



**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD
ON 15 JUNE 2022.**
BEFORE COMPLETING THIS FORM, PLEASE READ THE EXPLANATORY

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NOTES BELOW.

NOTICE OF AVAILABILITY

To be held on 15 June 2022 at the office of Hudson Sandler LLP at 25 Charterhouse Square, London EC1M 6AE at 12.00pm UK (1.00pm Gibraltar)

Signature of person attending

ANSWER

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).)**

following person (see note (b)) **(Please leave this box blank)**

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))

ANSWER

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 on 15 June 2022 at the office of Hudson Sandler LLP at 25 Charterhouse Square, London EC1M 6AE at 12.00pm UK (1.00pm Gibraltar) and at any adjournment thereof. If 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 2021
2	To approve the Directors' Remuneration Report (other than the part containing the Remuneration Policy)
3	To re-elect Jon Mendelsohn as a Director
4	To re-elect Anne de Kerckhove as a Director
5	To re-elect Mark Summerfield as a Director
6	To re-elect Limor Ganot as a Director
7	To re-elect Itai Pazner as a Director
8	To re-elect Yariv Dafna 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 agree the remuneration of the Auditors

RESOLUTIONS	
11	To renew the Directors' authority to issue shares, as set out in the Notice of Meeting
12	To authorise the Directors to establish the 888 Holdings plc SAYE Option Plan
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

FOR AGAINST VOTE WITHHELD

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

Date

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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 12.00pm UK (1.00pm Gibraltar) on 13 June 2022.

(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. Link Group 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 15 will be proposed as special resolutions.

(g) 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.investomeetcompany.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 12.00pm UK (1.00pm Gibraltar) on 13 June 2022.

LINK GROUP

PXS 1
Central Square
29 Wellington Street
Leeds
LS1 4DL



Business Reply Plus
Licence Number
RUCA-ESGL-RSXY



PXS 1
Link Group
Central Square
29 Wellington Street
LEEDS
LS1 4DL