



FORM OF DIRECTION FOR USE BY HOLDERS OF DEPOSITORY INTERESTS AND EMPLOYEE SHAREHOLDERS OR HOLDERS WITHIN THE 888 NOMINEE FACILITIES IN RELATION TO THE ANNUAL GENERAL MEETING TO BE HELD ON 20 MAY 2020.

BEFORE COMPLETING THIS FORM, PLEASE READ THE EXPLANATORY NOTES BELOW.

XXXXXX(Main /Joint Name Line 1) XXX40
XXXXXX(Main /Joint Name Line 2) XXX41
XXXXXX(Main /Joint Name Line 3) XXX42
XXXXXX(Main /Joint Name Line 4) XXX43
XXXXXX(Main /Joint Name Line 5) XXX44
XXXXXX(Main /Joint Name Line 6) XXX45
XXXXXX(Label Name/Address LINE 1)XXX04
XXXXXX(Label Name/Address LINE 1)XXX05
XXXXXX(Label Name/Address LINE 1)XXX06
XXXXXX(Label Name/Address LINE 1)XXX07
XXXXXX(Label Name/Address LINE 1)XXX08
XXXXXX(Label Name/Address LINE 1)XXX09
XXXXXX(Label Name/Address LINE 1)XXX10
XXXXXX(Label Name/Address LINE 1)XXX11
XXXXXX(Label Name/Address LINE 1)XXX12
XXXXXX(Label Name/Address LINE 1)XXX13

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:

VC-CODE-01 (BARCODE)

NOTICE OF AVAILABILITY

XXXXXX(Main/Joint Name Line 1) XXX40
XXXXXX(Main/Joint Name Line 2) XXX41
XXXXXX(Main/Joint Name Line 3) XXX42
XXXXXX(Main/Joint Name Line 4) XXX43
XXXXXX(Main/Joint Name Line 5) XXX44
XXXXXX(Main/Joint Name Line 6) XXX45

Bar Code:

JVC-CODE-01 (BARCODE)

Event Code:

EVENT-CODE

I/We, being (a) holder(s) of Depository Interests or interests in securities of 888 Holdings Public Limited Company via the 888 Nominee Schemes hereby direct Link Market Services Trustees Limited (see note (b)) to vote in proportion to my/our Holding at the ANNUAL GENERAL MEETING of 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) and at any adjournment thereof as shown below (see notes (b), (c) and (j)).

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 Zviha 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

FOR
AGAINST
VOTE
WITHHELD

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

FOR
AGAINST
VOTE
WITHHELD

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

Date

NOTES

- (a) To be valid this Form of Direction, 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 15 May 2020.
- (b) Neither Link Market Services Trustees Limited nor its appointed custodian will exercise voting rights in the absence of express instructions from the registered Depository Interest holder or registered participant within the 888 Nominee schemes.
- (c) Please indicate with an "X" how you wish Link Market Services Trustees Limited to vote the Shares underlying your Depository Interest or Nominee holding. 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 Direction 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 Direction 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 Depository Interest or Nominee register.
- (f) This form is issued only to the addressee(s) and is specific to the class of security and the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; (ii) classes of security; or (iii) uniquely designated accounts. The Company and Link Market Services Trustees Limited accept no liability for any instruction that does not comply with these conditions.
- (g) Resolutions 13 to 16 will be proposed as special resolutions.
- (h) If you would like to attend the AGM, please contact Link Market Services Trustees Limited, The Registry, 34 Beckenham Road Beckenham, Kent BR3 4TU or by email to Nominee.Enquiries@linkgroup.co.uk, to request a Letter of Representation, by no later than 9.00am CEST (8.00am BST) on 15 May 2020. Note that strict access restrictions may apply to the principal or satellite Meeting locations in order to ensure the security, health and safety of all attendees. In the UK, the Stay at Home Measures presently prohibit attendance by shareholders at the principal Meeting location in London; if such restrictions remain in force on the Meeting date, anyone seeking to attend that location will be refused entry.
- Shareholders are furthermore strongly discouraged from attending satellite Meetings in Gibraltar or Herzliya where similar lock-down measures currently apply, and should take note of legal restrictions applicable in each location.
- (i) Depository interests held in uncertificated form (i.e. in CREST), representing shares on a one for one basis in the Company, may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual. To vote or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by Link Market Services Trustees Limited (ID number: RA10) by 9.00am CEST (8.00am BST) on 15 May 2020. 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 Link Market Services Trustees Limited is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We may treat a proxy appointment sent by CREST as invalid in the circumstances set out in Regulation 35(5)(a) of the UK Uncertificated Securities Regulations 2001.
- (j) Link Market Services Trustees Limited will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
- (k) 888 Nominee Scheme participants may cast their votes electronically by logging on to <https://www.signalshares.com> and following the instructions given on the website. Such participants will need to register first before using this internet voting facility and will be asked to agree to certain terms and conditions.

LINK ASSET SERVICES

PXS
34 Beckenham Road
Beckenham
BR3 4TU

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



PXS 1
34 Beckenham Road
BECKENHAM
BR3 4ZF