



**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON 20 MAY 2021. BEFORE COMPLETING THIS FORM, PLEASE READ THE EXPLANATORY NOTES BELOW.**

**NOTICE OF AVAILABILITY**

XXXXX(Main /Joint Name Line 1) XXX40  
XXXXX(Main /Joint Name Line 2) XXX41  
XXXXX(Main /Joint Name Line 3) XXX42  
XXXXX(Main /Joint Name Line 4) XXX43  
XXXXX(Main /Joint Name Line 5) XXX44  
XXXXX(Main /Joint Name Line 6) XXX45  
XXXXX(Label Name/Address LINE 1)XX04  
XXXXX(Label Name/Address LINE 1)XX05  
XXXXX(Label Name/Address LINE 1)XX06  
XXXXX(Label Name/Address LINE 1)XX07  
XXXXX(Label Name/Address LINE 1)XX08  
XXXXX(Label Name/Address LINE 1)XX09  
XXXXX(Label Name/Address LINE 1)XX10  
XXXXX(Label Name/Address LINE 1)XX11  
XXXXX(Label Name/Address LINE 1)XX12  
XXXXX(Label Name/Address LINE 1)XX13

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 Thursday 20 May 2021 at 9.00am BST (10.00am CEST, 11.00am IST).

Signature of person attending

Bar Code:

VC-CODE-01 (BARCODE)

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

Bar Code:

IVC-CODE-01 (BARCODE)

Event Code:

EVENT-CODE

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 GBP£0.005 each in 888 Holdings Public Limited Company (see note (b))

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Please check this box if this proxy is one of multiple proxy appointments being made

as my/our proxy to attend and to exercise all or any of my/our rights to attend, speak and vote for me/us on my/our behalf in respect of my/our voting entitlement at the ANNUAL GENERAL MEETING 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 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 Thursday 20 May 2021 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 2020
2	To approve the Directors' Remuneration Report (other than that part containing the Remuneration Policy)
3	To approve the Remuneration Policy
4	To elect Jon Mendelsohn as a Director
5	To re-elect Anne de Kerckhove as a Director
6	To re-elect Mark Summerfield as a Director
7	To elect Limor Ganot as a Director
8	To re-elect Itai Pazner as a Director
9	To elect Yariv Dafna as a Director
10	To appoint Ernst and Young LLP and EY Limited, Gibraltar, as the Company's Auditors
11	To authorise the Audit Committee to agree the remuneration of the Auditors

FOR  
AGAINST  
VOTE  
WITHHELD

RESOLUTIONS	
12	To declare a final dividend of 10.4 cents per ordinary share payable on 24 May 2021 to those shareholders on the register of members of the Company at close of business on 26 March 2021
13	To declare an additional one-off dividend of 1.6 cents per ordinary share payable on 24 May 2021 to those shareholders on the register of members of the Company at close of business on 26 March 2021
14	To renew the Directors' authority to issue shares, as set out in the Notice of Meeting
15	To authorise the Directors to make market purchases of the Company's ordinary shares, as set out in the Notice of Meeting
16	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
17	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

FOR  
AGAINST  
VOTE  
WITHHELD

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

Date

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 Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, in person or by post no later than 9.00am BST (9.00am CEST) on 18 May 2021.
- (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 Group by telephone: 0371 664 0391. 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 15 to 17 will be proposed as special resolutions.
- (g) In view of the evolving COVID-19 situation public health concerns, the Board has been monitoring public health guidance and legislation issued by the UK Government in relation to the pandemic. The health of the Company's shareholders, as well as its employees and customers, is of paramount importance. In light of these measures, following due consideration and the guidance from the Investment Association, Quoted Companies Alliance, GC100 and others relating to the holding of general meetings, you must not attend the Meeting being held on Thursday 20 May 2021 in person and the Company will be unable to allow entry to anyone seeking to attend the Meeting in person. You must inform the company's registrars in writing of any termination of the authority of a proxy. You are invited to submit any questions in respect of the business of the Meeting for the Board to consider. Questions may be submitted in advance or during the Meeting over the Investor Meet Company platform (<https://www.investormetcompany.com/888-holdings-plc/register-investor>) following registration, and the Board will aim to respond to any such questions relevant to the business of the Meeting. No answer need be given by the Company to any question if (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, or (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
- (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 BST (10.00am CEST) on 18 May 2021.

**LINK GROUP**  
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Business Reply Plus  
Licence Number  
RLUB-TBUX-EGUC



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New BRP to be supplied