

Playtech plc
Notice of Annual General Meeting 2024



To be held at 10.00 a.m. on 22 May 2024 at the offices of Bryan Cave Leighton Paisner LLP, Governors House, 5 Laurence Pountney Hill, London EC4R 0BR.

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 20 May 2024.

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

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Timetable of events

Final time and date for receipt of proxies by the registrars	20 May 2024 at 10.00 a.m.
Time and date of the Annual General Meeting	22 May 2024 at 10.00 a.m.

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

25 April 2024

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 2024 (the "**AGM**" or "**Meeting**"), which will be held at the offices of Bryan Cave Leighton Paisner LLP, Governors House, 5 Laurence Pountney Hill, London EC4R 0BR, on 22 May 2024 at 10.00 a.m.

The formal notice of the AGM (the "**Notice of Annual General Meeting**") is set out on pages 7 and 8 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, Computershare, as soon as possible. Alternatively, you can register your proxy electronically by logging on to www.investorcentre.co.uk/eproxy or, if you are a member of CREST, via Computershare Investor Services (ID3RA50). You will need to enter the Control Number, Shareholder Reference Number and Personal Identification Number as shown on your proxy form. The registrars must receive your proxy appointment by 10.00 a.m. on 20 May 2024 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 casting your proxy either online or via CREST, if you are a CREST member, 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 (Jersey) Limited, c/o, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by no later than 10.00 a.m. on 20 May 2024.

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 433,475 ordinary shares representing approximately 0.14% of the existing issued ordinary shares.

Yours sincerely,



Brian Mattingley
Chairman

Appendix 1

Biographies of Directors seeking re-election

Brian Mattingley, Non-executive Chairman

Brian was appointed to the Board as Group Chairman in June 2021.

Brian first joined 888 Holdings in 2005 as a Non-executive Director before being appointed CEO in March 2012 and was Non-executive Chairman in March 2016 until he stepped down in 2021. Prior to 888, Brian was CEO of the Gala Group of companies, eventually becoming CEO of Gala Regional Developments, a joint venture enterprise between Gala and Caesars of the US. Brian also held senior management positions in Kingfisher plc and Dee Corporation plc.

Mor Weizer, Chief Executive Officer

Mor was appointed as Playtech's Chief Executive Officer in May 2007.

Prior to being appointed CEO, 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.

Chris McGinnis, Chief Financial Officer

Chris was appointed as Playtech's Chief Financial Officer in November 2022.

Chris started his career at Deloitte in Canada, where he qualified as a Chartered Professional Accountant (CPA). He then worked in Equity Research for UBS in Canada and Bank of America Merrill Lynch in the UK. Prior to being appointed CFO in 2022, Chris was Director of Investor Relations. Prior to joining Playtech, Chris was Head of Corporate Strategy at software company Temenos. Chris is also a Chartered Financial Analyst (CFA) charter holder.

Ian Penrose, Senior Independent Non-executive Director

Ian was appointed to the Board in September 2018.

Ian is currently Non-executive Director of ASX-listed data encryption, privacy and evaluation business IXUP Limited, a Non-executive Director of Chicago-based streaming technology business Phenix Real Time Solutions Inc., Vice Chairman of Weatherbys Limited and Non-executive Director of its technology partnership with the British Horseracing Authority, Racing Digital Ltd. 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. Last year, Ian retired as Chairman of the National Football Museum, having been a trustee for over a decade.

Anna Massion, Non-executive Director

Anna was appointed to the Board in April 2019.

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 Non-executive Director of AGS, LLC, Betmakers Technology Group Ltd and Gaming Realms plc.

Linda Marston-Weston, Non-executive Director

Linda was appointed to the Board in October 2021.

Formerly a senior tax partner at EY, Linda was a member of the EY Midlands board and Head of Tax at EY Midlands. Linda is passionate about diversity and inclusion and spent five years as EY's Midlands People Partner, leading the agenda across people matters. She established a cross-business female mentoring network for the Midlands region and set up and continues to lead a female entrepreneurs' network. Until recently, Linda was a Transaction Tax Partner and Head of Tax for the Midlands at Cooper Parry.

Samy Reeb, Non-executive Director

Samy was appointed to the Board in January 2023.

Samy brings extensive experience of working with global businesses, largely across wealth and tax advisory. He began his career in tax advisory at Ernst & Young and tax management at Credit Suisse before focusing on wealth advisory as an Executive Director at Julius Baer and subsequently joining 1291 Group as Managing Partner. Samy is currently Group CEO of PFIS Group. Over the years, Samy developed a leading franchise advising on the financial affairs of many Asia-based ultra-high net worth clients.

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 auditor for the financial year ended 31 December 2023 (the “Annual Report”).

Resolution 2 – Directors’ Remuneration Policy

In line with corporate governance requirements, our Remuneration Policy is reviewed every three years and approved by shareholders. During 2023, the Remuneration Committee undertook a review of the Remuneration Policy to ensure it aligns to Playtech’s purpose and strategic priorities and supports our continued success. The review took into account UK listed market practice and corporate governance developments since the approval of our current Remuneration Policy in 2021.

The findings of the review were that the Remuneration Policy remained fit for purpose and has maintained a strong alignment between pay and performance over recent years. Therefore, the Committee is putting forward a largely unchanged Remuneration Policy for approval by shareholders at the upcoming AGM, save for a change to the normal LTIP grant for the CFO to align with that for the CEO, both of which will remain below the maximum award under the current Remuneration Policy.

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 way of a 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 129 to 145 in the Annual Report is in three sections and contains:

- (i) a statement by Anna Massion, 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 financial year to 31 December 2023.

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

Resolutions 4 and 5 – Appointment of auditor and auditor’s remuneration

Resolution 4 proposes the re-appointment of BDO LLP as the Company’s auditor to hold office until the next annual general meeting of the Company and resolution 5, as is common practice, authorises the Directors to set the auditor’s remuneration.

Resolutions 6 to 12 – Re-election of Directors

Although the articles of association of the Company (the “Articles”) do not require all of 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 108 and 109 of the Annual Report.

Resolution 13 – 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 24 May 2023, the Directors sought authority to allot ordinary shares and grant rights to subscribe for or convert securities into ordinary shares. However, a significant proportion of shareholders did not support the resolution and the resolution was not passed. As stated in the statement published on 24 November 2023, Playtech subsequently consulted and engaged with its shareholders in order to hear their views and better understand their concerns. From the engagement the Company has had with shareholders, the common theme apparent from those that opposed the resolution is an approach to governance which prefers not to grant general or annual authorities in respect of changes in equity capital but instead to review approval when required for specific transactions.

Although the Board acknowledges the views of shareholders, the Board considers it prudent to seek flexibility to allot new shares and grant rights up until the Company’s next annual general meeting, as is customary and within the limits prescribed by the Investment Association (“IA”).

The 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 (excluding shares held in treasury). 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 (excluding shares held in treasury) provided that it is only used to allot shares in connection with a fully pre-emptive offer.

Accordingly, the authority in resolution 13, paragraph (a) will allow your Directors to allot up to 103,098,081 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 shares as calculated as at 24 April 2024 (being the latest practicable date prior to the publication of this Notice of Annual General Meeting). The authority in resolution 13, paragraph (b) will allow your Directors to allot ordinary shares in the Company or grant rights to subscribe for, or convert any security into, ordinary shares in the Company, only in connection with a fully pre-emptive offer, up to an aggregate number of 206,196,162 ordinary shares, representing approximately two-thirds of the Company’s issued ordinary shares, as reduced by the aggregate number of ordinary shares allotted or rights granted under resolution 13, paragraph (a) and calculated as at 24 April 2024 (being the latest practicable date prior to the publication of this Notice of Annual General Meeting).

The power conferred by this resolution will expire at the conclusion of the next annual general meeting of the Company or, if sooner, at the close of business on the date which is 15 months after the date of the passing of the resolution (unless previously renewed, varied or revoked by the Company).

The Directors have no present intention of exercising this authority. However, it is considered prudent to maintain the flexibility that this authority provides to enable the Directors to respond to any appropriate opportunities that may arise. The Directors intend to renew this authority annually. The Company did not hold any shares in treasury as at 24 April 2024 (being the latest practicable date prior to the publication of this Notice of Annual General Meeting).

Appendix 2 continued

Explanatory notes continued

Resolution 14 – Adoption of the new Playtech plc Restricted Share Plan 2024

This resolution seeks to approve the introduction of the new Playtech plc Restricted Share Plan 2024 (the “RSP”). Since the last AGM, the Remuneration Committee has undertaken a review of long-term incentive plan participation for Playtech employees. The review identified that it would be beneficial to replace the existing LTIP scheme with the proposed RSP for a significant majority of below-Board participants who do not have direct influence and control over performance conditions in the current LTIP and who would therefore favour a simpler structure. The existing LTIP scheme remains in place for the Executive Directors (who under the current Remuneration Policy are only permitted to participate in the RSP at the Board’s discretion) and certain senior below-Board level employees to maintain a performance-based culture, with a clear link between the delivery of shareholder value and employee incentives. The principal terms of the RSP are summarised in Appendix 3 to this Notice of Annual General Meeting.

The Playtech plc Restricted Share Plan 2024 Rules will be available for inspection at the AGM venue itself for at least 15 minutes prior to the AGM until the end of the AGM and on the national storage mechanism (accessible at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>) from 25 April 2024.

Resolutions 1 to 14 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 15 – Disapplication of pre-emption rights

Under article 6 of the Articles, if the Directors wish to exercise the authority under resolution 13 to offer ordinary shares or grant rights to subscribe for, or to 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.

The purpose of resolution 15 is therefore to authorise the Directors (subject to the passing of resolution 13) to allot ordinary shares or to grant rights to subscribe for, or convert securities into, ordinary shares or to sell treasury shares for cash (other than pursuant to a share scheme of the Company) without having to first offer such shares to existing shareholders in proportion to their existing shareholdings.

The authority under resolution 15 would be limited to:

- (a) allotments or sales by way of a pre-emptive offer only; and
- (b) allotments or sales (otherwise than pursuant to paragraph (a) above) up to an aggregate number of 30,929,424 ordinary shares, which represents approximately 10% of the Company’s issued ordinary shares as at 6.00 p.m. on 24 April 2024 (being the latest practicable date prior to the publication of this Notice of Annual General Meeting).

This disapplication authority is in line with the IA’s most recent Share Capital Management Guidelines published in February 2023 and the Pre-Emption Group’s Statement of Principles as revised in November 2022. Resolution 15 is proposed in accordance with the template resolution published by the Pre-Emption Group in November 2022.

The authority sought and the limits set by resolution 15 will also apply to any sale or transfer of treasury shares. The Directors consider it prudent to have the flexibility to buy back shares into treasury and subsequently to sell or to transfer them, if appropriate. This will enable them to act on short notice in appropriate circumstances if that is in the best interests of the Company. The Company did not hold any shares in treasury as at 24 April 2024 (being the latest practicable date prior to the publication of this Notice of Annual General Meeting).

The Directors have no present intention to exercise the authority conferred by this resolution. However, it is considered prudent to maintain the flexibility that this authority provides. Any allotment or sale under resolution 15 will be in accordance with the shareholder protections contemplated in paragraph 1 of section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Annual General Meeting.

The authority under resolution 15 will expire at the conclusion of the next annual general meeting of the Company or, if sooner, at the close of business on the date which is 15 months after the date of the passing of the resolutions. The Directors intend to renew these authorities annually.

Resolution 16 – 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 30,929,424 of its ordinary shares, representing just under 10% of the Company’s issued ordinary share capital as at 24 April 2024 (being the latest practicable date prior to the publication of this Notice of Annual General Meeting).

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, at the close of business on the date which is 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 24 April 2024 (being the latest practicable date prior to the publication of this Notice of Annual General Meeting), the total number of options to subscribe for ordinary shares in the Company amounted to 9,975,398. This represented 3.22% 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 3.58% of the issued ordinary share capital as at 24 April 2024 (the latest practicable date prior to the publication of this Notice of Annual General Meeting). The Company does not have any outstanding share warrants.

Resolutions 15 and 16 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.

Appendix 3

Summary of the principal terms of the Playtech plc Restricted Share Plan 2024 (the “RSP”)

The RSP

Introduction

The RSP is a discretionary incentive plan allowing for the grant of a variety of awards over shares (or cash) in the Company (“**Awards**”) to be made to employees (“**Participants**”) of the Company or any of its subsidiaries (the “**Group**”).

The Board or a delegated committee of the Board of the Company (“**Board**”) will be responsible for the operation of the RSP.

Awards made under the RSP may take the form of options to acquire shares in the Company, conditional share awards or awards of restricted shares. The RSP also allows for the grant of cash awards.

Awards made under the RSP will not be subject to performance conditions but may be subject to other conditions. Awards may be satisfied by the issue of new shares or by the transfer of shares held in treasury.

Eligibility

Subject to the Remuneration Policy in place from time to time, a Participant must be an employee of the Group at the time an Award is made. Participation in the RSP will be at the discretion of the Board.

Dilution limits

An Award may not be made under the RSP if it would cause the number of shares issued or issuable under any employee share scheme operated by the Company in the preceding ten years to exceed 10% of the Company's issued ordinary share capital at that time.

The above limit excludes any share awards which lapse, as well as any share awards which are satisfied by the transfer of existing shares. However, for as long as is required by guidelines issued by the Investment Association, the transfer of treasury shares will be treated as an issue of new shares.

Grant of Awards

An Award may not be granted when prevented by restrictions on dealings in shares by Directors or employees of the Group imposed by statute, order, regulation, Government directive or the Company's own code on dealings in its securities by Directors and employees.

An Award may not be made more than ten years after the date of shareholder approval of the RSP. Otherwise, an Award may be made at any time.

No payment will be required for the grant of an Award and Awards are not transferable (except on death).

Awards are not pensionable.

Vesting of Awards

Awards will normally vest on the third anniversary of grant, subject to the satisfaction of any applicable conditions.

An Award which is an option will lapse ten years after the date on which it is granted.

Conditions

The vesting of any Award will be subject to the satisfaction of any applicable conditions set by the Board on or before the date that the Award was granted.

Malus

At any time before an Award under the RSP has vested, the Board may cancel or reduce the number of shares subject to the relevant Award (including, for the avoidance of doubt, to nil) or impose additional conditions if any of the following events occur:

- the discovery of a material misstatement resulting in an adjustment in the audited consolidated accounts of the Company or the audited accounts of any member of the Group; and/or
- the assessment of any condition in respect of an Award being based on error, or inaccurate or misleading information; and/or
- the discovery that any information used to determine the number of shares subject to an Award was based on error or inaccurate or misleading information; and/or
- action or conduct of a Participant which, in the reasonable opinion of the Board, amounts to fraud or gross misconduct; and/or
- events or behaviour of a Participant have led to the censure of a member of the Group by a regulatory authority or have had a significant detrimental impact on the reputation of any member of the Group provided that the Board is satisfied that the relevant Participant was responsible for the censure or reputational damage and that the censure or reputational damage is attributable to them; and/or
- a material failure of risk management of the Company, a member of the Group or a business unit of the Group; and/or
- the Company or any member of the Group or business of the Group becomes insolvent or otherwise suffers a corporate failure so that the value of shares is materially reduced provided that the Board determines following an appropriate review of accountability that the Participant should be held responsible (in whole or in part) for that insolvency or corporate failure.

Clawback

Where an Award has vested (or, in the case of an Award which is an option, been exercised), the Board may require the Participant to transfer all or a proportion of the value received on vesting or exercise in substantially the same circumstances as apply to malus (as described above) for a period of three years following the vesting date of an Award. Clawback may be effected, among other means, by requiring the transfer of shares back to the Company or as it directs or by a cash payment.

Holding period

Shares acquired under an Award may be subject to a holding period during which the Participant may not transfer or sell the shares, except to cover any tax arising in relation to the vesting or exercise of the Award.

Appendix 3

Summary of the principal terms of the Playtech plc Restricted Share Plan 2024 (the “RSP”) continued

Leaving employment

If a Participant ceases to be employed within the Group during the vesting period, then their Award will normally lapse.

If the reason for cessation of the Participant's employment is death, the Award will vest immediately.

If the reason for cessation of the Participant's employment is injury or disability, redundancy, retirement, the sale of their employing business or company, or if the Board in its discretion determines in any other particular case, the Award will continue as normal.

Alternatively, the Board may determine that the Award will vest immediately upon the cessation of employment, subject to the Board's assessment of the extent to which any other conditions applicable to the Award shall be deemed to be met at that time.

In either case, normally the vesting of the Award will be time pro-rated (according to the proportion of the vesting period which has then elapsed).

An Award which is an option will ordinarily lapse if it has not been exercised within 6 months of cessation of employment or 12 months on cessation of employment by reason of death or, if later, when it becomes exercisable.

Takeover, reconstruction etc.

In the event of a takeover, reconstruction, amalgamation or winding up of the Company or if the Board determines where the Company is affected by a demerger or similar other event, a proportion of an Award will vest immediately, the extent of vesting being subject to the Board's discretion.

The Award may be exchanged for an award over shares in an acquiring company if an offer to exchange is made and accepted by the Participant or if the Board, with consent of the acquiring company, determines that Awards should automatically be exchanged.

If the Board is aware that an event described above is likely to occur and will result in Awards vesting in circumstances where the Company's entitlement to a corporation tax deduction may be lost, the Board may determine that the time that Awards vest shall be immediately before such event takes place.

Variations of share capital

In the event of a variation of the share capital of the Company, including by way of a capitalisation issue, rights issue, demerger or other distribution, a special dividend or distribution, rights offer or bonus issue or any sub-division, consolidation, or reduction in the Company's share capital, either or both of the number of shares and the description of the shares subject to an Award may be adjusted in such manner as the Board determines.

Rights attaching to shares

An Award will not confer any shareholder rights, such as the right to vote or to receive any dividend, where the record date is prior to the allotment or transfer of shares to the Participant following the vesting of the Award.

A Participant may be entitled to receive a payment in cash or shares on or following vesting (or where there is a holding period, following the end of the holding period) of their Award in respect of dividends on those shares subject to the Award. The payment will be of an amount equal to any dividends paid on the number of shares that have vested pursuant to the Award during the period from the date that the Award was made to the date of vesting.

Amendments

The Board may amend the rules of the RSP at any time. However, the provisions relating to eligibility requirements, individual participation limits, dilution limits, the basis for determining a Participant's entitlement to benefits under the RSP, the adjustments that may be made in the event of a variation of share capital and the amendment provisions themselves may not be made to the advantage of existing or future Participants without the prior approval of shareholders of the Company in general meeting.

There are exceptions for minor amendments to benefit the administration of the RSP or to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for Participants, the Company or another member of the Group. Additionally, no amendment can be made which would adversely affect the rights of existing Participants without their consent.

Cash schedule

The RSP rules include a schedule which allows for the grant of cash awards.

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 offices of Bryan Cave Leighton Paisner LLP, Governors House, 5 Laurence Pountney Hill, London EC4R 0BR on 22 May 2024 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 Auditor's Report thereon for the financial year ended 31 December 2023.
2. To approve a revised Remuneration Policy in the form set out on pages 131 to 135 of the Company's Annual Report and Accounts for the financial year ended 31 December 2023
3. To approve the Directors' Remuneration Report, excluding the Directors' Remuneration Policy, in the form set out on pages 129 to 145 of the Company's Annual Report and Accounts for the financial year ended 31 December 2023.
4. To re-appoint BDO LLP as auditor of the Company to hold office from the conclusion of the Meeting to the conclusion of the next meeting at which accounts are laid before the Company.
5. To authorise the Directors to determine the auditor's remuneration.
6. To re-elect Brian Mattingley 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 Linda Marston-Weston as a Director of the Company.
10. To re-elect Samy Reeb as a Director of the Company.
11. To re-elect Chris McGinnis as a Director of the Company.
12. To re-elect Mor Weizer as a Director of the Company.
13. 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 ordinary shares and to grant rights to subscribe for, or to convert any security into, ordinary shares in the Company:
 - (a) up to an aggregate number of 103,098,081 ordinary shares (representing approximately one-third of the Company's issued ordinary shares); and
 - (b) up to an aggregate number of 206,196,162 ordinary shares (representing approximately two-thirds of the Company's issued ordinary shares) (such amount to be reduced by the aggregate number of any ordinary shares allotted or rights granted under paragraph (a) of this resolution), in connection with a pre-emptive offer,

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, at the close of business on the date which is 15 months after the date of the passing of this resolution (unless previously renewed, varied or revoked by the Company) 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.

For the purposes of this resolution, “**pre-emptive offer**” means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to the power of the Directors to impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

14. To approve the introduction of the new Playtech plc Restricted Share Plan 2024 (the “**RSP**”). A summary of the background to the RSP is set out in the Directors' Remuneration Report in the Annual Report and Accounts. The principal terms of the RSP are summarised in Appendix 3 to this Notice of Annual General Meeting.

Special resolutions

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

15. THAT, subject to and conditional on the passing of resolution 13, the Directors of the Company be authorised to allot equity securities (as defined in the Articles) for cash under the authority conferred by resolution 13 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 of the Articles, provided that such authority is limited to:
 - (a) the allotments made in connection with a pre-emptive offer (as defined in resolution 13); and
 - (b) the allotment of equity securities or sale of treasury shares for cash (otherwise than under paragraph (a) of this resolution) up to an aggregate number of 30,929,424 ordinary shares (representing approximately 10% of the Company's issued ordinary shares),

such authority to expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on the date which is 15 months after the date of the passing of this resolution (unless previously renewed, varied or revoked by the Company) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors of the Company may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

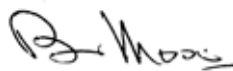
Notice of Annual General Meeting continued

16. 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 on such terms as the Directors think fit, provided that:

- (a) the maximum aggregate number of ordinary shares that may be purchased is 30,929,424 (representing just under 10% of the Company's issued ordinary shares (excluding treasury shares));
- (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 on the trading venue on which the purchase is carried out; 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, at the close of business on the date which is 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



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

25 April 2024

Registered in Isle of Man number 008505V

Notes to the Notice of Annual 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 20 May 2024 (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 20 May 2024 (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 2023 posted with this Notice of Annual General Meeting, is available from the Company's website at www.playtech.com.
3. If you are a member of the Company, 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 Annual General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. The appointment of a proxy will not prevent you from attending, speaking and/or voting in person. In the event that, and to the extent that, you personally vote your shares, your proxy shall not be entitled to vote and any vote cast by a proxy in such circumstances shall be ignored. A proxy need not be a member of the Company.
4. You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares that you hold. When two or more valid but differing appointments of proxy are delivered in respect of the same share for use at the same meeting and in respect of the same matter, the one which is last validly delivered shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which appointment was last validly delivered, none of them shall be treated as valid in respect of that share.
5. A form of proxy is enclosed with this Notice of Annual General Meeting for use in connection with the business to be proposed at the Meeting. To be valid, forms of proxy and any power of attorney or other authority under which they are signed, or a copy of such authority certified notari ally or in some other way approved by the Board, 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 20 May 2024 (or, if the AGM is adjourned, not later than 48 hours (excluding any part of such 48-hour period falling on a non-business day) before the time fixed for the adjourned AGM).
6. 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.
7. 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.
8. 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.
9. 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 & International Limited'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 (excluding any part of such 48-hour period falling on a non-business day) 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.
10. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & International Limited 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.
11. 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).
12. 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 (excluding any part of such 48-hour period falling on a non-business day) before the time appointed for the AGM to be valid.
13. 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.

Notes to the Notice of Annual General Meeting continued

14. As at 6.00 p.m. on 24 April 2024 (being the latest practicable date prior to the publication of this Notice of Annual General Meeting), the Company's issued share capital comprised 309,294,243 ordinary shares and the Company did not hold any shares in treasury. 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 24 April 2024 is 309,294,243. The website referred to in note 2 will include information on the number of shares and voting rights.
15. 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 in note 2 above.
16. 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 25 April 2024 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;
 - (c) copies of the Articles; and
 - (d) the Playtech plc Restricted Share Plan 2024 Rules.
17. Except as provided above, members who have general queries about the AGM should call our shareholder helpline on +44 (0)370 707 4040 (no other methods of communication will be accepted). 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.
18. Any member attending the AGM has the right to ask questions in relation to the business of the Meeting. The Company must cause to be answered any such questions relating to the business being dealt with at the Meeting but no such answer need be given if:
 - (a) the answer has already been given on the Company's website in the form of an answer to a question;
 - (b) to do so would interfere unduly with the preparation for the Meeting;
 - (c) to do so would involve the disclosure of confidential information; or
 - (d) it is not in the interests of the Company or the good order of the Meeting that the question be answered.

Playtech plc
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