

## **RESOLUTIONS**

**of**

**888 HOLDINGS PLC**

**Company Number: 90099**

**("Company")**

**Passed on 15 June 2022**

**IN ACCORDANCE WITH LISTING RULE LR 9.6.2R**

At a duly convened Annual General Meeting of the Company, the following resolutions of the Company were duly passed by or on behalf of the required number of the members of the Company who, at the date of the Annual General Meeting, were entitled to vote on the resolutions in the case of resolutions 1-12 as ordinary resolutions and, in the case of resolutions 13-15 as special resolutions.

## **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
- 11 THAT:
  - (a) the Board be and it is hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 94 of the Gibraltar Companies Act 2014):
    - (i) up to a maximum nominal amount of £743,775.12 (such amount to be reduced by the nominal amount of any equity securities allotted under paragraph (ii) below in excess of £743,775.12); and

(ii) up to a maximum nominal amount of £743,775.12 (such amount to be reduced by any relevant securities allotted under paragraph (i) above) in connection with an offer or issue of equity securities by way of a rights issue to or in favour of:

(A) Ordinary Shareholders where the equity securities respectively attributable to the interests of all Ordinary Shareholders are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by them; and

(B) holders of other equity securities if this is required by the rights of those securities, or if the directors consider it necessary, as permitted by the rights of those securities;

and so that the directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter;

(b) this authority shall expire upon the earlier of: (i) the conclusion of the next Annual General Meeting of the Company after passing this resolution; and (ii) 30 June 2023, save that, in each case, the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. All previous unutilised authorities will cease to have effect.

12 THAT the directors be and are hereby authorised to:

(a) establish the 888 Holdings Plc SAYE Option Plan (the "SAYE Plan"), a copy of the draft rules of which had been produced to the meeting and initialled by the Chairman of the meeting (for the purposes of identification only) and a description of the principal terms of which was set out in the Notice of Annual General Meeting to shareholders dated 20 May 2022, and to do all such acts and things as may be necessary or expedient to give effect to the SAYE Plan, and

(b) establish further plans based on the SAYE Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the SAYE Plan.

13 THAT the Company be and is hereby generally and unconditionally authorised, pursuant to section 105 of the Gibraltar Companies Act (the Act), to make market purchases (within the meaning of section 108 of the Act) of its ordinary shares of £0.005 each in the capital of the Company, subject to the following conditions:

(i) the maximum number of ordinary shares authorised to be purchased is an aggregate nominal value of up to £223,132.53 (amounting to 44,626,507 ordinary shares as at the date of the notice) (representing 10% of the present



issued ordinary share capital as at 30 April 2022, being the latest practicable date prior to the publication of this document);

- (ii) the minimum price (exclusive of expenses) which may be paid for an ordinary share is £0.005 (being the nominal value of an ordinary share);
- (iii) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:
  - (A) an amount equal to 105% of the average of the middle market quotations of an ordinary share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
  - (B) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent purchase bid for an ordinary share in the Company as derived from the London Stock Exchange Trading System;
- (iv) this authority shall expire at the earlier of: (i) the conclusion of the next annual general meeting of the Company after passing this resolution; and (ii) 30 June 2023, unless previously renewed, varied or revoked by the Company at a general meeting; and
- (v) a contract to purchase shares under this authority may be made prior to the expiry of this authority, and concluded in whole or in part after the expiry of this authority, and the Company may purchase its ordinary shares in pursuance of any such contract as if the authority conferred hereby had not expired; and

14 THAT the Board be and it is hereby empowered pursuant to Article 27 of the Company's Articles of Association (the "**Articles**") to allot equity securities (within the meaning of Article 25 of the Articles) for cash as if Articles 19-26 of the Articles did not apply to any such allotment provided that this power shall be limited:

- (a) to the allotment of equity securities in connection with an offer or issue of equity securities by way of a rights issue pursuant to an authority granted under resolution 11(a)(ii) to or in favour of:
  - (i) Ordinary Shareholders where the equity securities respectively attributable to the interests of all Ordinary Shareholders are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by them; and
  - (ii) holders of other equity securities if this is required by the rights of those securities, or if the directors consider it necessary, as permitted by the rights of those securities;

so that the directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock

exchange or any other matter;

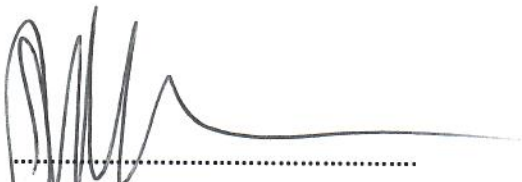
- (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £111,566.26.

This authority shall expire upon the earlier of: (i) the conclusion of the next Annual General Meeting of the Company after passing this resolution; and (ii) 30 June 2023, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

- 15 THAT, in addition to any authority granted under Resolution 14, the Board be and it is hereby empowered pursuant to Article 27 of the Articles to allot equity securities (within the meaning of Article 25 of the Articles) for cash as if Articles 19-26 of the Articles did not apply to any such allotment provided that this power shall be:

- (a) limited to the allotment of equity securities up to an aggregate nominal value of £111,566.26;
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice.

This authority shall expire upon the earlier of: (i) the conclusion of the next Annual General Meeting of the Company after passing this resolution and (ii) 30 June 2023, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.



.....

Jon Mendelsohn

Chairman

888 Holdings plc

Dated: 15 June 2022