



Registered office: Suite 601/701, Europort, Europort Road, Gibraltar
Registered in Gibraltar with registered number 90099

NOTICE OF ANNUAL GENERAL MEETING

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in the document or about the action you should take, you are recommended to seek your own independent advice immediately from your stockbroker, bank manager, solicitor, accountant or other appropriately authorised independent professional adviser who is authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised independent adviser.

If you have sold or transferred all your ordinary shares (the **Ordinary Shares**) or underlying depositary interests (the **Depositary Interests**) in 888 Holdings plc (**888** or the **Company**), you should pass this letter and all other documents enclosed with it to the purchaser or transferee or to the stockbrokers, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee as soon as possible.

Notice of the annual general meeting (the Meeting) of 888 to be held at 12.00pm UK (1.00pm Gibraltar) on Wednesday 15 June 2022 is set out on pages 8 to 10 of this document.

The meeting will take place at the office of Hudson Sandler LLP at 25 Charterhouse Square, London EC1M 6AE. Shareholders not able to attend in person will be able to follow the proceedings of the Meeting over the online Investor Meet Company platform by registering in advance via the following link:

<https://www.investormeetcompany.com/888-holdings-plc/register-investor>

Shareholders 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 following registration, and the Board will aim to respond to any such questions relevant to the business of the Meeting.

A live broadcast of the Meeting will be opened over the platform at approximately 11.55am UK (12.55pm Gibraltar) on 15 June 2022. Shareholders joining over the platform will be able to see and hear the Meeting, but will not be seen or heard by the Board.

Shareholders wishing to vote at the Meeting are strongly encouraged to do so by completing a Form of Proxy or Form of Direction as appropriate. SHAREHOLDERS WILL NOT BE ABLE TO VOTE AT THE MEETING OVER THE ONLINE PLATFORM.

The Board encourages shareholders to watch the Company's website and regulatory news services for any updates in relation to the Meeting that may need to be provided.

Ordinary Shareholders

The enclosed Form of Proxy, for use in connection with the Meeting by Ordinary Shareholders only, should be completed and returned, in accordance with the instructions printed thereon, as soon as possible and by no later than 12.00pm UK (1.00pm Gibraltar) on 13 June 2022. Shareholders may also appoint a proxy electronically by logging on to <https://www.signalshares.com>. Further details are set out in the notes to the Form of Proxy.

Depositary Interest Holders/Employee Shareholders

The enclosed Form of Direction, for use in connection with the Meeting by Depositary Interest Holders and Employee Shareholders only, should be completed and returned, in accordance with the instructions printed thereon, as soon as possible and by no later than 12.00pm UK (1.00pm Gibraltar) on 10 June 2022. Alternatively, CREST members may instruct the Depositary how to vote the shares underlying their Depositary Interests by using the electronic voting service. Further details are set out in the notes to the Form of Direction.

888 Holdings Public Limited Company

Suite 601/701
Europort
Europort Road
Gibraltar

20 May 2022

To:

- the holders of Ordinary Shares (the **Ordinary Shareholders**);
- the holders of Depository Interests in Ordinary Shares held in uncertificated form through CREST (the **Depository Interest Holders**); and
- the participants in the 888 All-Employee Share Plan, 888 Long Term Incentive Plan 2015 and the 888 Deferred Share Bonus Plan (the **Employee Shareholders**).

Dear Sir/Madam

2022 Annual General Meeting

Our 2022 Annual General Meeting will be held on Wednesday 15 June 2022 at 12.00pm UK (1.00pm Gibraltar). The Meeting location will be the office of Hudson Sandler LLP at 25 Charterhouse Square, London EC1M 6AE.

The directors of the Company (the **Directors**) strongly encourage you to fill in the Form of Proxy if you are an Ordinary Shareholder, or if you are Depository Interest Holder or Employee Shareholder, the Form of Direction. Please see 'Action to be taken' below for further details.

The notice convening the Meeting is set out on pages 8 to 10 and I am writing to give you details of the items of business to be transacted at the Meeting.

The business of the Meeting will be to consider, and if thought fit, pass the resolutions set out on pages 8 to 10.

Resolutions 1 and 2

These Resolutions deal with the Annual Report & Accounts 2021 (Resolution 1) and the Directors' Remuneration Report (Resolution 2). These resolutions will be proposed as Ordinary Resolutions.

Resolutions 3 to 8

These Resolutions deal with the re-election of Directors. These resolutions will be proposed as Ordinary Resolutions.

Resolutions 9 to 11

These Resolutions deal with the re-appointment of the auditor and the auditor's remuneration (Resolutions 9 and 10), and the Directors' authority to allot shares (Resolution 11). All these resolutions will be proposed as Ordinary Resolutions.

Resolution 12

This Resolution deals with the authority for the Directors to establish the 888 Holdings plc SAYE Option Plan. This resolution will be proposed as an Ordinary Resolution.

Resolutions 13 to 15

These Resolutions deal with the authority for the Company to purchase its own shares (Resolution 13), and the authority of the Directors to disapply pre-emption rights, in line with UK institutional shareholder guidelines (Resolutions 14 and 15). These resolutions will be proposed as Special Resolutions.

An explanation of each of the Resolutions is set out on pages 4 to 7 of this document.

Recommendation

Your Board unanimously recommends that shareholders vote in favour of all the Resolutions set out in the Notice of the Meeting, which they consider to be in the best interests of the Company and the shareholders as a whole.

The Directors intend to vote in favour of all Resolutions in respect of their beneficial shareholdings totaling 1,354,762 Ordinary Shares representing 0.30% of the issued share capital of the Company as at 30 April 2022 (being the latest practicable date prior to publication of this Notice).

Action to be taken

Forms of Proxy for Ordinary Shareholders

Ordinary Shareholders are requested to complete the enclosed Form of Proxy indicating how they wish to cast their votes on each of the Resolutions. The Form of Proxy should be completed and returned, in accordance with the instructions printed thereon, as soon as possible and by no later than 12.00pm UK (1.00pm Gibraltar) on 13 June 2022.

Instructions on completing and submitting a valid Form of Proxy are included on the form that is enclosed with this letter.

Forms of Direction for Depositary Interest Holders and Employee Shareholders

Depositary Interest Holders or Employee Shareholders are requested to complete the enclosed Form of Direction indicating how they wish to cast their votes on each of the Resolutions. The Form of Direction should be completed and returned, in accordance with the instructions printed thereon, as soon as possible and by no later than 12:00pm UK (1.00pm Gibraltar) on 10 June 2022.

Instructions on completing and submitting a valid Form of Direction are included on the form that is enclosed with this letter.

Yours faithfully

JON MENDELSON
Chairman

EXPLANATION OF BUSINESS TO BE CONSIDERED AT THE 2022 ANNUAL GENERAL MEETING

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 12 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 13 to 15 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1: Annual Report & Accounts 2021

In accordance with the Gibraltar Companies Act, the Directors will present the Annual Report & Accounts for the financial year ended 31 December 2021 to the general meeting of shareholders.

Resolution 2: Directors' Remuneration Report

The Directors' Remuneration Report for the financial year ended 31 December 2021 is set out on pages 80 to 103 of the Company's Annual Report & Accounts 2021. The Directors will present the Directors' Remuneration Report (excluding the part containing the Directors' Remuneration Policy, which is on pages 83-90) for approval by shareholders at the general meeting.

As the Company is Gibraltar incorporated, it is not required to prepare a directors' remuneration report pursuant to the UK Directors' Remuneration Report requirements in Schedule 8 to the UK Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended) (the **DRR Regulations**).

The Company has, however, prepared the Directors' Remuneration Report substantially in line with the requirements of the DRR Regulations on a voluntary basis as if the Company were required to do so, as a matter of good governance.

The shareholder vote on the Directors' Remuneration Report is advisory in nature and the Directors' entitlement to remuneration is not conditional on it. The Board will take the outcome of the vote into consideration in setting the Company's remuneration policy for its directors.

Resolutions 3 to 8: Re-election of Directors

In accordance with the Company's articles of association, all Directors of the Company will retire at the Annual General Meeting and are offering themselves for re-election.

Biographical details of the current Directors are shown on pages 62 and 63 of the Company's Annual Report & Accounts 2021.

In proposing the re-election of the Directors, the Chairman has confirmed that, following formal performance evaluation, each individual continues to make an effective and valuable contribution to the board and demonstrates commitment to the role.

Details of the board evaluation process in relation to the Directors can be found on page 68 of the Company's Annual Report & Accounts 2021.

Resolution 9: Re-appointment of Auditors

The Company's independent Auditors must be appointed or re-appointed each year at the Annual General Meeting.

The Directors propose that, following the recommendation of the Audit Committee, Ernst and Young LLP and EY Limited, Gibraltar (together, "**EY**"), be re-appointed as Auditors, including for the purposes of meeting the Company's statutory requirements under section 257 of the Gibraltar Companies Act, as amended, and the filing of the Company's financial statements in Gibraltar pursuant to section 258 of the Gibraltar Companies Act 2014, as amended. EY have expressed their willingness to continue in office.

Resolution 10: Auditors' Remuneration

Resolution 10 authorises the Audit Committee to determine the Auditors' remuneration.

Resolution 11: Allotment of Shares by Directors

Resolution 11 is proposed to renew the Directors' authority to allot relevant securities, in line with UK institutional shareholder guidelines. Paragraph (a)(i) of the resolution will allow the Directors to allot relevant securities up to a maximum nominal amount of £743,775.12 representing no more than one-third (33.33%) of the Company's Ordinary Share capital in issue as at 30 April 2022, being the latest practicable date prior to the publication of this Notice, such amount to be reduced by the nominal amount of any equity securities allotted under paragraph (a)(ii) in excess of £743,775.12. In accordance with institutional guidelines issued by The Investment Association, paragraph (a)(ii) of the resolution will allow Directors to allot, including the relevant securities referred to in paragraph (a)(i), further of the Company's shares in connection with a pre-emptive offer by way of a rights issue to up to a maximum nominal amount of £1,487,550.25, representing no more than two-thirds (66.66%) of the Company's Ordinary Share capital in issue as at 30 April 2022, being the latest practicable date prior to the publication of this Notice, such amount to be reduced by any relevant securities allotted under paragraph (a)(i).

This authority will 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.

The directors have no present intention of exercising this authority. The Company does not hold any shares in treasury.

Resolution 12: Authority to adopt the 888 Holdings Plc SAYE Option Plan (the "SAYE Plan")

The Company proposes to introduce the SAYE Plan for UK-based employees of the 888 group. The plan is intended to be a UK tax-advantaged savings-related share option plan which will be operated in compliance with Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003.

Under the proposed SAYE Plan, an eligible employee who enters into a savings contract will be granted an option to acquire ordinary shares in the company (using the proceeds of their savings contract and any bonus or interest payable in relation to the savings contract).

The exercise price of an option is fixed at the time the invitation to apply for an option is issued and will not be less than 80% of the market value of a share at that time (nor less than the nominal value of a share where the option is to be satisfied with a new issue of shares).

The principal terms of the proposed SAYE Plan are described in Appendix 1 to this Notice of Annual General Meeting. A copy of the plan rules will be available for inspection (i) at the place of the general meeting for at least 15 minutes before and during the meeting and (ii) on the national storage mechanism (accessed via the FCA website) from the date of this Notice of Annual General Meeting.

Resolution 13: Share Buyback

Resolution 13 is to authorise the Company to purchase its own shares.

Background to and reasons for the Company to purchase its own shares

In certain circumstances it may be advantageous for the Company to purchase its own shares. The Board considers it desirable for the general authority to purchase its own shares to be available to provide maximum flexibility in the management of the Company's capital resources.

Pursuant to its Memorandum & Articles of Association and Section 105 of the Gibraltar Companies Act, the Company has the power to purchase its own shares. The resolution to be proposed at the Meeting will enable the Company, subject to certain limitations, to purchase shares in the market for cancellation. This authority will 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, unless previously renewed, varied or revoked by the Company at a general meeting. Such authority would allow for purchases to be made on the terms set out in the resolution of up to a maximum number of 44,626,507 ordinary shares (representing no more than 10% of the issued ordinary share capital as at 30 April 2022, being the latest practicable date prior to the publication of this document).

EXPLANATION OF BUSINESS**TO BE CONSIDERED AT THE 2022 ANNUAL GENERAL MEETING cont.**

The proposed maximum price (exclusive of expenses) which may be paid for each ordinary share will be the higher of: (i) 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 (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share in the Company as derived from the London Stock Exchange Trading System. The proposed minimum permitted price (exclusive of expenses) which may be paid for an ordinary share will be the nominal value of an ordinary share of £0.005.

A purchase of the proposed maximum of 44,626,507 Ordinary shares at the share price of £1.91 (the closing market price on 30 April 2022) would involve the Company in expenditure of approximately £85,236,639.71 before commissions, and at the proposed minimum price of £0.005 would involve the Company in the expenditure, on the same basis, of approximately £223,131.04 before commissions.

Share options

As at 30 April 2022, there were outstanding options to subscribe for a total of 8,152,407 ordinary shares in the Company, representing approximately 1.83% of the Company's issued share capital at that time. If the Company were to exercise in full the proposed authority to purchase its own shares and prior to such purchase the Company's issued share capital remained unchanged, the shares for which there are outstanding options to subscribe would represent approximately 2.03% of the Company's issued ordinary share capital, as reduced by those purchases. The Company does not hold any treasury shares as at 30 April 2022.

General authority for the Company to purchase its own shares

The Directors intend to use the general share purchase authority with discretion and purchases would only be made from funds not required for other purposes and in the light of market conditions prevailing at the time and other investment opportunities. The Directors will use this authority only after careful consideration, taking into account the Company's cash resources and capital, appropriate gearing levels and the overall position of the Company. The Directors will only purchase such shares if satisfied that it was in the interest of the shareholders as a whole to do so and would result in an increase in earnings per share and would benefit shareholders generally. No announcement will be made by the Company in advance of market purchases, but any purchases made by the Company would be announced by 7.30a.m. UK (8.30 a.m. Gibraltar) on the business day next following the transaction.

Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange. Such ordinary shares would be automatically cancelled.

Resolution 14: General Authority to Disapply Pre-emption Rights

Resolution 14 seeks to renew the Directors' authority to allot equity securities for cash without first offering them to existing shareholders, in line with the latest UK institutional shareholder guidelines. Under Articles 19-26 of the Company's Articles of Association, if the Directors wish to allot Ordinary Shares, or grant rights to subscribe for, or convert securities into, Ordinary Shares, they must in the first instance offer them to existing shareholders in proportion to their holdings. Apart from rights issues or any other pre-emptive offer concerning equity securities, the authority would allow the Directors to issue shares for cash up to a maximum aggregate nominal amount of £111,566.26 representing 22,313,252 Ordinary Shares (representing no more than 5% of the Company's Ordinary Share capital in issue as at 30 April 2022, being the latest practicable date prior to the publication of this Notice) without first being required to offer such shares to existing shareholders.

The Directors do not intend to issue more than 7.5% of the issued Ordinary Share capital of the Company for cash on a non pre-emptive basis in any rolling three-year period (other than in connection with an acquisition or specified capital investment as described in the Pre-emption Group's Statement of Principles) without prior consultation with shareholders.

This authority will 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. The directors have no present intention of exercising this authority.

Resolution 15: Additional Authority to Disapply Pre-emption Rights

Resolution 15 requests further shareholder approval, by way of a separate special resolution in line with the best practice guidance issued by the Pre-Emption Group, for the Directors to allot equity securities for cash without first being required to offer such securities to existing shareholders. The proposed resolution reflects the Pre-emption Group 2015 Statement of Principles for the disapplication of pre-emption rights (the **Statement of Principles**) and will expire on 30 June 2023 or at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, whichever is the earlier.

The authority granted by this resolution, if passed:

- (A) will be limited to the allotment of equity securities up to an aggregate nominal value of £111,566.26 representing 22,313,252 Ordinary Shares, representing no more than 5% of the issued share capital of the Company as at 30 April 2022 (being the latest practicable date prior to publication of this Notice); and
- (B) will only be used in connection with an acquisition or other capital investment of a kind contemplated by the Statement of Principles, and which is announced contemporaneously with the allotment, or has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The authority granted by this resolution would be in addition to the general authority to disapply pre-emption rights under Resolution 14. The maximum nominal value of equity securities which could be allotted if both authorities were used would be £223,132.52 representing 44,626,504 Ordinary Shares, representing no more than 10% of the issued Ordinary Share capital of the Company as at 30 April 2022 (being the latest practicable date prior to publication of this Notice).

888 Holdings Public Limited Company – no. 90099

NOTICE OF 2022 ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of 888 Holdings plc will be held on Wednesday 15 June 2022 at 12.00pm UK (1.00pm Gibraltar) for the following purposes. The meeting location will be the office of Hudson Sandler LLP at 25 Charterhouse Square, London EC1M 6AE.

Ordinary 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 has 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 is 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.

Special resolutions

- 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.

888 Holdings Public Limited Company - no. 90099

NOTICE OF 2022 ANNUAL GENERAL MEETING cont.

15 THAT, subject to the passing of resolution 14 above, 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.

On behalf of the Board

JON MENDELSON

Chairman
Suite 601/701
Europort
Europort Road
Gibraltar

20 May 2022

NOTES

- (a) The right to vote at the Meeting and the number of votes a shareholder is entitled to cast at the Meeting is determined by reference to the Company's register of members at 12.00pm on Monday, 13 June 2022 (or, in the event of any adjournment, on the date not more than 48 hours prior to the time of the adjourned meeting, excluding any part of a day that is not a working day).
- (b) A member of the Company entitled to vote at the Meeting is entitled to appoint a proxy to vote instead of him or her. A proxy need not be a member of the Company. A Form of Proxy, which must be lodged with the Company's registrars at Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL in person or by post by no later than 12.00pm UK (1.00pm Gibraltar) on 13 June 2022, is enclosed for this purpose. You must inform the company's registrars in writing of any termination of the authority of a proxy. The enclosed Form of Direction, for use in connection with the Meeting by Depository Interest Holders and Employee Shareholders only, should be completed and returned, in accordance with the instructions printed thereon, as soon as possible and by no later than 12.00pm UK (1.00pm Gibraltar) on 10 June 2022. Alternatively, CREST members may instruct the Depository how to vote the shares underlying their Depository Interests by using the electronic voting service. Further details are set out in the notes to the Form of Direction.
- (c) A member of the Company 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 the member. To do this, a member 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 (see note (e)). Members can copy their 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. A member appointing more than one proxy should indicate on the relevant Forms of Proxy the number of shares for which each proxy is authorised to act on his or her behalf. 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.
- (d) Depository Interest Holders may instruct the depository how to vote utilising the CREST electronic voting service. To instruct the depository how to vote or amend an instruction to vote via the CREST system, the CREST message must be received by the issuer's agent, using the Receiving Agent ID RA10, by not less than 72 hours (excluding weekends and bank holidays) before the time of the holding of the Meeting or any adjournment thereof. 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 the issuer's agent is able to retrieve the message. After this time any change of voting instructions through CREST should be communicated to the issuer's agent 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. For further information on CREST procedures, limitations and system timings please refer to the CREST manual (available by logging in at www.euroclear.com).
- (e) Shareholders may also appoint a proxy 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. The proxy deadlines set out in this Notice apply to electronic proxy appointments.
- (f) The register of Directors' interests, copies of all Directors' service contracts and appointment letters, and Memorandum & Articles of Association of the Company will be available for inspection at the registered office of the Company at any time during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) up to and including the date of the Meeting and at the place of the Meeting for 15 minutes prior to, and during, the Meeting.
- (g) As at 30 April 2022 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consisted of 446,265,077 Ordinary Shares, carrying one vote each. No shares are held in treasury. Therefore the total number of voting rights in the Company as at 30 April 2022 is 446,265,077. All resolutions put to the Annual General Meeting shall be decided by poll. This will result in a more accurate reflection of the views of shareholders by ensuring that every vote is recognised, including the votes of all shareholders who are unable to attend the Meeting but who appoint a proxy for the Meeting. On a poll, each shareholder has one vote for every share held.

NOTES cont.

- (h) Members 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.investormeetcompany.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.
- (i) The Company will publish this Notice of Meeting and other relevant information on its corporate website corporate.888.com. Members of the Company can require the publication of a statement on the Company's corporate website, setting out any matter that the members propose to raise at the Meeting, regarding the audit of the Company's accounts that are to be laid before the Meeting, or any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting of the Company.
- (j) Any member has the right to require the Company to give notice of a resolution or other business to be dealt with at the Meeting pursuant to the Gibraltar Listed Companies (Members' Rights) Regulations 2011.

APPENDIX 1

PRINCIPAL TERMS OF THE PROPOSED 888 HOLDINGS PLC SAYE OPTION PLAN (THE "SAYE PLAN")

1. General

The SAYE Plan is a UK tax-advantaged savings-related share option plan which will be operated by the board of the Company, or a sub-committee of the board such as the Remuneration Committee (together, the "Board"). The SAYE Plan is intended to meet the requirements of Schedule 3 of the Income Tax (Earnings and Pensions) Act 2003 ("Schedule 3").

Participants will enter into a savings contract with a certified savings provider. The savings (together with any bonus or interest payable by the savings provider) are used to pay the exercise price of the option.

2. Eligibility

All UK-based employees (including directors working a minimum of 25 hours per week) of 888 Holdings Plc or a nominated subsidiary (together the "Group") are eligible to participate in the SAYE Plan.

The Board may require employees to have completed a minimum qualifying period of employment of up to five years before they are eligible to participate.

Where invitations to apply for the grant of options are made under the SAYE Plan, they must be made to all eligible employees. The Board may, in its discretion, invite other employees and executive directors of any Group company to participate.

3. Invitations and grant of options

Invitations can only be granted during the period of 42 days beginning on: (i) the day of adoption by the Board; (ii) the dealing day after the date on which the Group announces its results for any period; (iii) the day after the lifting of any dealing restrictions which prevent the grant of an award; or (iv) at any other time when the Board considers that circumstances are sufficiently exceptional to justify the grant of awards. No options may be granted after the tenth anniversary of the adoption of the SAYE Plan by the Board.

The grant of an option to an eligible employee may only take place following receipt of a valid application from that employee. Options must be granted not later than 30 days (or where applications are scaled down, 42 days) after the earliest date by reference to which market value was determined for the purpose of setting the exercise price.

Options are personal to the participant and are non-transferable (save in respect of the automatic transfer to a participant's personal representatives on their death) assignable or chargeable and will lapse immediately in the event of any breach of the transfer prohibition.

4. Source of shares

The SAYE Plan allows the exercise of options to be satisfied with newly issued shares, treasury shares or shares which have been purchased in the market (including by the trustee of an employee benefit trust).

5. Dilution limits

The SAYE Plan has limits on the number of new shares which can be issued as a result of the exercise of options granted under the SAYE Plan.

In any rolling 10-year period, the aggregate number of shares issued or remaining capable of being issued pursuant to options granted under the SAYE Plan, or awards under any other employee share plan operated by the Company, will not exceed 10% of the shares in issue at that time.

Insofar as it is necessary to ensure compliance with the guidance included in the remuneration principles issued from time to time by the Investment Association, treasury shares shall count as newly issued shares if used to satisfy such options or awards (although, as the Company is incorporated in Gibraltar, it cannot currently issue treasury shares).

Where shares purchased in the market are used to satisfy such options or awards, these shares will not count as part of the above limit.

APPENDIX 1**PRINCIPAL TERMS OF THE PROPOSED 888 HOLDINGS PLC
SAYE OPTION PLAN (THE "SAYE PLAN") cont.****6. Savings contract**

Any eligible employee who accepts an invitation to participate in the SAYE Plan and be granted an option will need to enter into a savings contract with a certified savings provider for a period set out in the SAYE legislation, currently three or five years. At the end of the savings period, the participant may be entitled to receive a tax-free bonus in addition to the savings contributions made.

Under the savings contract, the employee will need to save a fixed amount between £5 and £500 per month (or such lower maximum limit as is set by the Board in respect of any particular set of invitations to apply for the grant of options). The savings will be deducted from the participant's post-tax salary. The £500 limit will be reduced by contributions made under any other savings contract connected with the SAYE Plan or any other tax-advantaged SAYE scheme in which the employee participates, and the savings which would have been made into a savings contract under the SAYE Plan which the participant has (or is deemed to have) cancelled.

Where the participant cancels their savings contract (or misses such number of contributions that they are deemed to have done so) during the savings period, their option will lapse.

7. Exercise price

The option exercise price in respect of any set of invitations to apply for options is determined by the Board, but will not be less (per share) than:

- 80% of the market value of a share at the date of the relevant invitation; and
- where the option is to be satisfied with a new issue of shares, the nominal value of a share.

8. Exercise of options

During the six-month period following the maturity of the savings contract, the participant may choose to exercise their option at the exercise price to acquire shares up to the total value of their savings contributions (plus any bonus paid thereon). Alternatively, the participant may choose to withdraw their contributions (and any bonus) and not exercise their option.

9. Leaving employment

If the participant ceases to be employed by a member of the Group during the savings period, their option will normally lapse.

If the participant ceases employment:

- due to injury, disability, redundancy, retirement, their employing company ceasing to be under the control of the Company, a TUPE transfer of their employment to a company outside the 888 group, regardless of the length of time they have held the option, or
- for any other reason (other than summary dismissal) where they have held the option for at least three years from the date of grant,

they may exercise their option within six months of the date of cessation to the extent of the savings (and any bonus or interest) accrued to the date of cessation.

Where cessation is due to death of the participant, their personal representatives may exercise the option within 12 months of the date of death to the extent of the savings (and any bonus or interest) accrued before death.

10. Corporate events

In the event of a change of control of the Company (save for an internal corporate re-organisation where the participants are offered the opportunity to exchange existing options for equivalent new options over shares in a new holding company) or a voluntary winding up of the Company, options may be exercised (regardless of the length of time for which they have been held) within a specified time of the relevant event occurring.

In the event of a Company reorganisation or merger, where the shareholders of the acquiring company are substantially the same as the Company shareholders immediately before the change of control no options will be exercisable but will be exchanged for equivalent rights.

Alternatively, by agreement with the acquiring company, participants may, as specified in the rules of the SAYE Plan, release their options in consideration of the grant of options over shares in the acquiring company on the terms and within a period specified by Schedule 3.

11. Variation of share capital

If there is a variation of share capital of the Company due to a capitalisation issue (other than a scrip dividend), rights issue, consolidation, subdivision or reduction of capital or otherwise which affects, or may affect the value of the options, the Board may adjust the exercise price and/or the number or description of shares under option in such manner as the Board considers appropriate, provided any adjustment satisfies the requirements of Schedule 3.

12. Participants' rights

Neither the SAYE Plan nor any options will confer any shareholder rights until the options have been exercised and the participant is registered as the owner of the shares.

Gains made on the exercise of the option will not be taken into account when calculating pensionable remuneration for any pension scheme operated by a member of the 888 group.

Any shares allotted when an option is exercised under the SAYE Plan will rank equally with shares then in issue (except for rights arising by reference to a record date prior to their allotment). The Company will apply for the listing of any newly issued shares.

13. Amendments to the SAYE Plan

The Board may amend the SAYE Plan from time to time provided that (a) such amendments would not prevent the plan from being a Schedule 3 SAYE option scheme and (b) the prior approval of shareholders in general meeting is obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, equity dilution, limits on participation, the overall limits on the issue of shares or the transfer of treasury shares (if permitted by the laws of the jurisdiction in which the Company is incorporated), the basis for determining a participant's entitlement to, and the terms of, the shares to be acquired and the adjustment of options if there is a variation of share capital (except for minor amendments to benefit the administration of the SAYE Plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the plan or for 888 Holdings Plc or any member of the 888 group).

14. Overseas Plans

The directors may establish further schedules to, or new plans based on, the SAYE Plan for non-UK participants, but modified to take of local securities laws, exchange controls or tax laws, provided that the individual limits and dilution limits of the SAYE Plan apply to any awards made under such schedule(s) or plan(s).

This summary does not form part of the rules of the SAYE Plan and should not be taken as affecting the interpretation of its detailed terms and conditions. The directors reserve the right up to the time of the Annual General Meeting to make such amendments and additions to the rules of the SAYE Plan as they consider necessary or desirable provided that such amendments do not conflict in any material respect with this summary.

