



FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD  
ON 20 MAY 2020. BEFORE COMPLETING THIS FORM, PLEASE READ THE  
EXPLANATORY NOTES BELOW.

To be held at the office of Virtual Marketing Services (UK) Limited at 3rd Floor Clearwater House, 4-7 Manchester St, London W1U 3AE, with satellite locations linked by videoconference to the principal meeting location at the offices of 888 Holdings plc at Suite 601/701, Europort, Europort Road, Gibraltar, and of Random Logic Ltd. at 85A Medinat Hayehudim St, Herzliya, Israel, on Wednesday 20 May 2020 at 9.00am BST (10.00am CEST, 11.00am IST).

Signature of person attending

Bar Code

## NOTICE OF AVAILABILITY

I/We, being (a) member(s) of 888 Holdings Public Limited Company hereby appoint the Chairman of the meeting or the following person (see note (b)) (Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).)

with respect to the following number of my/our Ordinary Shares of GBP0.005 each in 888 Holdings Public Limited Company (see note (b))

Bar Code:

of 888 Holdings Public Limited Company to be held at the office of Virtual Marketing Services (UK) Limited at 3rd Floor Clearwater House, 4-7 Manchester St, London WIU 3AE, with satellite locations linked by videoconference to the principal meeting location at the offices of 888 Holdings plc at Suite 601/701, Europa, Europa Road, Gibraltar, and of Random Logic Ltd at 85A Medinat Hayehudim St, Herzliya, Israel, on Wednesday 20 May 2020 at 9:00am BST (10:00am CEST, 11:00am IST) and at any adjournment thereof. I/we would like my/our proxy to vote on the resolutions proposed at the meeting as shown below (see note (c)). Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting. On any other business arising at the meeting (including any motion to amend a resolution or to adjourn the meeting) my/our proxy will act at his or her discretion.

## RESOLUTIONS

1	To receive the Annual Report & Accounts 2019
2	To approve the Directors' Remuneration Report (other than that part containing the Remuneration Policy)
3	To re-elect Brian Mattingley as a Director
4	To re-elect Itai Pazner as a Director
5	To re-elect Aviad Kobrine as a Director
6	To elect Mark Summerfield as a Director
7	To re-elect Zvika Zivlin as a Director
8	To re-elect Anne de Kerckhove as a Director
9	To re-appoint Ernst and Young LLP and EY Limited, Gibraltar, as the Company's Auditors
10	To authorise the Audit Committee to determine the Auditors' remuneration



## RESOLUTIONS

11	To declare a final dividend of 3.0 cents per ordinary share payable on 22 May 2020 to those shareholders on the register of members of the Company at close of business on 24 April 2020
12	To renew the Directors' authority to issue shares, as set out in the Notice of Meeting
13	To authorise the Directors to make market purchases of the Company's ordinary shares, as set out in the Notice of Meeting
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 allot equity securities for cash in connection with an eligible acquisition or specified capital investment without first offering them to shareholders, as set out in the Notice of Meeting
16	To amend the Company's Memorandum & Articles of Association in order to allow general meetings to be held electronically or as hybrid electronic / physical meetings, as set out in the Notice of Meeting

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

Date

Signature (see notes (a) and (c)) Date   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 Link Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, in person or by post no later than 9.00am CEST (8.00am BST) on 18 May 2020.

(b) You have the right to appoint some other person(s) of your choice to exercise all or any of your rights to attend, speak and vote on your behalf at the meeting. 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 proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to a different share or shares held by you. To do this, you must complete a separate Form of Proxy for each proxy or, if appointing multiple proxies electronically, follow the instructions given on the relevant electronic facility (details are set out in the notice of meeting). You can copy your original Form of Proxy, or additional Forms of Proxy can be obtained from Link Asset Services by telephone: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. All forms must be signed and should be returned together in the same envelope. If you appoint more than one proxy, or if you otherwise wish to appoint your proxy in relation to less than your full voting entitlement, you should indicate in the box on the relevant Forms of Proxy the number of shares for which each proxy is authorised to act on your behalf; where the box is left blank, the appointment will be deemed to be in respect of the full voting entitlement. When two or more valid proxy appointments are delivered or received in respect of the same share, the one which was last delivered or received (regardless of its date or signature) shall be treated as replacing and revoking the others as regards that share; if the Company is unable to determine which was last received, none of them shall be treated as valid in respect of that share. For details of how to terminate a proxy appointment, see note (g).

(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 the proportion 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 13 to 16 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. You must inform the company's registrars in writing of any termination of the authority of a proxy.

(h) You may appoint a proxy and instruct how you want your votes cast electronically by logging on to <https://www.signalshares.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. Electronic proxies must be completed and lodged in accordance with the instructions on the website by no later than 9.00am CEST (8.00am BST) on 18 May 2020.

**LINK ASSET SERVICES**

PXS  
34 Beckenham Road  
Beckenham  
BR3 4TU

Business Reply Plus  
Licence Number  
RLUB-TBUX-EGUC



**PXS 1**  
**34 Beckenham Road**  
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