of the Company be consolidated.		
3. THAT the report and accounts of the Company for the year ended 31 st March 2019 be and herby are approved.		
4. THAT subject to the previous resolutions being approved the name of the Company be changed to Upper Thames Holdings Plc.		

*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 _____ 2020

Signature/Common Seal of Member

NOTES :

- To be effective, this Form of Instruction 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 Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom not later than 72 hours before the General Meeting or 72 business hours before the time appointed for holding any adjourned meeting.
- Any alterations made to this Form of Instruction should be initialled.
- In the case of a corporation this Form of Instruction 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 Computershare Company Nominees 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 request a Letter of Representation by contacting the Depository at Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom by no later than 72 hours before the General Meeting or 72 business hours before the time appointed for holding any adjourned meeting.