



Playtech plc

Notice of Annual General Meeting 2017

To be held at 10.00 a.m. on 17 May 2017 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 15 May 2017.

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 under 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	01
Appendix 1 – Biographies of Directors seeking re-election	02
Appendix 2 – Explanatory Notes	03
Notice of Annual General Meeting of the Company	05

Timetable of events

Ex-dividend date for final dividend	4 May 2017
Record date for final dividend	5 May 2017
Last date for currency elections	12 May 2017
Final date for receipt of proxies by the registrars	15 May 2017 at 10.00 a.m.
Time and date of the Annual General Meeting	17 May 2017 at 10.00 a.m.
Dividend payment date for final dividend	2 June 2017



Ground Floor
St George's Court
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Playtech plc
Incorporated in the Isle of Man under company number 008505V

10 April 2017

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 2017 (the "AGM") which we are holding at The Sefton Hotel, Harris Promenade, Douglas, Isle of Man, IM1 2RW on 17 May 2017 at 10.00 a.m. and which will be followed by a General Meeting where a revised remuneration policy (the "Remuneration Policy") will be put to the meeting for approval.

As the Company voluntarily follows the requirements of the UK legislation applicable to a premium main market listed company, so far as is practicable, the Remuneration Policy is subject to a binding shareholder vote this year. However at the time of publishing the Annual Report, the Company was still in consultation with shareholders on the terms of a revised Remuneration Policy. Therefore the existing Remuneration Policy does formally need to be put to the AGM and be made subject to a binding shareholder vote; however the new Remuneration Policy proposed to be adopted will then be put to a binding shareholder vote at the General Meeting following the AGM.

The formal notice of the AGM is set out on pages 5 and 6 of this document. The AGM is an important opportunity for all shareholders to express their views by raising questions and voting on the matters put to the AGM. Refreshments of tea and coffee will be available from 9.30 a.m. onwards and after the AGM 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 attend the AGM, 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. You will need to enter the Control Number, Shareholder Reference number and PIN as shown on your proxy form, 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 15 May 2017 at the latest.

The explanatory notes in Appendix 2 outline the business to be considered at the AGM.

Actions to be taken in respect of the AGM:

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

- a form of proxy for use in respect of the AGM;
- 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 AGM in person, you are strongly encouraged to register a proxy vote by either casting your proxy online as explained in the notes on pages 7 and 8 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 (Jersey) Limited c/o, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY or, during normal business hours only, by hand, at Computershare Investor Services (Jersey) Limited, c/o, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, by no later than 10.00 a.m. on 15 May 2017. 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 AGM 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 AGM, 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 AGM 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 73,524 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, 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 Steak Houses and also the Whitbread restaurant division where he was responsible for the creation and development of the Beefeater, Travel Inn and TGI Friday brands and was responsible for Whitbread's international restaurant development. In 1991, he founded Inn Business Group plc, which was acquired by Punch Taverns plc in 1999. He was Chairman of The Restaurant Group plc from 2001 until he retired from this position in 2016. He stepped down from his role as Deputy Chairman and Senior Non-executive Director at Redrow plc in September 2014.

Mor Weizer, 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.

Andrew Smith, Chief Financial Officer

Having qualified as a solicitor with Ashurst in 2001, Andrew moved into investment banking, first with ABN AMRO and then with Deutsche Bank, specialising in both the Technology and Leisure sectors. Andrew joined Playtech in 2015 as Head of Investor Relations. Andrew was appointed to the board in January 2017.

Andrew Thomas, 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.

Paul Hewitt, Non-executive Director

Paul is a qualified accountant, and his recent executive responsibilities included being the Deputy Group Chief Executive and the Chief Financial Officer of the Co-Operative Group from 2003 to 2007; and Finance and IT Director of RAC plc from 1999 to 2003. Since starting to build a portfolio of non-executive roles in 2007, Paul has helped many management teams adapt their business models to respond to, and anticipate, changes in their regulatory environments, including as Non-executive Director and Chairman of the Audit Committee of Tesco Bank from 2012 to 2014. Paul was appointed to the Board in August 2015.

John Jackson, Non-executive Director

John is a qualified accountant and his previous roles include Group Chief Executive of Jamie Oliver Holdings Limited from 2007 to 2015 and Group Retail and Leisure Director of Virgin Group Limited from 1998 to 2007. He is currently Non-executive Chairman of Rick Stein Group, a senior independent director of Game Digital plc; and a Non-executive Director of Wilkinson's Hardware Stores Limited. John was appointed to the Board in January 2016.

Claire Milne, Non-executive Director

Claire has a Master's Degree from the John Hopkins University, Baltimore, is a member of The Law Society of Scotland, is a Manx Advocate and a Writer to Her Majesty's Signet. She is a member of the Institute of Directors, the Licensing Executive Society and the Society for Computers and a General Member of the International Masters of Gaming Law and was Chair of the Isle of Man Gambling Commission between 2007-2012. She is currently a Partner and Team Leader within the Intellectual Property and Science & Technology team for Appleby in the Isle of Man. Claire was appointed to the Board in July 2016.

Appendix 2

Explanatory Notes

Resolution 1 – To receive the Annual Report and Accounts

The Chairman will present to the AGM the accounts and the reports of the directors and the auditors for the year ended 31 December 2016 (the “Annual Report”).

Resolution 2a and 2b – 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 requirements, the Board considers that shareholders would expect the Company to voluntarily mirror the requirements of the UK legislation applicable to a premium main market listed company so far as is practicable. The Board is happy to do so as the Directors consider that the requirements facilitate good corporate governance.

Accordingly, the directors’ remuneration report set out in full on pages 70 to 85 in the Annual Report is in three sections and contains:

- (i) a statement by John Jackson, 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”). The Policy is subject to a binding shareholder vote by ordinary resolution every three years and therefore the policy is subject to a binding shareholder vote this year; and
- (iii) the annual report on remuneration that reports on the implementation of the Policy for the year to 31 December 2016. The first and third sections of the report will, as last year, be put to an advisory shareholder vote by ordinary resolution.

Resolution 2a – Directors’ Remuneration Policy

During 2016, the Committee reviewed the policy, taking close account of the business strategy, current and emerging market practice and the best practice expectations of institutional investors, to ensure it remained fit for purpose. However at the time of publishing the Annual Report, the Company was still in consultation with shareholders on the terms of a revised Remuneration Policy. Therefore the existing Remuneration Policy does formally need to be put to the AGM and be made subject to a binding shareholder vote; however the new Remuneration Policy proposed to be adopted will then be put to a further binding shareholder vote at the General Meeting immediately following the AGM.

Resolution 2b – Directors’ Remuneration Report excluding the Policy

Resolution 2b 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 21.7 € cents per ordinary share of no par value (“Ordinary Share”) for the year ended 31 December 2016. If shareholders approve this dividend, this will be paid on 2 June 2017 to all holders of Ordinary Shares who were on the register at the close of business on 5 May 2017. 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 12 May 2017 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 11 – 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 year is required to retire and be put up for re-election at the next annual general meeting of the Company. John Jackson was appointed to the Board in January 2016 and Claire Milne was appointed to the Board in July 2016 and are both being put up for re-election accordingly. 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 of the other directors of the Company have resolved that they will retire and offer themselves for re-election by shareholders at the AGM.

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 56 and 57 of the Annual Report.

Resolution 12 – 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 18 May 2016, 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 12, paragraph (a) will allow your Directors to allot up to 105,781,534 Ordinary Shares in the Company

Appendix 2 continued

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 9 April 2017 (being the latest practicable date prior to publication of this notice). The authority in Resolution 12, paragraph (b) will allow your Directors to allot a further 105,781,534 Ordinary Shares representing approximately one-third of the Company's issued Ordinary Shares as calculated as at 9 April 2017 (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 12 will be proposed as ordinary resolutions and will require more than half of the votes cast at the AGM to be in favour of a resolution to be passed.

Resolution 13 – 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 13 is proposed as a special resolution and will, if passed, give the Directors authority to allot up to 31,734,460 Ordinary Shares pursuant to the authority granted in Resolution 12 for cash without complying with the pre-emption rights in the Articles, which represents approximately 10% of the issued ordinary share capital of the Company as at 9 April 2017 (being the last practicable date prior to the publication of this notice). This authority is in line with institutional shareholder guidance, and in particular with the Pre-emption Group's Statement of Principles. These principles allow the authority for an issue of shares for cash (otherwise than in connection with a pre-emptive offer) to be increased from 5% to 10% of the Company's issued share capital, provided that the Company confirms that it intends to use the additional 5% authority only in connection with an acquisition or specified investments. The Board intends to adhere to the Pre-emption Group's Statement of Principles, as updated in March 2015, and not to allot shares for cash on a non-pre-emptive basis pursuant to the authority in Resolution 13:

- (a) in excess of an amount equal to 5% of the Company's issued Ordinary Shares; or
- (b) in excess of an amount equal to 7.5% of the Company's issued Ordinary Shares within a rolling three-year period, without prior consultation with shareholders;

in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

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.

Resolution 14 – 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 31,734,460 of its Ordinary Shares, representing just under 10% of the Company's issued Ordinary Share capital as at 9 April 2017 (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 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 9 April 2017, (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 1,759,780. This represented 0.55% of the Company's issued Ordinary Shares on that date. If this authority to purchase shares was exercised in full these options would represent 0.62% of the issued Ordinary Shares as at 9 April 2017 (the latest practicable date prior to the publication of this notice). The Company does not have any outstanding share warrants.

Resolutions 13 and 14 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 (the "AGM") of Playtech plc (the "Company") will be held at The Sefton Hotel, Harris Promenade, Douglas, Isle of Man, IM1 2RW on 17 May 2017 at 10.00 a.m. 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 2016.
- 2a. To approve the existing directors' remuneration policy for a further period of three years in the form set out in the Company's annual report and accounts for the financial year ended 31 December 2016.
- 2b. To approve the directors' remuneration report, excluding the directors' remuneration policy, in the form set out on pages 70 to 85 of the Company's annual report and accounts for the financial year ended 31 December 2016.
3. To re-appoint BDO LLP as auditors of the Company 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 the auditor's remuneration.
4. To approve the payment of a final dividend for the year ended 31 December 2016 of 21.7 € 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 5 May 2017.
5. To re-elect Paul Hewitt as a director of the Company.
6. To re-elect John Jackson as a director of the Company.
7. To re-elect Claire Milne as a director of the Company.
8. To re-elect Andrew Thomas as a director of the Company.
9. To re-elect Alan Jackson as a director of the Company.
10. To re-elect Andrew Smith as a director of the Company.
11. 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 12 will be proposed as an ordinary resolution and the remaining resolutions will be proposed as special resolutions:

12. 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 105,781,534 Ordinary Shares; and
 - (b) up to a further amount of 105,781,534 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.

13. THAT, subject to and conditional on the passing of resolution number 12, 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 12 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 12); and
 - (b) (otherwise than pursuant to paragraph 13(a) above), up to an aggregate number of 31,734,460.

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.

Notice of Annual General Meeting continued

14. 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 31,734,460;
- (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% 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

10 April 2017

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 15 May 2017 (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 AGM, 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 15 May 2017 (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 AGM.
2. Information regarding the AGM, including a copy of the annual report and accounts for the financial year ended 31 December 2016 posted with this notice, is available from the Company's website at 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 AGM and you should have received a proxy form with this notice of AGM. 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 15 May 2017 (or, if the AGM is adjourned, not later than 48 hours before the time fixed for the adjourned AGM) in order to be entitled to attend and vote at the AGM. 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 AGM. 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 (Jersey) 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 15 May 2017 (or, if the AGM is adjourned, not later than 48 hours before the time fixed for the adjourned AGM). Completion and return of a form of proxy does not preclude a member from attending and voting at the AGM 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. 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 AGM 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 contain the information required for such instructions, as described in the CREST Manual (available via 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 AGM. 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 AGM to be valid.

Notes to the Notice of Annual General Meeting continued

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 p.m. on 9 April 2017, the Company's issued share capital comprised 317,344,603 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 p.m. on 9 April 2017 is 317,344,603. 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 AGM the results of voting at the AGM 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 10 April 2017 until the time of the AGM and at the AGM venue itself for at least 15 minutes prior to the AGM until the end of the AGM:
 - (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 AGM should use the following means of communication (no other methods of communication will be accepted) calling our shareholder helpline on +44 (0)370 707 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.

