

Directors' Remuneration Policy

Remuneration policy

Set out below is the remuneration policy which was approved by shareholders at the Annual General Meeting held on 20 May 2021. The policy is intended to apply for the three-year period from the 2021 AGM, however if changes are required earlier it will be brought back to shareholders to approve any changes required.

Approach and considerations in reviewing the Directors' Remuneration Policy

The review of the Policy is carried out by the Remuneration Committee, in the absence of the Executive Directors where necessary to manage potential conflicts of interest, and with the advice of remuneration consultant Korn Ferry. The Committee's review process includes consideration of how the current policy aligns to and supports the business strategy. The Committee considers market, regulation and governance developments as well as wider pay context, such as pay ratios and group reward arrangements. The Committee also considers the guidelines of shareholder representative bodies and proxy agencies and investor expectations. As part of this process the Committee will also consult with its largest shareholders and consider feedback received.

Factors considered in reviewing the Policy and considering its operation

The Committee considered as part of its most recent review, and is comfortable that, the Remuneration Policy and its implementation are fully consistent with the factors set out in Provision 40 of the UK Corporate Governance Code (set out below):

- **Clarity:** The Policy and the way it is implemented is clearly disclosed in this policy section of the Remuneration Report and the Annual Statement and supporting reports.
- **Simplicity:** The Policy is simple and straightforward, based on a mix of fixed and variable pay. The annual bonus and LTIP include performance conditions which are aligned with key strategic objectives of the business.
- **Risk:** Performance targets for the incentive schemes provide appropriate rewards for stretching levels of performance without driving behaviour which is inconsistent with the Company's risk profile. Reputational risk from a perception of "excessive" pay-outs is limited by the maximum award levels set out in the Policy and the Committee's discretion to adjust formulaic remuneration outcomes. To avoid conflicts of interest, no Executive Director or other member of management is present when their own remuneration is under discussion.
- **Predictability:** The Policy includes full details of the individual limits in place for the incentive schemes as well as "scenario charts" which set out potential pay-outs in the event of different levels of performance, based on a number of reasonable assumptions.
- **Proportionality:** There is a clear link between individual awards, delivery of strategy and our long-term performance. In addition, the significant role played by incentive/'at-risk' pay and the presence of malus and clawback provisions ensures that poor performance is not rewarded.
- **Alignment to culture:** The approach to Directors' remuneration is consistent with the Group's culture and values.

DIRECTORS' REMUNERATION REPORT cont.

Remuneration policy table

BASE SALARY	
Purpose and Link to Strategy	To recruit, motivate and retain high-calibre Executive Directors by offering salaries at market competitive levels. Reflects individual experience and role.
Operation	<p>Reviewed annually with any changes normally effective from 1 January. Positioning and annual increases are influenced by:</p> <ul style="list-style-type: none"> • our sector, where the market for executive talent is intense; • the experience and performance of the individual; • changes in responsibility or position; • changes in broader workforce salary; and • the performance of 888 as a whole. <p>Benchmarking is carried out on a total remuneration basis and takes into account pay levels for comparable roles at a range of organisations of similar size and sector – including pay practices in other UK listed companies and in the international gaming industry.</p>
Opportunity	Any increase to Directors' salaries will generally be no higher than the average increase for other employees. However, a higher increase may be proposed in the event of a role change or promotion, or in other exceptional circumstances.
BENEFITS	
Purpose and Link to Strategy	<p>Market competitive structure to support recruitment and retention.</p> <p>Medical cover aims to ensure minimal business interruption as a result of illness.</p>
Operation	Executive Directors may receive various benefits in kind as part of their employment terms. These may include an accommodation allowance (where 888 has required the executive to relocate), use of a company car (or car allowance), health insurance (or a contribution towards a health insurance scheme), "study fund" (a common savings benefit in Israel), disability and life assurance, relocation expenses, directors' indemnities and directors' and officers' insurances to the extent permitted by law and other ad hoc benefits at the discretion of the Committee.
Opportunity	<p>The value of benefits is based on the cost to 888 and there is no pre-determined maximum limit.</p> <p>The range and value of the benefits offered is reviewed periodically.</p>
PENSION	
Purpose and Link to Strategy	Contribution towards the funding of post-retirement life.
Operation	888 offers a defined contribution pension scheme (via outsourced pension providers) or cash in lieu of pension.
Opportunity	Up to 15% of base salary. The Committee will align pension to the workforce average taking into account market practice and legal requirements in the country of the executive and the wider workforce pension.

Remuneration policy table cont.

ANNUAL BONUS	
Purpose and Link to Strategy	Rewards the achievement of annual financial and non-financial strategic targets.
Operation	<p>Bonus targets (percentage of salary) are based on objective and disclosable calculations where possible.</p> <p>The precise weightings between metrics may differ each year, although there will always be a greater focus on financial as opposed to non-financial performance.</p> <p>Any bonus payment in excess of 100% of salary is deferred into shares which vest in equal tranches after one, two and three years. The deferral period continues on cessation of employment.</p> <p>The Committee may adjust the formula-driven outturn of the annual bonus calculation in the event that the Committee considers that it does not reflect underlying performance, overall shareholder experience or employee reward outcome. Any such use of discretion would be detailed in the Chair's annual statement and Annual Report on Remuneration.</p> <p>A dividend equivalent provision operates enabling dividends to be accrued (in shares) on unvested deferred bonus shares or options and only in truly exceptional circumstances cash.</p> <p>The bonus is subject to recovery and withholding provisions which may be applied if the financial statements of 888 were materially misstated, an error occurred in assessing the performance conditions of a bonus, if the Executive ceased to be a Director or employee due to gross misconduct, or in an event of corporate failure, failure of risk management or reputational damage.</p>
Opportunity	<p>The maximum opportunity is 200% of base salary.</p> <p>The level of pay-out for the achievement of target performance, as set by the Committee is 50% of the maximum amount. The threshold level of payment may be up to 25% of the maximum.</p>
Performance Metrics	<p>Financial Performance</p> <p>The financial component is based on 888's key financial measures of performance.</p> <p>A sliding scale of targets applies for financial performance targets which are measured annually.</p> <p>The degree of stretch in targets may vary each year depending on the business aims and the broader economic or industry environment at the start of the relevant year.</p> <p>Non-financial Performance</p> <p>Non-financial performance conditions will be based on KPIs in line with the business plan which the Committee considers will enhance future financial performance, the long-term sustainability of the business and shareholder value.</p>

DIRECTORS' REMUNERATION REPORT cont.

Remuneration policy table cont.

LONG TERM INCENTIVES (LTIP)**Purpose and Link to Strategy**

Rewards Executive Directors for achieving superior returns and sustainable growth for shareholders over a longer-term timeframe.

Enables Executive Directors to build a meaningful shareholding over time and align goals with shareholders.

Operation

LTIP awards are made annually in the form of nil cost options or conditional awards with vesting dependent on the achievement of performance conditions over at least three financial years, commencing with the year of grant.

A post-vesting holding period applies to awards granted in or after 2019, which requires vested shares (or shares acquired on the exercise of vested options) to be retained for two years post-vesting (except for any earlier sale of shares to meet any tax liabilities triggered on vesting). This holding period continues on cessation of employment.

The Committee may adjust the formula-driven outturn of an LTIP award in the event that the Committee considers that it does not reflect underlying performance, overall shareholder experience or employee reward outcome. Any such use of discretion would be detailed in the Chair's Annual Statement and Annual Report on Remuneration.

Awards are subject to recovery and withholding provisions which may be applied if there is a material misstatement in 888's financial statements, an error in the calculation of any performance conditions, if the Executive Director ceases to be a Director or employee due to gross misconduct or in an event of a failure of risk management, corporate failure or reputational damage.

A dividend equivalent provision operates enabling dividends to be accrued (in shares) on LTIP awards to the extent they vest and only in truly exceptional circumstances cash.

Opportunity

Award levels are determined primarily by seniority. A maximum individual grant limit of 200% of salary applies, based on the face value of shares at the date of grant.

Performance Metrics

Awards vest at the end of a three-year performance period based on performance measures reflecting the outputs of the long-term strategy of the business at the time of grant.

Awards will vest based on a range of challenging financial, total shareholder return (TSR), or strategic measures. Strategic measures, if used, will represent a minority of the award.

The Committee will review the weightings between measures and the target ranges prior to each LTIP grant to ensure that the overall balance and level of stretch remains appropriate.

A sliding scale of targets applies for financial or TSR metrics with no more than 25% of the award vesting at threshold performance.

SHARE OWNERSHIP GUIDELINES

Executive Directors are expected to build and maintain an interest equivalent in value to no less than two times salary. Beneficially owned shares, fully vested unexercised nil-cost options (valued on a net of tax basis) and unvested awards subject to a service requirement for vesting only (valued on a net of tax basis) will be included when determining the extent to which the guideline holding is achieved. Until such time as the guideline threshold is achieved. Executive Directors are required to retain 50% of the net of tax value of awards that vest under the LTIP or deferred annual bonus.

Post cessation of employment, Executive Directors will be required to retain shares from FY21 and future incentive awards equal to 100% of salary for one year post cessation and 50% of salary for the second year post cessation, subject to the Committee amending this requirement in exceptional circumstances.

Remuneration policy table cont.

CHAIR AND NON-EXECUTIVE DIRECTORS' (NEDS) FEES	
Purpose and Link to Strategy	To recruit, motivate and retain a Chair and Non-Executive Directors of a high calibre by offering a market competitive fee level and which takes account of the specific circumstances of 888.
Operation	<p>The Chair and the Executive Directors determine the fees paid to the Non-Executive Directors. The Chair's fees are determined by the Remuneration Committee with reference to prevailing fee rates amongst other gaming companies. Fees paid to the Non-Executive Directors are set by reference to an assessment of the time commitment and responsibility associated with each role, and prevailing fee rates amongst other gaming companies. Levels take account of additional demands placed upon individual Non-Executive Directors by virtue of their holding particular offices, such as Committee Chair and/or Senior Independent Director, and travel time to Board meetings (which are held outside the UK). Additional fees may be paid as appropriate to reflect increased time commitments of the role.</p> <p>The Chair and the Non-Executive Directors are not eligible to participate in any bonus plan, pension plan, share plan, or long-term incentive plan of 888. The Chair and Non-Executive Directors are entitled to be reimbursed for any reasonable travel and accommodation and other expenses incurred in the performance of their duties (including any tax incurred thereon) including any expense deemed a taxable benefit in kind and the tax payable thereon.</p>
Opportunity	No maximum.

Discretions retained by the Committee in operating its incentive plans

The Committee will operate the annual bonus plan, deferred share bonus plan and LTIP according to their respective rules. The Committee retains discretion in a number of regards to the operation and administration of these plans. These include, but are not limited to, the following:

- the determination of vesting and the extent to which performance targets have been met;
- the determination of the treatment of leavers;
- determination of the extent of vesting in the event of a change of control; and
- adjustments required in certain circumstances (e.g. rights issues, corporate restructuring events and special dividends).

Approach to setting remuneration for a new recruit

The remuneration package for a new Executive Director would take into account the skills and experience of the individual, the market rate for a candidate of that experience and the importance of securing the relevant individual. Salary would be provided at such a level as is required to attract the most appropriate candidate while paying no more than is necessary. The annual bonus and LTIP award would be in line with the Policy with a maximum of 200% of salary annual bonus opportunity and a maximum 200% of salary LTIP award level. In addition, the Committee may offer additional cash and/or share based elements to replace benefits, deferred or incentive pay forfeited by an executive leaving a previous employer. It would ensure that these awards would be consistent with awards forfeited in terms of delivery mechanism (cash or shares), vesting periods, expected value and performance conditions. For an internal Executive Director appointment, any variable pay element awarded in respect of the prior role may be allowed to pay out according to its terms or adjusted as relevant to take into account the appointment. In addition, any other ongoing remuneration obligations existing prior to appointment may continue. The Committee may agree that 888 will meet relocation expenses or match other benefits received by the Executive Director in his previous employment, as appropriate.

Remuneration awarded prior to the effective date

For the avoidance of doubt, authority is given to the Company to honour any commitments entered into with current or former Directors under a previous shareholder approved policy that have been disclosed to shareholders in previous remuneration reports.

DIRECTORS' REMUNERATION REPORT cont.

Service contracts and loss of office payment policy for Executive Directors

Executive Directors have service contracts with up to 12-month notice periods. In the event of termination, the Executive Directors' contracts provide for compensation up to a maximum of base salary plus the value of any benefits (including pension). 888 seeks to apply the principle of mitigation in the payment of compensation on the termination of the service contract of any Executive Director. There are no special provisions in the service contracts for payments to Executive Directors on a change of control of 888. In the event of an exit of an Executive Director, the overriding principle will be to honour contractual remuneration entitlements and determine on an equitable basis the appropriate treatment of deferred and performance linked elements of the package, taking account of the circumstances. Failure will not be rewarded. If an Executive Director resigns or is summarily dismissed, salary, pension and benefits will cease on the last day of employment and there will be no further payments. There are no other obligations to pay remuneration, or which could impact remuneration, contained in any service contract other than the terms of the Executive Directors' service agreements described herein. Directors' service agreements are available for inspection at 888's registered office and at each annual general meeting.

Remuneration for leavers

Fixed pay

Salary, pension and benefits will be paid up to the length of the agreed notice period or agreed period of gardening leave.

Variable pay

Where a Director leaves for certain specified reasons such as retirement, as a result of injury, illness or disability or otherwise with the agreement of the Committee (sometimes referred to as "good leaver" reasons) the following will apply:

Annual bonus and annual bonus deferred shares

Subject to performance, a bonus may be payable at the discretion of the Committee pro-rata for the portion of the financial year worked. Unvested deferred bonus shares will ordinarily vest in full at the end of the normal vesting period. The Committee has discretion to permit in exceptional circumstances such unvested awards to vest early rather than continue on the normal vesting timetable, taking into account the Company's policy for bonuses from 2019, and for Executive Directors to retain an interest in shares in the Company for two years post-employment.

LTIPs

Unvested awards under the 888 Long Term Incentive Plan 2015 would normally vest on the normal vesting date unless the Committee determines that such awards shall instead exceptionally vest at the time of cessation, taking into account the Company's policy for awards granted from 2019 for Executive Directors to retain an interest in shares in the Company for two years post-employment. Unvested awards will only vest to the extent that the performance conditions have been satisfied (over the full or curtailed period as relevant). A pro-rata reduction in the size of awards would normally apply, based upon the period of time after the grant date and ending on the date of cessation of employment relative to the normal vesting period.

Where a Director leaves for any other reason, all annual bonus, annual bonus deferred shares and LTIP awards will lapse immediately on cessation.

Depending upon circumstances, the Committee may consider other payments to settle statutory entitlements, legal claims or potential legal claims, in respect of an unfair dismissal award, outplacement support and assistance with legal fees, including the statutory obligation in Israel to make a severance payment on cessation for any reason equal to one month's gross salary for every year of service.

Terms of appointment for Non-Executive Directors

The Non-Executive Directors serve subject to letters of appointment and are appointed subject to re-election at each annual general meeting. The Non-Executive Directors are typically expected to serve for three years, although the Board may invite a Non-Executive Director to serve for an additional period. Their letters of appointment are available for inspection at 888's registered office and at each Annual General Meeting.

Directors' service contracts

The unexpired term of the Directors' service contracts or appointment letters are as follows:

NAME	POSITION	UNEXPIRED TERM OF SERVICE CONTRACT
Lord Mendelsohn	Chair	Until 23 September 2023. No remuneration is payable in respect of any unexpired portion of the term of the Chair's appointment, including if the Chair is asked to step down from the Board.
Itai Pazner	Chief Executive Officer	Indefinite subject to termination provisions set out in his Agreement. Loss of office provisions are detailed above.
Yariv Dafna	Chief Financial Officer	Indefinite subject to termination provisions set out in his Agreement. Loss of office provisions are detailed above.
Anne de Kerckhove	Non-Executive Director	Until 27 November 2023. No remuneration is payable in respect of any unexpired portion of the term of the Director's appointment, including if the Director is asked to step down from the Board.
Mark Summerfield	Non-Executive Director	Until 5 September 2022. No remuneration is payable in respect of any unexpired portion of the term of the Director's appointment, including if the Director is asked to step down from the Board.
Limor Ganot	Non-Executive Director	Until 1 August 2023. No remuneration is payable in respect of any unexpired portion of the term of the Director's appointment, including if the Director is asked to step down from the Board.

Until 11 January 2022, each of Lord Mendelsohn's and Limor Ganot's Director's fees were paid to their respective personal service companies and their respective personal service companies had accordingly entered into service agreements with the Company. Such agreements were terminated with effect from 11 January 2022 and accordingly, since 11 January 2022, Lord Mendelsohn and Limor Ganot have been directly engaged by the Company.

How the views of shareholders are taken into account when determining Directors' pay

888 engages with investors regarding remuneration issues and in respect of any proposed changes to the Directors' Remuneration Policy and significant changes to operation of that policy and intends to continue doing so. Views of shareholders and their representative bodies expressed at the annual general meeting and feedback received at other times will be considered by the Committee. The Annual Report on Remuneration sets out specific engagement for any one year.

DIRECTORS' REMUNERATION REPORT cont.

How the views of employees are taken into account when determining Directors' pay

888 has not consulted with employees regarding the current Directors' Remuneration Policy. The Annual Report on Remuneration sets out engagement activities with stakeholders during the year of report.

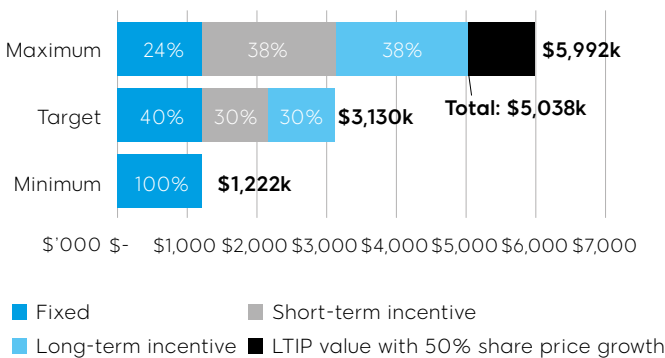
In determining the remuneration policy for Executive Directors, the Committee takes account of the policy for employees across the workforce. In particular, when setting base salaries for executives, the Committee takes into account the salary increases being offered to the workforce as a whole. The overall structure of the remuneration policy for Executive Directors is broadly consistent with that for other senior employees, but reflects the additional risks and responsibilities borne by the Executive Directors as well as market practice in competitor businesses and the locations within which it operates. Executive remuneration and remuneration of senior employees has a significant focus on performance-related pay. 888's Senior Vice Presidents all participate in the same annual bonus arrangements and with 888's Business Leadership Forum also participate in a long-term equity plan.

Illustration of application of current remuneration policy

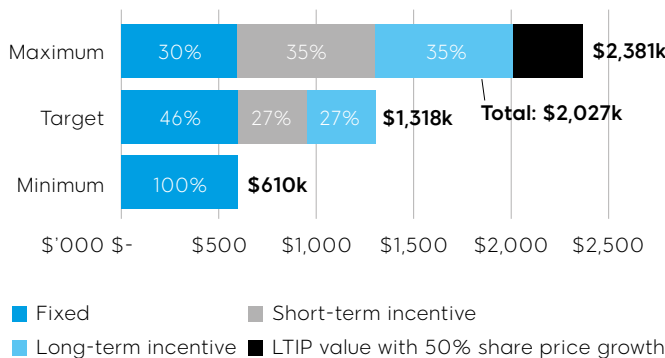
The following charts illustrate the operation of the Directors' Remuneration Policy for the current Executive Directors (CEO and CFO), under three different performance scenarios: 'Fixed pay', 'Target', and 'Maximum'.

The Maximum scenario includes an additional element to represent 50% share price growth from the date of grant to vesting.

CEO – Itai Pazner



CFO – Yariv Dafna



Assumptions:

- Fixed: Shows fixed remuneration only, base salary as at 1 January, taxable benefits (as disclosed for the previous financial year and excluding any benefits related to relocation for the CFO) and pension.
- Target: Shows fixed remuneration plus 50% of the maximum annual bonus opportunity and 50% of the LTIP award.
- Maximum: Shows fixed remuneration and maximum annual bonus (200% of salary for the CEO and 150% of salary for the CFO) and LTIP (200% of salary for the CEO and 150% of salary for the CFO). The Maximum scenario includes an additional element to represent 50% share price growth from the date of grant of the LTIP to vesting.