

Registered no. 008505V

**Isle of Man
Companies Act 2006**

RESOLUTIONS OF

**PLAYTECH PLC
(the “Company”)**

Constituting special business and passed at the Annual General Meeting of the Company held at
the Sefton Hotel, Harris Promenade, Douglas, Isle of Man
on Wednesday 21ST May 2014.

ORDINARY RESOLUTION

1. IT WAS RESOLVED THAT, pursuant to and for the purposes of, article 5 of the Company’s articles of association (the “Articles”), the directors be and are generally and unconditionally authorised to exercise all the powers of the Company to allot:

- (a) Ordinary Shares and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate of 96,850,000 Ordinary Shares; and
- (b) up to a further amount of 96,850,000 Ordinary Shares in connection with a rights issue,

provided that the authority conferred by this resolution shall expire at the conclusion of the next annual general meeting of the Company or, if shorter, 15 months after the date of the passing of this resolution but so that the Company may, before such expiry, make offers or agreements which would or might require Ordinary Shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the directors may allot shares or grant rights to subscribe for or convert pursuant to any such offer or agreement as if this authority had not expired, where “rights issue” means an offer to:

- (i) holders of Ordinary Shares in proportion (as nearly as practicable) to the respective number of Ordinary Shares held by them; and
- (ii) holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or by virtue of shares being represented by depositary receipts or any other matter.

SPECIAL RESOLUTIONS

12. IT WAS RESOLVED THAT, subject to and conditional on the passing of resolution number 11, the directors be empowered, pursuant to article 6 of the Articles, to allot equity securities (within

the meaning of the Articles) for cash pursuant to the authority conferred by resolution number 11 and/or where the allotment constitutes an allotment of equity securities as defined in the articles, in each case:

(a) in connection with an offer of such securities by way of a rights issue (as defined in resolution number 11); and

(b) (otherwise than pursuant to paragraph 12(a) above), up to an aggregate number of 14,674,000,

provided that the authority conferred by this resolution shall expire at the earlier of the conclusion of the next annual general meeting of the Company or, if shorter, 15 months after the date of the passing of this resolution save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

13. IT WAS RESOLVED THAT, pursuant to and for the purposes of article 15.1(b)(iii) of the Articles, the Company generally and unconditionally be authorised to make market purchases (within the meaning of section 693(4) of the UK Companies Act 2006) of Ordinary Shares provided that:

(a) the maximum aggregate number of Ordinary Shares that may be purchased is 29,349,261;

(b) the minimum price (excluding expenses) which may be paid for each Ordinary Share is £0.01;

(c) the maximum price (excluding expenses) which may be paid for each Ordinary Share is the higher of: i) 105 per cent of the average market quotation for an Ordinary Share, as derived from the London Stock Exchange Daily Official List, for the five business days prior to the day the purchase is made; and ii) the higher of the price of the last independent trade and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System; and

(d) the authority conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Company) on the date being 15 months after the passing of this resolution or, if earlier, at the conclusion of the Company's next annual general meeting save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase Ordinary Shares which will or may be executed wholly or partly after the expiry of such authority.