



**Form of Proxy for use at the Annual General Meeting to be held on 13 May 2015.
Before completing this form, please read the explanatory notes below.**

IVC CODE:

EVENT CODE:

I/We, being (a) member(s) of 888 Holdings Public Limited Company, holding _____ Ordinary Shares of GBP£0.005 each, hereby appoint the Chairman of the meeting or (see note (b) **(Please leave this box blank if you have selected the Chairman. Do not insert your own name(s)).**

as my/our proxy to attend and vote for me/us on my/our behalf at the ANNUAL GENERAL MEETING of 888 Holdings Public Limited Company to be held at Suite 601/701, Europort, Europort Road, Gibraltar on Wednesday 13 May 2015 at 9.00am and at any adjournment thereof as shown below (see note (c)).

Signature (see notes (d) and (e))

Date

Resolutions		For	Against	Vote Withheld
1	To receive the Annual Report & Accounts 2014			
2	To approve the Remuneration Report (other than that part containing the Remuneration Policy referred to in Resolution 3)			
3	To receive and adopt the revised Remuneration Policy			
4	To elect Brian Mattingley as a Director			
5	To elect Aviad Kobrine as a Director			
6	To elect Ron McMillan as a Director			
7	To elect Amos Pickel as a Director			
8	To elect Ron McMillan as a Director, provided that resolution 6 is passed - separate approval by independent shareholders			
9	To elect Amos Pickel as a Director, provided that resolution 7 is passed - separate approval by independent shareholders			
10	To appoint EY as the Company's Auditors			
11	To authorise the Directors to agree the remuneration of the Auditors			
12	To declare a final dividend of 4.5 cents per ordinary share payable on 15 May 2015 to those shareholders on the register of members of the Company on 17 April 2015			
13	To declare an additional one-off dividend of 7.0 cents per ordinary share payable on 15 May 2015 to those shareholders on the register of members of the Company on 17 April 2015			
14	To renew the Directors' authority to allot equity securities for cash without first offering them to shareholders, as set out in the Notice of Meeting			
15	To renew the Directors' authority to issue shares, as set out in the Notice of Meeting			

Notes:

- (a) To be valid this Form of Proxy, together with any power of attorney or other authority under which it is signed, or a notarially certified copy of such power or authority, must be deposited at Capita Registrars, PXS 1, 34 Beckenham Road, Beckenham, BR3 4ZF, in person or by post no later than 9.00am on 11 May 2015.
- (b) If you wish to appoint some person other than the Chairman to act as proxy please insert his/her name in the box provided and strike out the words "the Chairman of the meeting". A proxy need not be a member of the Company. You may appoint more than one person to be your proxy; if more than one proxy attends the meeting, the Company will recognise the vote of the person first mentioned on the Form of Proxy to the exclusion of the vote of your other proxy or proxies.
- (c) Please indicate with an "X" how you wish your votes cast. In the absence of any specific direction, and on any other resolution or motion put to the meeting, the proxy will, on a poll, vote or abstain or withhold your vote as the proxy thinks fit. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution.
- (d) In the case of a corporation, this Form of Proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised whose capacity should be stated.
- (e) In the case of joint holders, this Form of Proxy may be signed by any one of such holders, but the vote of the senior who tenders a vote shall be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose seniority shall be determined by the order in which the names appear in the register of members.
- (f) Resolutions 14 and 15 will be proposed as special resolutions.
- (g) Return of this Form of Proxy will not prevent a registered member from attending the meeting and voting in person.
- (h) You may instruct how you want your votes cast electronically by logging on to <https://www.capitashareportal.com> and following the instructions given on the website. You will need to register first before using this internet voting facility and will be asked to agree to certain terms and conditions.

Capita Registrars

PXS 1
34 Beckenham Road
Beckenham
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