

Playtech plc
Notice of Annual General Meeting 2021



To be held at 10.00 a.m. on 26 May 2021 at Midcity Place, 71 High Holborn, London WC1V 6EA.

Whether or not you propose to attend the 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 24 May 2021.

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

- 1** Letter from the Chairman
- 2** Appendix 1 – Biographies of Directors seeking re-election
- 3** Appendix 2 – Explanatory notes
- 5** Notice of Annual General Meeting

Timetable of events

Final date for receipt of proxies by the registrars	24 May 2021 at 10.00 a.m.
Time and date of the Annual General Meeting	26 May 2021 at 10.00 a.m.

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

29 April 2021

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 2021 (the AGM).

As a result of the current COVID-19 pandemic and the legislative measures and associated guidance introduced by the UK Government in response, for the safety of our shareholders, our employees, our advisers and the general public, the AGM will be held as a closed meeting. Attendance by shareholders at the AGM in person will not be possible and shareholders or their appointed proxies (other than the Chair of the AGM) will not be permitted entry to the AGM. We will continue to monitor the rapidly developing impact of COVID-19, including latest government guidance, and how this may affect the arrangements for the AGM. Should circumstances change before the time of the AGM and we consider that it has become possible to enable shareholders to attend within the safety constraints and in accordance with government guidance at that time, we will inform shareholders as early as is possible before the day of the AGM via our website www.playtech.com and/or RNS. Under our Articles of Association, we have arranged for the necessary quorum to be present and can confirm that we will be in full compliance with Covid-19 restrictions.

We fully understand that this is not an ideal arrangement and we want to assure shareholders that their views and questions are important to us and, therefore, we are asking shareholders to submit their questions in writing in advance of the AGM and we will deal with all queries raised. Written questions should be submitted to our Company Secretary, Brian Moore, at brian.moore@playtech.com and/or our Director of Investor Relations, Chris McGinnis, at Chris.McGinnis@playtech.com.

The formal notice of the AGM is set out on pages 5 and 6 of this document.

If you would like to vote on the resolutions, please fill in the enclosed Form of Proxy appointing the Chairman of the Meeting as your proxy with your voting instructions 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 24 May 2021 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; and
- a reply-paid envelope for use in connection with the return of the form of proxy (in the UK only).

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 by no later than 10.00 a.m. on 24 May 2021.

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 426,925 Ordinary Shares representing approximately 0.14% of the existing issued Ordinary Shares (excluding 2,937,550 shares held as treasury shares).

Chairman

As announced 3 March 2021, I will be stepping down as Interim Chairman on 1 June 2021 and Brian Mattingley will be joining the Board as Non-Executive Chairman with effect from 1 June 2021. In selecting the new Chair, we wanted to appoint an individual with significant online gambling experience and a track record of delivering high levels of corporate governance and stakeholder engagement in a highly regulated and fast-growing industry. Over the course of the last 30 years, Brian has delivered strongly in these areas and has been at the forefront of the development of our industry. We are delighted that someone of Brian's calibre is joining the Board and look forward to benefitting from his experience to support our continued progress and growth.

Yours sincerely



Claire Milne
Interim Chairman

Appendix 1

Biographies of Directors seeking re-election

Claire Milne, Interim Chairman & 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 and 2012. She is currently a Partner and Team Leader within the Intellectual Property and Science & Technology team for Appleby in the Isle of Man.

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 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

Andrew was appointed as Playtech's Chief Financial Officer on 10 January 2017.

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.

John Jackson, Senior 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, Group Retail and Leisure Director of Virgin Group Limited from 1998 to 2007 and Managing Director of Body Shop International from 1988 to 1994.

Ian Penrose, Non-executive Director

Prior to his appointment, Ian was CEO of Sportech plc from 2005 to 2017 and served as CEO of Arena Leisure plc from 2001 to 2005. Ian is currently Non-executive Chairman of the National Football Museum, Non-executive Chairman of DataPOWA, and a Non-executive Director of both Weatherbys Limited and its technology partnership with the British Horseracing Authority, Racing Digital Ltd.

Anna Massion, Non-executive Director

Anna worked in Investment Banking and Asset Management for over 15 years and is widely respected as a global gambling industry expert. During her time at PAR Capital Management, Anna was responsible for idea generation and portfolio maintenance. Prior to joining PAR, Anna held positions at leading financial institutions including JP Morgan, Marathon Asset Management and Hedgeye Risk Management. Anna is currently a Director of AGS, LLC.

John Krumins, Non-executive Director

John's significant non-executive experience includes his current role, and previously at Hogg Robinson Group plc and across a series of private companies in the IT, technology, med-tech and related service sectors. In addition, John is a Trustee and Finance Committee Chairman of the Royal Institution of Great Britain and a Trustee at Big Education Trust. Prior to this John spent over 20 years in investment banking as a Managing Director at Morgan Stanley and subsequently at both Deutsche Bank and Societe Generale.

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 2020 (the "Annual Report").

Resolution 2 – Directors' Remuneration Policy

Following the voting outcome on the Directors' Remuneration Report at the Annual General Meeting held in May 2020, the Remuneration Committee reflected on how best to proceed in order to enhance how we operate our remuneration policy to ensure that this aligns much more closely to the expectations of our shareholders. The Directors' Remuneration Policy has been subject to a detailed review in 2020. The Remuneration Committee has considered the strategic objectives of the business, shareholder feedback on the current policy, developments in corporate governance and market best practice. As a result, the Remuneration Committee has developed a revised remuneration policy, which will apply for three years from the date of the 2021 Annual General Meeting, subject to shareholder approval. Full details of the revised remuneration policy are set out on pages 103 to 108 of the Annual Report for the year ended 31 December 2020.

Consistent with the UK Companies Act, this resolution is being treated as binding and, if approved, payments to Directors will only be permissible if they are in line with the framework of the Policy. Any payment to a Director which is outside of the framework of the Policy will be presented to shareholders for approval by a way of separate resolution.

Resolution 3 – 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 listed main market 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 100 to 119 in the Annual Report is in three sections and contains:

- (i) a statement by Ian Penrose, Chair of the Company's Remuneration Committee;
- (ii) The Company's revised Remuneration Policy for consideration and approval by shareholders (the Policy); and
- (iii) the annual report on remuneration that reports on the implementation of the Policy for the year to 31 December 2020.

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

Resolution 4 – Appointment of auditor and auditor's remuneration

Resolution 4 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.

Resolutions 5 to 11 – Re-election of Directors

Although the articles of association of the Company (the "Articles") do not require all the 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 UK Corporate Governance Code, all of the 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 of the Directors can be found in Appendix 1 and further details of their skills and experience, and representation on the Board committees can be found on pages 86 and 87 of the Annual Report.

Resolution 12 – Power of Directors to allot shares etc

The Articles provide that the Directors may only allot Ordinary Shares or grant rights to subscribe for or convert securities into Ordinary Shares if authorised to do so by the holders of Ordinary Shares. At the last annual general meeting of the Company held on 20 May 2020, the Directors were given authority to allot Ordinary Shares and grant rights to subscribe for or convert securities into Ordinary Shares. The authority granted at the last annual general meeting is due to expire at the conclusion of this year's meeting.

The Investment Association ('IA') guidelines on authority to allot shares state that IA 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, IA members will treat as routine a request for authority to allot shares representing approximately an additional one-third 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 102,118,898 Ordinary Shares in the Company or grant rights to subscribe for, or convert any security into, such number of Ordinary Shares in the Company, representing approximately one-third of the Company's issued ordinary share capital (excluding 2,937,550 shares held as treasury shares) as calculated as at 26 April 2021 (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 102,118,898 Ordinary Shares or grant rights to subscribe for, or convert any security into, such number of Ordinary Shares in the Company representing approximately one-third of the Company's issued Ordinary Shares (excluding 2,937,550 shares held as treasury shares) as calculated as at 26 April 2021 (being the latest practicable date prior to publication of this notice), but 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 the resolution to be passed.

Resolution 13 and 14 – Disapplication of pre-emption rights

Under article 6 of the Articles, if the Directors wish to exercise the authority under Resolution 12 to offer Ordinary Shares or grant rights to subscribe for, or convert any security into Ordinary Shares or to sell any Ordinary Shares which the Company may purchase and elect to hold as treasury shares for cash (other than pursuant to a share scheme of the Company), they must first be offered to existing shareholders pro-rata to their holdings. There may be occasions, however, when it is in the Company's interests for the Directors to have the flexibility to finance business opportunities by allotting new Ordinary Shares (or granting rights to subscribe for, or convert securities into, Ordinary Shares) for cash or selling treasury 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 (or to grant rights to subscribe for, or convert securities into, Ordinary Shares) for cash or to sell treasury shares for cash without such securities first being required to be offered to existing shareholders.

Appendix 2 continued

Explanatory notes continued

Resolution 13 and 14 – Disapplication of pre-emption rights continued
Resolution 13 would, if passed, allow the Directors to allot new Ordinary Shares (or to grant rights to subscribe for, or convert securities into, Ordinary Shares) for cash or to sell treasury shares (to the extent relevant) for cash:

- (a) in favour of existing shareholders in proportion to their shareholdings (subject to certain exclusions) in order to allow the Directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders; or
- (b) otherwise up to 15,317,834 Ordinary Shares, which is equivalent to approximately 5% of the issued ordinary share capital of the Company (excluding 2,937,550 shares held as treasury shares) on 26 April 2021 (being the latest practicable date prior to the publication of this notice).

Resolution 14 is in addition to Resolution 13 and is limited to the allotment of new Ordinary Shares (or the grant of rights to subscribe for, or convert securities into, Ordinary Shares) for cash or to sell treasury shares (to the extent relevant) for cash up to a total of 15,317,834 Ordinary Shares, which represents a further 5% (approximately) of the issued ordinary share capital of the Company (excluding 2,937,550 shares held as treasury shares) on 26 April 2021 (being the latest practicable date prior to the publication of this notice). This further authority may only be used for an allotment of new Ordinary Shares (or the grant of rights to subscribe for, or convert securities into, Ordinary Shares) for cash or to sell treasury shares for cash for the purposes of financing (or refinancing, if this authority is used within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Pre-Emption Group's 2015 Statement of Principles for the dis-application of pre-emption rights.

The authority sought and the limits set by Resolutions 13 and 14 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 to exercise the authorities conferred by these resolutions. However, it is considered prudent to maintain the flexibility that these authorities provide. The Directors intend to renew these authorities annually.

Resolution 15 – 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 30,635,669 of its Ordinary Shares, representing just under 10% of the Company's issued ordinary share capital (excluding 2,937,550 shares held as treasury shares) on 26 April 2021 (being the latest 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 granted by this resolution where they consider that such purchases will be in the best interests of shareholders generally.

On 26 April 2021 (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 16,416,461. This represented 5.35% of the Company's issued ordinary share capital on that date. If this authority to purchase shares was exercised in full these options would represent 5.95% of the issued ordinary share capital as at 26 April 2021 (the latest practicable date prior to the publication of this notice). The Company does not have any outstanding share warrants.

Resolutions 13, 14 and 15 will be proposed as special resolutions and require that 75% or more of the votes cast at the AGM be in favour of the 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 Midcity Place, 71 High Holborn, London WC1V 6EA on 26 May 2021 at 10.00 a.m. for the following purposes:

Ordinary resolutions

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 2020.
2. To approve a revised remuneration policy, in the form set out on pages 103 to 108 of the Company's annual report and accounts for the financial year ended 31 December 2020.
3. To approve the Directors' remuneration report, excluding the Directors' remuneration policy, in the form set out on pages 100 to 119 of the Company's annual report and accounts for the financial year ended 31 December 2020.
4. 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.
5. To re-elect Claire Milne as a Director of the Company.
6. To re-elect John Jackson as a Director of the Company.
7. To re-elect Ian Penrose as a Director of the Company.
8. To re-elect Anna Massion as a Director of the Company.
9. To re-elect John Krumins 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.
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 Ordinary Shares in the Company up to an aggregate number of 102,118,898 Ordinary Shares; and
 - (b) in connection with a rights issue, Ordinary Shares and to grant rights to subscribe for or to convert any security into Ordinary Shares, up to an aggregate number of 102,118,898 Ordinary Shares,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 Ordinary Shares to be granted after such expiry and the Directors may allot Ordinary Shares or grant rights to subscribe for or convert any security into Ordinary Shares 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

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

13. THAT, subject to and conditional on the passing of resolution number 12, the Directors of the Company be authorised to allot equity securities (as defined in the Articles) for cash pursuant to the authority conferred by resolution number 12 and/or sell Ordinary Shares held by the Company as treasury shares for cash, in each case free from the restriction in article 6.1 provided that such authority is limited to:
 - (a) the allotment of equity securities in connection with a rights issue (as defined in resolution number 12) or any other pre-emptive offer; and
 - (b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate number of 15,317,834 Ordinary Shares,and such authority, unless renewed, shall expire at the end of the next annual general meeting of the Company or, if earlier, 15 months after the date of the passing of this resolution but, in each case, shall extend to the making or entering into, before such expiry, of an offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors of the Company may allot equity securities (and sell treasury shares) pursuant to such offer or agreement as if this authority had not expired.
14. THAT, subject to and conditional on the passing of resolution number 12, the Directors of the Company be authorised in addition to any authority granted under resolution number 13 to allot equity securities for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash, in each case free from the restriction in article 6.1 provided that such authority is:
 - (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate number of 15,317,834 Ordinary Shares; and
 - (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the 2015 Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group,

and such authority, unless renewed, shall expire at the end of the next annual general meeting of the Company or, if earlier, 15 months after the date of the passing of this resolution but, in each case, shall extend to the making or entering into, before such expiry, of an offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors of the Company may allot equity securities (and sell treasury shares) pursuant to such offer or agreement as if this authority had not expired.

Notice of Annual General Meeting continued

15. 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 30,635,669;
 - (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) at the end of the next annual general meeting of the Company or, if earlier, 15 months after the date of the passing of this resolution, 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



Company Secretary
Ground Floor
St George's Court
Upper Church Street
Douglas
Isle of Man

29 April 2021

Registered in Isle of Man number 008505V

Notes to the Notice of General Meeting

1. Pursuant to Regulation 22 of the Uncertificated Securities Regulation 2006 (Isle of Man), only those holders of Ordinary Shares registered in the register of members of the Company as at 6.00 p.m. on 24 May 2021 (or 6.00 p.m. on the day that is two days before any adjourned meeting) shall be entitled to attend 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 24 May 2021 (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 2020 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. 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 24 May 2021 (or, if the AGM is adjourned, not later than 48 hours before the time fixed for the adjourned AGM).
 5. 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.
 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, 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 be 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.
 10. 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 Securities Regulations 2006 (Isle of Man).
 11. A corporation which is a member may by resolution of its Directors or other governing body authorise one or more persons 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.
 12. 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.
 13. As at 6.00 p.m. on 26 April 2021, the Company's issued share capital comprised 306,356,693 Ordinary Shares (excluding treasury 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 6.00 p.m. on 26 April 2021 is 306,356,693. The website referred to in note 2 will include information on the number of shares and voting rights.
 14. 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.
 15. 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 29 April 2021 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;
 - (b) Copies of the letters of appointment of the Non-executive Directors of the Company; and
 - (c) Copies of the articles of association of the Company.

Notes to the Notice of General Meeting continued

16. 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 purpose other than those expressly stated.

