



## **Playtech plc**

### **Notice of Annual General Meeting 2015**

To be held at 10.00 a.m. on 20 May 2015 at The Sefton Hotel, Harris Promenade, Douglas, Isle of Man IM1 2RW.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a form of proxy in accordance with the instructions printed on the enclosed form.

The form of proxy must be received by no later than 10.00 a.m. on 18 May 2015.

## **THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in Playtech plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

#### **Playtech plc**

Incorporated in the Isle of Man Company number 008505V

Registered office:  
Ground Floor  
St George's Court  
Upper Church Street  
Douglas  
Isle of Man  
IM1 1EE

## CONTENTS

Letter from the Chairman	1
Appendix 1 – Biographies of Directors seeking re-election	2
Appendix 2 – Additional Information about the Independent Directors seeking re-election	3
Appendix 3 – Explanatory Notes	4
Notice of Annual General Meeting of the Company	7

## TIMETABLE OF EVENTS

Ex-dividend date for final dividend	7 May 2015
Record date for final dividend	8 May 2015
Last date for currency elections	15 May 2015
Final date for receipt of proxies by the registrars	18 May 2015 at 10:00 am
Time and date of the Annual General Meeting	20 May 2015 at 10:00 am
Dividend payment date for final dividend	5 June 2015

**Playtech plc**  
(Incorporated in the Isle of Man under company number 008505V)

14 April 2015

To all Shareholders

**Dear Shareholder,**

### **Annual General Meeting**

I am pleased to be writing to you with details of the Annual General Meeting of Playtech plc ("**Playtech**" or the "**Company**") for 2015 (the "**Meeting**") which we are holding at The Sefton Hotel, Harris Promenade, Douglas, Isle of Man IM1 2RW on 20 May 2015 at 10.00 a.m.

The formal notice of the Meeting is set out on pages 7 and 8 of this document. The Meeting is an important opportunity for all shareholders to express their views by raising questions and voting on the matters put to the Meeting. Refreshments of tea and coffee will be available from 09:30 a.m. onwards and after the Meeting for shareholders if they wish to meet with the Directors in a less formal environment.

If you would like to vote on the resolutions but cannot come to the Meeting, please fill in the enclosed Form of Proxy and return it to our registrars as soon as possible. Alternatively, you can register your proxy to vote electronically by logging on to [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) or, if you are a member of CREST, via Computershare Investor Services (ID3RA50). The registrars must receive your proxy appointment by 10:00 a.m. on 18 May 2015 at the latest.

The explanatory notes in Appendix 3 outline the business to be considered at the meeting.

### **Actions to be taken in respect of the Meeting:**

Please check that you have received the following with this document:

- a form of proxy for use in respect of the Meeting;
- a reply-paid envelope for use in connection with the return of the form of proxy (in the UK only); and
- a currency election form & reply-paid envelope for use if you wish to receive your final dividend in sterling (in the UK only).

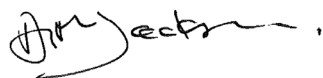
Whether or not you propose to attend the Meeting in person, you are strongly encouraged to register a proxy vote by either casting your proxy online as explained in the notes on pages 9 and 10 or by completing, signing and returning your form of proxy in accordance with the instructions printed thereon as soon as possible, but in any event so as to be received, by post at Computershare Investor Services (Isle of Man) Limited c/o, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY or, during normal business hours only, by hand, at Computershare Investor Services (Isle of Man) Limited, c/o, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, by no later than 10.00 a.m. on 18 May 2015. Please note there is a separate envelope (showing the post code BS99 6ZZ) for the currency election form if you wish to use it.

The use of a proxy will enable your vote to be counted at the Meeting in the event of your absence. The completion and return of the form of proxy will not prevent you from attending and voting at the Meeting, or any adjournment thereof, in person should you wish to do so.

### **Recommendation**

The Directors of the Company consider that all the proposals to be considered at the Meeting are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. The Directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings which amount to 68,500 Ordinary Shares representing approximately 0.02% of the existing issued Ordinary Shares.

Yours sincerely



**Alan Jackson**  
Chairman

## Appendix 1

### Biographies of Directors seeking re-election

#### ***Alan Jackson (aged 71), Chairman***

Alan has over 40 years' experience in the leisure industry. From 1973 to 1991, he occupied a number of positions at Whitbread both in the UK and internationally, principally as managing director of Beefeater steakhouse and also the Whitbread restaurant division where he was responsible for the creation and development of the Beefeater, Travel Inn and TGI Friday brands. In 1991, he founded Inn Business Group plc, which was acquired by Punch Taverns plc in 1999. He has been Chairman of The Restaurant Group plc since 2001. He stepped down from his role as Deputy Chairman and Senior Non-executive Director at Redrow plc in September 2014. He was appointed to the board in 2006 and became Chairman in October 2013.

#### ***Mor Weizer (aged 39), Chief Executive Officer***

Prior to being appointed CEO in 2007, Mor was the chief executive officer of one of the Group's subsidiaries, Techplay Marketing Limited, which required him to oversee the Group's licensee relationship management, product management for new licensees and the Group's marketing activities. Before joining Playtech, Mor worked for Oracle for over four years, initially as a development consultant and then as a product manager, which involved creating sales and consulting channels on behalf of Oracle Israel and Oracle Europe, the Middle East and Africa. Earlier in his career, he worked in a variety of roles, including as an auditor and financial consultant for PricewaterhouseCoopers and a system analyst for Tadiran Electronic Systems Limited, an Israeli company that designed electronic warfare systems.

#### ***Ron Hoffman (aged 38), Chief Financial Officer***

Ron is a qualified accountant and worked at Ernst & Young where he rose to the position of Senior Manager and joined Playtech shortly after its formation. Ron was appointed CFO from 1 January 2013 having been VP of Finance, responsible for managing the finance department, the Company's admission to AIM in 2006, the transition to the Main Market in 2012 and supporting the growth of the business through its operations, acquisitions, financial planning and reporting.

#### ***Hilary Stewart-Jones (aged 53), Non-executive Deputy Chairman***

Hilary is a qualified solicitor, and worked in-house at Ladbrokes plc becoming head of the in-house gambling legal team before joining the law firm Berwin Leighton Paisner LLP as a Partner in 2000. She joined DLA Piper UK LLP as a Partner in 2011 but stepped down from that role in May 2014 and has since held a consultancy position with the firm. Hilary is recognised as a leading international expert in gambling law and has over 20 years' experience advising companies on gambling related issues. Hilary was appointed to the Board in October 2013 and became Deputy Chairman in December 2014.

#### ***Andrew Thomas (aged 72), Senior Non-executive Director***

Andrew has enjoyed a career as an accountant and businessman, much of which has been within the leisure industry. Andrew is currently chairman of Randalls Limited, a family owned pub company in Jersey, where he lives. Andrew previously served as Chairman of The Greenalls Group PLC and as a non-executive director of a number of private and public companies. He is the founding partner of the Cheshire-based accounting firm, Moors Andrew Thomas & Co. LLP. Andrew is a member of the Institute of Chartered Accountants in England & Wales and a member of the Institute of Taxation. Andrew was appointed to the Board in June 2012.

## Appendix 2

### Additional Information about the Independent Directors seeking re-election

In accordance with the new requirements under the UKLA Listing Rules (the “**Listing Rules**”) which apply to companies with a controlling shareholder (described on page 5), the Company is required to provide certain information in relation to the proposed re-election of the Independent Directors, being Alan Jackson, Hilary Stewart-Jones and Andrew Thomas. This includes details of any existing or previous relationship, transaction or arrangement the Independent Directors have with the Company, its directors, any controlling shareholder or an associate of a controlling shareholder, together with a description of why the Company considers that the Independent Directors will be effective, how it has determined their independence and the process followed for their selection.

#### Relationships, transactions or arrangements

The Company has received confirmation from each of the Independent Directors that, except as disclosed below, there is no existing or previous relationship, transaction or arrangement that the Independent Directors have or have had with the Company, its directors, any controlling shareholder or any associate of a controlling shareholder.

Prior to joining the board of Playtech in 2013, Hilary Stewart-Jones, who is a qualified solicitor, was a partner in the gambling team at the London offices of international law firms, DLA Piper UK LLP (“**DLA**”) and, before that, Berwin Leighton Paisner LLP. Both firms were engaged to advise the Company and the controlling shareholder (and other companies associated with the controlling shareholder) during her tenure as a partner there, and she advised on various projects in that capacity. Whilst both law firms continue to be engaged to provide such advice, Ms Stewart-Jones ceased to be a partner of DLA in May 2014 and, whilst she remains a consultant to, given that firm’s overall size and the relatively small scale of fees received, this relationship is not considered to impact on her independence. In addition, to re-enforce her independence, it was agreed upon her appointment that Hilary would not be involved in the provision of advice by DLA to the Company or the controlling shareholder (or any companies associated with the controlling shareholder), her remuneration from DLA would not be linked, directly or indirectly, to the receipt of fees from such parties, and that any potential residual conflicts would be managed carefully.

As noted in the Note 26 of the Company’s accounts for 2014, Hilary’s husband, Jean Pierre Houareau, was engaged during 2014 as a consultant to a member of the Playtech group and also owns a company which is a small supplier to the group. Mr Houareau has worked in the online gambling industry for non-related companies, such as PKR, for 10 years and has been retained to assist in connection with some of the group’s consumer facing activities in the UK and other regulated markets. Ms Stewart-Jones was not involved in the decision to retain Mr Houareau and did not participate in discussions relating to his fee arrangements.

These relationships and arrangements described above were taken into account when determining Ms Stewart-Jones’ independence.

The Independent Directors from time to time attend networking or fundraising events with or at the invitation of other Directors but the Board is satisfied that this has no bearing on their independence.

Independent Directors have in the past sat on the same board of another company together and one Independent Director has sat on a board of a company where another Independent Director has been a senior executive. However the last instance took place over 7 years ago and the Board is satisfied that this has no bearing on the relevant Independent Directors’ independence.

#### Board Effectiveness and Independence

Following the annual evaluation exercise conducted during the year, the Board considers that each of the Directors proposed for re-election continues to make an effective and valuable contribution and demonstrates commitment to his or her role.

All of the Independent Directors offering themselves for re-election are highly experienced and have a broad knowledge of the gambling industry. In view of their career experience, the Board considers that they each bring valuable skills to the board and provide an objective perspective. The effectiveness of each of the Independent Directors was considered at a board meeting on 24 February 2015 and the Board is able to confirm that all of the Independent Directors are effective.

#### Recruitment processes

The Nomination Committee keeps the Board’s balance of skills, knowledge and experience and the length of service of individuals under constant review. In respect of succession planning and supplementing the skill set of the Board the Nomination Committee is responsible for the identification, evaluation and recommendation of candidates for appointment to the Board. There has been a formal process in place for a number of years and all of the current Independent Directors have been through the same selection process.

This process involves the Nomination Committee working with the Executive Directors and the wider Board to identify and agree the criteria for the appointment of any new independent non-executive director to the Board. Once agreed, the Chairman of the Nomination Committee typically engages with and briefs an external recruitment consultancy. The external recruitment consultancy is asked to draw up a list of potential candidates for the Nomination Committee to review. The Nomination Committee considers the list of potential candidates and agrees a shortlist for interview by the Chairman, CEO and other members of the Nomination Committee and Board as appropriate. Subject to agreement by the Nomination Committee, the Nomination Committee then recommends the proposed appointee to the Board for consideration.

## Appendix 3

### Explanatory Notes

#### Resolution 1 – To receive the Annual Report and Accounts

The Chairman will present to the Meeting the accounts and the reports of the directors and the auditors for the year ended 31 December 2014 (the “Annual Report”).

#### Resolutions 2 – Directors’ Remuneration Report

For UK incorporated companies, there are requirements in relation to the content and approval of the directors’ remuneration report. Although, as an Isle of Man incorporated company Playtech is not subject to these changes, the Board considers that shareholders would expect the Company to voluntarily mirror the new requirements of the UK legislation so far as is practicable. The Board is happy to do so as the Directors consider that the new requirements will facilitate good corporate governance.

Accordingly, the directors’ remuneration report set out in full on pages 46 to 59 in the Annual Report is in three sections and contains:

- (i) a statement by Hilary Stewart-Jones, Chair of the Company’s Remuneration Committee;
- (ii) the remuneration policy report containing a re-presentation of the Company’s remuneration policy approved by shareholders at the 2014 AGM (the “Policy”); and
- (iii) the annual report on remuneration that reports on the implementation of the Policy for the year to 31 December 2014.

The first and third sections of the report, will as last year, be put to an advisory shareholder vote by ordinary resolution.

The Policy sets out the Company’s forward looking policy on directors’ remuneration (including the approach on exit payments for directors) and was approved at last year’s annual general meeting. It is not being amended at this time and is therefore not the subject of a resolution at the Meeting. The Policy is ordinarily subject to a binding shareholder vote by ordinary resolution every three years and will therefore be subject to a vote at a future annual general meeting.

Resolution 2 is an ordinary resolution to approve the directors’ remuneration report (excluding the Policy), and is an advisory resolution that does not affect the future remuneration paid to any director.

#### Resolution 3 – Appointment of auditors and auditors’ remuneration

Resolution 3 proposes the re-appointment of BDO LLP as the Company’s auditors to hold office until the next AGM of the Company and, as is common practice, authorises the directors to set the auditors’ remuneration.

#### Resolution 4 – Final dividend

The Directors are recommending a final dividend of 17.5 € cents per ordinary share of no par value (“Ordinary Share”) for the year ended 31 December 2014. If shareholders approve this dividend, this will be paid on 5 June 2015 to all holders of Ordinary Shares who were on the register at the close of business on 8 May 2015. If shareholders wish to elect to receive their dividend in Pounds Sterling, they should complete the enclosed currency election form in accordance with its terms and return it by 15 May 2015 to the Company’s registrars, Computershare Investor Services c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZZ in the envelope provided for this purpose.

#### Resolutions 5 to 9 – Re-election of Directors

Under the articles of association of the Company (the “Articles”), any person who has been appointed as a director by the Board during the course of the year is required to retire and be put up for re-election at the next annual general meeting of the Company. None of the Directors were appointed since the last annual general meeting. Although the Articles do not require directors to retire and be put up for re-election at each annual general meeting of the Company, in accordance with the provisions of the Code, all the directors of the Company have resolved that they will retire and offer themselves for re-election by shareholders at the Meeting.

#### Resolutions 5 to 7

Resolutions 5 to 7 relate to the re-election of Alan Jackson, Hilary Stewart Jones and Andrew Thomas who are the Directors that the Board has determined are independent non-executive directors for the purposes of the Code (the “Independent Directors”).

Additional information about the independence of the Independent Directors, as required by the Listing Rules relating to controlling shareholders, is set out on page 3 of this document.

The Company is, for the first time at the AGM, required to comply with new provisions of the Listing Rules introduced in 2014 relating to controlling shareholders and the re-election of any independent non-executive directors. For the purposes of the Listing Rules, Brickington Limited is a controlling shareholder of the Company, as a result of it exercising or controlling more than 30% of the voting rights of the Company. As such, the election or re-election of any independent non-executive director by shareholders must be approved by a majority vote of both:

(a) the shareholders of the Company; and

(b) the independent shareholders of the Company (that is, the shareholders of the Company entitled to vote on the election of Directors who are not controlling shareholders of the Company).

Resolutions 5 to 7 are therefore being proposed as ordinary resolutions which all shareholders may vote on, but in addition the Company will separately count the number of votes cast by independent shareholders in favour of the resolution (as a proportion of the total votes of independent shareholders cast on the resolution) to determine whether the second threshold referred to in (b) above has been met. The Company will announce the result of resolutions 5 to 7 on this basis as well as announcing the results of the ordinary resolutions of all shareholders.

Under the Listing Rules, if a resolution to re-elect an independent director is not approved by majority vote of both the shareholders as a whole and the independent shareholders of the Company at the AGM, a further resolution may be put forward to be approved by the shareholders as a whole at a general meeting which must be held more than 90 days after the date of the first vote but within 120 days of the first vote. Accordingly, if any of resolutions 5 and 7 are not approved by a majority vote of the Company's independent shareholders at the AGM, the relevant Director(s) will be treated as having been re-elected only for the period from the date of the AGM until the earlier of (i) the close of any general meeting of the Company, convened for a date more than 90 days after the AGM but within 120 days of the AGM, to propose a further resolution to re-elect him or her, (ii) the date which is 120 days after the AGM and (iii) the date of any announcement by the Board that it does not intend to hold a second vote.

In the event that the Director's re-election is approved by a majority vote of all shareholders at a second meeting, the Director will then be re-elected until the next annual general meeting.

The Board considers that the performance of each Board member continues to be effective, that each member of the Board demonstrates the commitment required to continue in their present roles, and accordingly supports each Director's re-election.

Biographical details the directors can be found in Appendix 1 and further details of their skills and experience, and representation on the Board committees on pages 32 and 33 of the Annual Report.

## Resolution 10 – Power of directors to allot shares etc

Further to the Articles the directors may only allot Ordinary Shares or grant rights over Ordinary Shares if authorised to do so by the holders of Ordinary Shares. At the last annual general meeting of the Company held on 21 May 2014, the directors were given authority to allot Ordinary Shares. The authority granted at the last annual general meeting is due to expire at the conclusion of this year's meeting.

The Association of British Insurers ("ABI") guidelines on authority to allot shares states that ABI members will permit, and treat as routine, resolutions seeking to allot shares representing approximately one-third of the number of Ordinary Shares in issue. In addition, ABI members will treat as routine a request for authority to allot shares representing approximately two-thirds of the number of Ordinary Shares in issue provided that it is only used to allot shares pursuant to a pre-emptive rights issue.

Accordingly, the authority in Resolution 10, paragraph (a) will allow your Directors to allot up to 97,844,000 Ordinary Shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company, representing approximately one-third of the Company's issued ordinary share capital as calculated as at 10 April 2015 (being the latest practicable date prior to publication of this notice). The authority in Resolution 10, paragraph (b) will allow your Directors to allot a further 97,844,000 Ordinary Shares representing approximately one-third of the Company's issued Ordinary Shares as calculated as at 10 April 2015 (being the last practicable date prior to publication of this notice) or grant rights to subscribe for, or convert any security into, shares in the Company, only in connection with a pre-emptive rights issue.

The power conferred by this resolution will expire at the conclusion of the next annual general meeting of the Company or, if sooner, 15 months after the date of the passing of the resolution.

The Directors have no present intention of exercising this authority. However, it is considered prudent to maintain the flexibility that this authority provides. The Directors intend to renew this authority annually.

*Resolutions 1 to 10 will be proposed as ordinary resolutions and will require more than half of the votes cast at the meeting to be in favour of a resolution to be passed.*

## Resolution 11 – Disapplication of pre-emption rights

Under article 6 of the Articles, when new Ordinary Shares are proposed to be issued for cash, other than in connection with a Company share option plan, they must first be offered to existing shareholders pro-rata to their holdings. There may be occasions, however, when the Directors may need the flexibility to finance business opportunities by the issue of Ordinary Shares for cash



without a fully pre-emptive offer to existing shareholders. It is therefore proposed to grant the Directors authority to allot Ordinary Shares for cash without such securities first being required to be offered to existing shareholders.

Resolution 11 will, if passed give the Directors authority to allot Ordinary Shares pursuant to the authority granted in Resolution 10 for cash without complying with the pre-emption rights in the Articles and is proposed as a special resolution. In accordance with the relevant investor guidelines, this authority will permit the directors to allot and issue, apart from in connection with a rights issue or any other pre-emptive offer concerning equity securities, 14,676,600 Ordinary Shares, representing approximately 5% of the Company's issued Ordinary Shares as at 10 April 2015 (being the last practicable date prior to the publication of this notice).

The power conferred by this resolution will expire at the conclusion of the next annual general meeting of the Company or, if sooner, 15 months after the date of the passing of the resolution. The Directors have no immediate plans to make use of this authority.

### **Resolution 12 – Purchase of own shares**

This resolution seeks authority for the Company to make market purchases of its own Ordinary Shares and is proposed as a special resolution. If passed, the resolution gives authority for the Company to purchase up to 29,353,261 of its Ordinary Shares, representing just under 10% per cent of the Company's issued Ordinary Share capital as at 10 April 2015 (being the last practicable date prior to the publication of this notice).

The resolution specifies the minimum and maximum prices which may be paid for any Ordinary Shares purchased under this authority. The power conferred by this resolution will expire at the conclusion of the next annual general meeting of the Company or, if sooner, 15 months after the date of the passing of the resolution. The Directors have no immediate plans to make use of this authority.

The Directors do not currently have any intention of exercising the authority granted by this resolution. The Directors will only exercise the authority to purchase Ordinary Shares where they consider that such purchases will be in the best interests of shareholders generally.

The Company must cancel any shares it purchases under this authority, as the Articles do not allow for the Company to hold shares in treasury at this time.

On 10 April 2015, (being the last practicable date prior to the publication of this notice) the total number of options to subscribe for Ordinary Shares in the Company amounted to 825,788. This represented 0.28 per cent of the Company's issued Ordinary Shares on that date. If this authority to purchase shares was exercised in full these options would represent 0.31 per cent of the issued Ordinary Shares as at 10 April 2015 (the latest practicable date prior to the publication of this notice). The Company does not have any outstanding share warrants.

*Resolutions 11 and 12 will be proposed as special resolutions and require that 75 per cent or more of the votes cast must be in favour of a resolution for it to be passed.*



## Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Playtech plc (the "Company") will be held at The Sefton Hotel, Harris Promenade, Douglas, Isle of Man, IM1 2RW on 20 May 2015 at 10:00 am for the following purposes:

### Ordinary Business

To consider and if thought fit, pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive the Company's accounts, the directors' reports and auditors' report thereon for the financial year ended 31 December 2014.
2. To approve the directors' remuneration report, excluding the directors' remuneration policy, in the form set out set out on pages 46 to 59 of the Company's annual report and accounts for the financial year ended 31 December 2014.
3. To reappoint BDO LLP as auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company and to authorise the Directors to determine their remuneration.
4. To approve the payment of a final dividend for the year ended 31 December 2014 of 17.5 € cents per ordinary share of no par value ("Ordinary Shares") payable to those shareholders on the register of members of the Company at the close of business on 8 May 2015.
5. To re-elect Hilary Stewart-Jones as a director of the Company.
6. To re-elect Andrew Thomas as a director of the Company.
7. To re-elect Alan Jackson as a director of the Company.
8. To re-elect Ron Hoffman as a director of the Company.
9. To re-elect Mor Weizer as a director of the Company.

### Special Business

To consider and, if thought fit, pass the following resolutions of which resolution numbered 10 will be proposed as an ordinary resolution and the remaining resolutions will be proposed as special resolutions:

10. 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 97,844,000 Ordinary Shares; and

(b) up to a further amount of 97,844,000 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.

11. THAT, subject to and conditional on the passing of resolution number 10, 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 10 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 10); and

(b) (otherwise than pursuant to paragraph 11(a) above), up to an aggregate number of 14,676,600,

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.

12. 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 29,353,261;
  - (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.

Voting on all resolutions will be by way of a poll

BY ORDER OF THE BOARD

**Brian Moore**

Company Secretary

Ground Floor

St George's Court Upper Church Street Douglas

Isle of Man

14 April 2015

Registered in Isle of Man number 008505V

## Notes to the Notice of Annual General Meeting

1. The Company specifies that only those holders of Ordinary Shares registered in the register of members of the Company as at 6.00 p.m. on 18 May 2015 (or 6.00 p.m. on the day that is two days before any adjourned meeting) shall be entitled to attend (either in person or by proxy) and vote at the Meeting, or any adjourned meeting, in respect of the number of shares registered in their names at that time. Any changes to the register of members after 6.00 p.m. on 18 May 2015 (or 6.00 p.m. on the day that is two days before any adjourned Meeting) shall be disregarded in determining the right of any person to attend and vote at the Meeting.
2. Information regarding the Meeting, including a copy of the annual report and accounts for the financial year ended 31 December 2014 posted with this notice, is available from the Company's website at [www.playtech.com](http://www.playtech.com).
3. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
4. Pursuant to Regulation 22 of the Uncertificated Securities Regulations 2006 (Isle of Man), shareholders who hold shares in uncertificated form must be entered on the Company's share register at 6.00 p.m. on 18 May 2015 (or, if the Meeting is adjourned, not later than 48 hours before the time fixed for the adjourned meeting) in order to be entitled to attend and vote at the Meeting. Changes to entries on the register after that time will be disregarded in determining the rights of any person to attend and vote at the Meeting. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.
5. A form of proxy is enclosed with this notice for use in connection with the business set out above. To be valid, forms of proxy and any power of attorney or other authority under which it is signed must be lodged with Computershare Investor Services (Isle of Man) Limited, c/o, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible but in any event must be received not later than 10:00 a.m. on 18 May 2015 (or, if the meeting is adjourned, not later than 48 hours before the time fixed for the adjourned meeting). Completion and return of a form of proxy does not preclude a member from attending and voting at the Meeting or at any adjournment thereof in person.
6. As an alternative to completing and returning the printed form of proxy, you may submit your proxy electronically by accessing [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). For security purposes, you will be asked to enter the control number, your shareholder reference number (SRN) and personal identification number (PIN) to validate the submission of your proxy online. The control number and members' individual SRN and PIN numbers are shown on the printed form of proxy or email notification. For further information, see the instructions printed on the form of proxy.
7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Ltd's specifications and must contact the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, must be transmitted so as to be received by the Issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for the Meeting. For this purpose, the time of receipt will be taken to the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
9. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Ltd does not make available special procedures in CREST for any particular message. Normal systems timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions.

It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitation of the CREST systems and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 18(4)(a) of the Uncertificated Security Regulations 2006 (Isle of Man).
10. A corporation which is a member may by resolution of its directors or other governing body authorise a person to act as its representative who may exercise, on its behalf, all its powers as a member, provided that they do not do so in relation to the same shares. A certified copy of any such resolution must be deposited at the registered office of the Company not less than 48 hours before the time appointed for the meeting to be valid.

11. Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that the shareholders subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company, including the lodgement of an electronic proxy form, that is found to contain any virus will not be accepted.
12. As at 5.00 pm on 10 April 2015, the Company's issued share capital comprised 293,532,617 Ordinary Shares. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5.00 pm on 10 April 2015 is 293,532,617. The website referred to in note 2 will include information on the number of shares and voting rights.
13. Voting on all resolutions will be conducted by way of a poll rather than on a show of hands as this is considered by the Board to reflect the views of shareholders more accurately. As soon as practicable, following the Meeting the results of voting at the Meeting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of each resolution will be announced via a Regulatory Information Service and also placed on the Company's website referred to at note 2 above.
14. The following documents will be available for inspection at Ground Floor, St George's Court, Upper Church Street, Douglas, Isle of Man IM1 1EE from 14 April 2015 until the time of the Meeting and at the Meeting venue itself for at least 15 minutes prior to the Meeting until the end of the Meeting:
- (a) Copies of the service contracts of executive directors of the Company; and
  - (b) Copies of the letters of appointment of the non-executive directors of the Company.
15. Except as provided above, members who have general queries about the Meeting should use the following means of communication (no other methods of communication will be accepted) calling our shareholder helpline on +44 (0)870 707 4040. You may not use any electronic address provided either:
- (a) in this notice of annual general meeting; or
  - (b) any related documents (including the chairman's letter and proxy form),
- to communicate with the Company for any purposes other than those expressly stated.