



Playtech plc

Notice of Annual General Meeting 2019

To be held at 10.00 a.m. on 15 May 2019 at The Sefton Hotel, Harris Promenade,
Douglas, Isle of Man, IM1 2RW.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a form of proxy in accordance with the instructions printed on the enclosed form.

The form of proxy must be received by no later than 10.00 a.m. on 13 May 2019.

**THIS DOCUMENT AND THE ENCLOSED FORM
OF PROXY IS IMPORTANT AND REQUIRES YOUR
IMMEDIATE ATTENTION.**

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in Playtech plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Playtech plc
Incorporated in the Isle of Man under company number 008505V

Registered office:
Ground Floor
St George's Court
Upper Church Street
Douglas
Isle of Man
IM1 1EE

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TIMETABLE OF EVENTS

Ex-dividend date for final dividend	2 May 2019
Record date for final dividend	3 May 2019
Last date for currency elections	10 May 2019
Final date for receipt of proxies by the registrars	13 May 2019 at 10.00 a.m.
Time and date of the Annual General Meeting	15 May 2019 at 10.00 a.m.
Dividend payment date for final dividend	31 May 2019



Ground Floor
St George's Court
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IM1 1EE

Playtech plc
Registered in the Isle of Man under company number 008505V

9 April 2019

To all Shareholders

Dear Shareholder,

Annual General Meeting

I am pleased to be writing to you with details of the Annual General Meeting of Playtech plc ("Playtech" or the "Company") for 2019 (the "AGM") which we are holding at The Sefton Hotel, Harris Promenade, Douglas, Isle of Man, IM1 2RW on 15 May 2019 at 10.00 a.m.

The formal notice of the AGM is set out on pages 7 to 11 of this document. The AGM is an important opportunity for all shareholders to express their views by raising questions and voting on the matters put to the AGM. Refreshments of tea and coffee will be available from 9.30 a.m. onwards and after the AGM for shareholders if they wish to meet with the Directors in a less formal environment.

If you would like to vote on the resolutions but cannot attend the AGM, please fill in the enclosed Form of Proxy and return it to our registrars as soon as possible. Alternatively, you can register your proxy to vote electronically by logging on to www.investorcentre.co.uk/eproxy. You will need to enter the Control Number, Shareholder Reference number and PIN as shown on your proxy form, or if you are a member of CREST, via Computershare Investor Services (ID3RA50). The registrars must receive your proxy appointment by 10.00 a.m. on 13 May 2019 at the latest.

The explanatory notes in Appendix 2 outline the business to be considered at the AGM.

Actions to be taken in respect of the AGM:

Please check that you have received the following with this document:

- ▶ a form of proxy for use in respect of the AGM;
- ▶ a reply-paid envelope for use in connection with the return of the form of proxy (in the UK only);
- ▶ a currency election form for use if you wish to receive your final dividend in sterling; and
- ▶ a reply-paid envelope for use in connection with the return of the currency election form (in the UK only).

Whether or not you propose to attend the AGM in person, you are strongly encouraged to register a proxy vote by either casting your proxy online as explained in the notes on pages 12 and 13 or by completing, signing and returning your form of proxy in accordance with the instructions printed thereon as soon as possible, but in any event so as to be received by post at Computershare Investor Services (Jersey) Limited c/o, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY or, during normal business hours only, by hand at Computershare Investor Services (Jersey) Limited, c/o, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, in each case by no later than 10.00 a.m. on 13 May 2019. Please note there is a separate envelope (showing the post code BS99 6ZZ) for the currency election form if you wish to use it.

The use of a proxy will enable your vote to be counted at the AGM in the event of your absence. The completion and return of the form of proxy will not prevent you from attending and voting at the AGM, or any adjournment thereof, in person should you wish to do so.

Recommendation

The Directors of the Company believe that all of the resolutions to be put to the AGM are in the best interests of the Company and most likely to promote the success of the Company for the benefit of its members as a whole. Accordingly the Directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings which amount to 187,610 Ordinary Shares representing approximately 0.06% of the existing issued Ordinary Shares.

Yours sincerely

Alan Jackson
Chairman

APPENDIX 1

Biographies of directors seeking re-election

Alan Jackson, Chairman

Alan has over 40 years' experience in the leisure industry. From 1973 to 1991, he occupied a number of positions at Whitbread, both in the UK and internationally, principally as Managing Director of Beefeater Steak Houses and also the Whitbread restaurant division where he was responsible for the creation and development of the Beefeater, Travel Inn and TGI Friday brands and was responsible for Whitbread's international restaurant development. In 1991, he founded Inn Business Group plc, which was acquired by Punch Taverns plc in 1999. He was Chairman of The Restaurant Group plc from 2001 until he retired from this position in 2016. He stepped down from his role as Deputy Chairman and Senior Non-executive Director at Redrow plc in September 2014.

Mor Weizer, Chief Executive Officer

Prior to being appointed CEO in 2007, Mor was the chief executive officer of one of the Group's subsidiaries, Techplay Marketing Limited, which required him to oversee the Group's licensee relationship management, product management for new licensees and the Group's marketing activities. Before joining Playtech, Mor worked for Oracle for over four years, initially as a development consultant and then as a product manager, which involved creating sales and consulting channels on behalf of Oracle Israel and Oracle Europe, the Middle East and Africa. Earlier in his career, he worked in a variety of roles, including as an auditor and financial consultant for PricewaterhouseCoopers and a system analyst for Tadiran Electronic Systems Limited, an Israeli company that designed electronic warfare systems.

Andrew Smith, Chief Financial Officer

Having qualified as a solicitor with Ashurst in 2001, Andrew moved into investment banking, first with ABN AMRO and then with Deutsche Bank, specialising in both the Technology and Leisure sectors. Andrew joined Playtech in 2015 as Head of Investor Relations. Andrew was appointed to the Board in January 2017.

John Jackson, Non-Executive Director

John is a qualified accountant and his previous roles include Group Chief Executive of Jamie Oliver Holdings Limited from 2007 to 2015, Group Retail and Leisure Director of Virgin Group Limited from 1998 to 2007 and Managing Director of Body Shop International from 1988 to 1994. He is currently Non-executive Chairman of Wilko Holdings Limited, Non-executive Chairman of Game Digital plc and Non-executive Chairman of Rick Stein Group.

Claire Milne, Non-Executive Director

Claire has a Master's Degree from the John Hopkins University, Baltimore, is a member of The Law Society of Scotland, is a Manx Advocate and a Writer to Her Majesty's Signet. She is a member of the Institute of Directors, the Licensing Executive Society and the Society for Computers and a General Member of the International Masters of Gaming Law and was Chair of the Isle of Man Gambling Commission between 2007-2012. She is currently a Partner and Team Leader within the Intellectual Property and Science & Technology team for Appleby in the Isle of Man. Claire was appointed to the Board in July 2016.

Susan Ball, Non-Executive Director

Susan is a Chartered Accountant and her previous roles include being a Non-executive Director at Kambi Group plc from 2014 until June 2018 and CFO for Unibet Group plc from 2002 to 2007. She is currently a Non-executive Director at Gambling.com Group plc. Outside the gambling sector, Susan is a Non-executive Director of Bannatyne Group plc. She is a fellow of the ICAEW. Susan was appointed to the Board in August 2018.

Ian Penrose, Non-Executive Director

Ian is a Chartered Accountant and prior to his appointment in September 2018, Ian was CEO of Sportech plc from 2005 to 2017 and served as CEO of Arena Leisure plc from 2001 to 2005. Ian is currently Non-executive Chairman of the National Football Museum and a strategic adviser to Alizeti Capital and Weatherbys Limited.

John Krumins, Non-Executive Director

John joined the Board in April 2019 and is currently the Chairman of Wavex Technology Ltd, which provides IT services support and business service management products to SMEs. He holds an MBA from the Harvard Business School. John's non-executive experience also includes his current role as an Independent Non-executive Director of OrganOx Ltd, his role of Chairman at the Silver Birch Academy Trust and acting as Finance Committee Chairman & Trustee of the Royal Institute of Great Britain.

Anna Massion, Non-Executive Director

Based in the US, Anna joined PAR Capital Management, which has over \$5 billion in assets under management, in 2014, where she is responsible for idea generation and portfolio maintenance. Prior to joining PAR Capital Management, Anna held positions at leading financial institutions including JP Morgan, Marathon Asset Management and Hedgeye Risk Management. Anna was appointed to the Board in April 2019.

Note: As announced on 21 February 2019, Andrew Thomas, Non-executive Director, is stepping down as a director with effect from the date of our annual general meeting on 15 May 2019. Therefore, he will not be offering himself for re-election at the annual general meeting.

APPENDIX 2

Explanatory Notes

Resolution 1 – To receive the Annual Report and Accounts

The Chairman will present to the AGM the accounts and the reports of the directors and the auditors for the year ended 31 December 2018 (the “Annual Report”).

Resolution 2 – Remuneration policy

Although Playtech is incorporated in the Isle of Man the Board applies, on a voluntary basis, the remuneration voting and reporting requirements that would apply to a UK incorporated quoted company of a similar size. In line with the requirements of the UK Companies Act 2006 (the “UK Companies Act”), the Board is seeking shareholder approval for a revised Directors’ remuneration policy (the “Policy”) at this year’s AGM in light of the advisory resolution on the Directors’ remuneration report not being passed by the requisite majority at the 2018 AGM. The Policy is set out in full on pages 99 to 104 of the Annual Report and includes details of the various elements of the remuneration packages available to Directors. The Policy also explains, among other things, the remuneration that would be available to a newly-recruited Director and the potential termination payments that would be made in the event of a Director stepping down from the Board.

The Policy has been the subject of a full review by the Remuneration Committee of the Board and incorporates several changes to the remuneration policy approved by shareholders in 2017. These changes are explained in full on pages 97 to 104 of the Annual Report. The Committee is satisfied that, taking into account these changes, the remuneration framework remains effective in supporting the Company’s strategic objectives, while at the same time bringing the policy into line with current investor expectations and ensuring compliance with the key provisions of the 2018 UK Corporate Governance Code.

Consistent with the UK Companies Act, this resolution is being treated as binding and, if approved, payments to Directors will only be permissible if they are in line with the framework of the Policy. Any payment to a Director which is outside the framework of the Policy will be presented to shareholders for approval by way of a separate resolution.

If the Policy is approved, it will take effect immediately after the date of the AGM and will apply for the next three-year period.

Resolution 3 – Directors’ remuneration report

For UK incorporated companies, there are requirements in relation to the content and approval of the directors’ remuneration report. Although, as an Isle of Man incorporated company, Playtech is not subject to these requirements, the Board considers that shareholders would expect the Company to voluntarily mirror the requirements of the UK Companies Act that apply to a quoted company so far as is practicable. The Board is happy to do so as the Directors consider that the requirements facilitate good corporate governance.

Accordingly, the directors’ remuneration report set out in full on pages 97 to 111 in the Annual Report is in three sections and contains:

- (i) a statement by Ian Penrose, Chair of the Company’s Remuneration Committee;
- (ii) the remuneration policy report containing a presentation of the Policy; and
- (iii) the annual report on remuneration that reports on the implementation of the previous remuneration policy for the year to 31 December 2018 and the planned implementation of the Policy for the year to 31 December 2019. The first and third sections of the report will be put to an advisory shareholder vote pursuant to this Resolution 3.

Resolution 4 – Appointment of auditors and auditors’ remuneration

Resolution 4 proposes the re-appointment of BDO LLP as the Company’s auditors to hold office until the next AGM of the Company and, as is common practice, authorises the directors to set the auditors’ remuneration.

Resolution 5 – Final dividend

The Directors are recommending a final dividend of 12.0 € cents per ordinary share of no par value (“Ordinary Share”) for the year ended 31 December 2018. If shareholders approve this dividend, this will be paid on 31 May 2019 to all holders of Ordinary Shares who were on the register at the close of business on 3 May 2019. If shareholders wish to elect to receive their dividend in Pounds Sterling, they should complete the enclosed currency election form in accordance with its terms and return it by 10 May 2019 to the Company’s registrars, Computershare Investor Services c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ in the envelope provided for this purpose.

APPENDIX 2 cont.

Resolutions 6 to 14 – Re-election of directors

The articles of association of the Company (the “Articles”) state that any director appointed by the Board shall only hold office until the next annual general meeting of the Company following such appointment and shall then be eligible for re-election. As Ian Penrose, Susan Ball, John Krumins and Anna Massion have all been appointed to the Board since the last annual general meeting, they will all retire and offer themselves for election by the shareholders at the AGM.

Although the Articles do not require all of the other Directors to retire and be put up for re-election at the annual general meeting of the Company, in accordance with the provisions of the 2018 UK Corporate Governance Code, all of the other Directors have resolved that they will retire and offer themselves for re-election by shareholders at the AGM with the exception of Andrew Thomas who, as announced on 21 February 2019, is stepping down as a Director with effect from the date of the AGM.

The Board considers that the performance of each Board member continues to be effective, that each member of the Board demonstrates the commitment required to continue in their present roles, and accordingly supports each Director’s re-election.

Biographical details of the Directors can be found in Appendix 1 and further details of their skills and experience, and representation on the Board committees, on pages 86 and 87 of the Annual Report.

Resolution 15 – Power of Directors to allot shares etc

The Articles provide that the Directors may only allot Ordinary Shares or grant rights to subscribe for or convert securities into Ordinary Shares if authorised to do so by an Ordinary Resolution. At the last annual general meeting of the Company held on 16 May 2018, the Directors were given authority to allot Ordinary Shares and grant rights to subscribe for or to convert securities into Ordinary Shares. The authority granted at the last annual general meeting is due to expire at the conclusion of this year’s meeting.

The Investment Association (“IA”) guidelines on authority to allot shares state that IA members will permit, and treat as routine, resolutions seeking to allot shares representing approximately one-third of the number of Ordinary Shares in issue. In addition, IA members will treat as routine a request for authority to allot shares representing approximately an additional one-third of the number of Ordinary Shares in issue provided that it is only used to allot shares pursuant to a pre-emptive rights issue.

Accordingly, the authority in Resolution 15, paragraph (a) will allow the Directors to allot up to 103,952,174 Ordinary Shares in the Company or grant rights to subscribe for, or convert any security into, such number of Ordinary Shares in the Company, representing approximately one-third of the Company’s issued ordinary share capital as calculated as at 5 April 2019 (being the latest practicable date prior to publication of this notice). The authority in Resolution 15, paragraph (b) will allow the Directors to allot a further 103,952,174 Ordinary Shares or grant rights to subscribe for, or convert any security into, such number of Ordinary Shares in the Company representing approximately one-third of the Company’s issued Ordinary Shares as calculated as at 5 April 2019 (being the latest practicable date prior to publication of this notice), but only in connection with a pre-emptive rights issue.

The power conferred by this resolution will expire at the conclusion of the next annual general meeting of the Company or, if sooner, 15 months after the date of the passing of the resolution.

The Directors have no present intention of exercising this authority. However, it is considered prudent to maintain the flexibility that this authority provides. The Directors intend to renew this authority annually.

Resolutions 1 to 15 will be proposed as ordinary resolutions and will require more than half of the votes cast at the AGM to be in favour of the resolution to be passed.

Resolution 16 and 17 – Disapplication of pre-emption rights

Under article 6 of the Articles, if the Directors wish to exercise the authority under Resolution 15 to offer Ordinary Shares or grant rights to subscribe for, or convert any security into, Ordinary Shares or to sell any Ordinary Shares which the Company may purchase and elect to hold as treasury shares (to the extent relevant and subject to Resolution 20 being passed) for cash (other than pursuant to a Company share scheme), they must first be offered to existing shareholders pro-rata to their holdings. There may be occasions, however, when it is in the Company’s interests for the Directors to have the flexibility to finance business opportunities by allotting new Ordinary Shares (or granting rights to subscribe for, or convert securities into, Ordinary Shares) for cash or selling treasury shares (to the extent relevant and subject to Resolution 20 being passed) for cash without a fully pre-emptive offer to existing shareholders. It is therefore proposed to grant the Directors authority to allot Ordinary Shares (or to grant rights to subscribe for, or convert securities into, Ordinary Shares) for cash or to sell treasury shares for cash without such securities first being required to be offered to existing shareholders.

Resolution 16 would, if passed, allow the Directors to allot new Ordinary Shares (or to grant rights to subscribe for, or convert securities into, Ordinary Shares) for cash or to sell treasury shares (to the extent relevant and subject to Resolution 20 being passed) for cash:

- (a) in favour of existing shareholders in proportion to their shareholdings (subject to certain exclusions) in order to allow the Directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders; or
- (b) otherwise up to 15,592,826 Ordinary Shares, which is equivalent to approximately 5% of the issued ordinary share capital of the Company (excluding treasury shares) on 5 April 2019 (being the latest practicable date prior to the publication of this notice).

Resolution 17 is in addition to Resolution 16 and is limited to the allotment of new Ordinary Shares (or the grant of rights to subscribe for, or convert securities into, Ordinary Shares) for cash or to sell treasury shares (to the extent relevant and subject to Resolution 20 being passed) for cash up to a total of 15,592,826 Ordinary Shares, which represents a further 5% (approximately) of the issued ordinary share capital of the Company (excluding treasury shares) on 5 April 2019 (being the latest practicable date prior to the publication of this notice). This further authority may only be used for an allotment of new Ordinary Shares (or the grant of rights to subscribe for, or convert securities into, Ordinary Shares) for cash or to sell treasury shares for cash for the purposes of financing (or refinancing, if this authority is used within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Pre-Emption Group's Statement of Principles as most recently published prior to 5 April 2019 (being the latest practicable date prior to the publication of this notice).

The authority sought and the limits set by Resolutions 16 and 17 will expire at the conclusion of the next annual general meeting of the Company or, if sooner, 15 months after the date of the passing of the resolution.

The Directors have no present intention to exercise the authorities conferred by these resolutions. However, it is considered prudent to maintain the flexibility that these authorities provide. The Directors intend to renew these authorities annually.

Resolution 18 – Purchase of own shares

This resolution seeks authority for the Company to make market purchases of its own Ordinary Shares and is proposed as a special resolution. If passed, the resolution gives authority for the Company to purchase up to 31,185,652 of its Ordinary Shares, representing just under 10% of the Company's issued Ordinary Share capital as at 5 April 2019 (being the latest practicable date prior to the publication of this notice).

The resolution specifies the minimum and maximum prices which may be paid for any Ordinary Shares purchased under this authority. The power conferred by this resolution will expire at the conclusion of the next annual general meeting of the Company or, if sooner, 15 months after the date of the passing of the resolution.

On 21 February 2019, the Company announced its revised shareholder distribution policy ("Distribution Policy"). In order to maximise efficiency of shareholder returns, and following shareholder feedback, under the Distribution Policy the Company will balance future shareholder distributions between dividends and share repurchases. Following the adoption of this policy, the Directors approved an initial share repurchase programme of €40m via an irrevocable, non-discretionary arrangement with its corporate brokers, Goodbody and UBS, which will conclude on 15 May 2019. Going forward, the Directors may exercise the authority to purchase Ordinary Shares granted by this resolution, but will only do so where they consider that such purchases will be in the best interests of shareholders generally and in line with the Distribution Policy.

As at the date of this notice, the Company must cancel any shares it purchases under this authority, as the Articles do not allow the Company to hold shares in treasury at this time. However, pursuant to Resolution 20 below, the Company is proposing to make amendments to its Articles to include the power for the Company to hold shares in treasury. If such resolution is passed, the Company will be allowed to cancel shares which have been purchased or hold them as treasury shares (subject to any applicable limits) and either resell them for cash, cancel them at a point in the future, or transfer them to an employee share scheme. The Directors believe that it is desirable for the Company to have this choice. The decision whether to cancel any shares purchased by the Company or hold such shares as treasury shares will be made by the Directors at the time of purchase, on the basis of the Company's and the shareholders' best interests. Please see the explanatory notes regarding Resolution 20 below for further details regarding the treasury shares.

On 5 April 2019, (being the latest practicable date prior to the publication of this notice) the total number of options to subscribe for Ordinary Shares in the Company amounted to 5,542,741. This represented 1.77% of the Company's issued Ordinary Shares on that date. If the authority to purchase shares proposed by this resolution was exercised in full these options would represent 1.97% of the issued Ordinary Shares as at 5 April 2019 (being the latest practicable date prior to the publication of this notice). The Company does not have any outstanding share warrants.

Resolutions 19 to 21 – Amendments to the Articles of Association

Resolutions 19 to 21, which will all be proposed as special resolutions, propose that certain amendments are made to the Articles to incorporate provisions that are considered beneficial for the Company.

Regulation of Gaming Activities

Licensing and regulatory authorities in jurisdictions where the Company or members of its group have applied for, or may in the future apply for, a licence have broad powers to request or require the reporting of various detailed information from, and/or to approve the qualification or suitability for licensing of, online betting and gaming operators, including their directors, management and the holders of legal and/or beneficial interests in their shares. In some jurisdictions (including the State of New Jersey, where the Company has applied for a gaming licence from the New Jersey Division of Gaming Enforcement), these authorities may impose such information sharing and filing requirements on a continuous and ongoing basis. These requests may be submitted by regulators in regards to the holders of interests in shares, whether legal and/or beneficial, or other securities in betting and gaming operators, as well as against the betting and gaming operators themselves, their directors and management. In some circumstances, the purpose of the exercise of powers by licensing or regulatory authorities may be to identify shareholders and directors whose involvement with the licensed entity the licensing or regulatory authority considers unacceptable because such persons are not suitable directors, managers or shareholders to have a direct or indirect financial interest in, or influence over, a betting and gaming operator in such jurisdiction.

Any failure by the Company, its group, its directors, its management or, as applicable, any holder of (or proposed investor in) an interest in Ordinary Shares to satisfactorily comply with such requests could result in the relevant licensing or regulatory authority taking adverse action against the Company or any member of its group in that jurisdiction, which may include the suspension or revocation of licences and/or the imposition of fines, which could have a material adverse effect on the operations, financial performance and prospects of the Company.

APPENDIX 2 cont.

To address the various requirements referred to above and in order to mitigate any potential adverse or disciplinary action imposed by the relevant licensing or regulatory authority, it is proposed that the Articles be amended to contain additional provisions similar to those which are contained within the articles of association of other companies in the gambling industry, namely to permit the Company to (i) restrict the voting or distribution rights attaching to Ordinary Shares or (ii) compel the sale of Ordinary Shares if a "Shareholder Regulatory Event" (as defined in the Articles (as amended)) occurs. A Shareholder Regulatory Event would occur if a holder of legal and/or beneficial interests in Ordinary Shares does not satisfactorily comply with a regulator's request(s) and/or the Company's request(s) in response to regulatory action and/or the regulator considers that such shareholder may not be suitable (a determination which in all practical effects is at the sole discretion of such regulator) to be the holder of legal and/or beneficial interests in Ordinary Shares. Accordingly, as a result of these proposed amendments, to the extent a relevant threshold of ownership is passed, or to the extent any shareholder may be found by any such regulator to be able to exercise significant or relevant financial influence over the Company and is indicated by a regulator to be unsuitable, a holder of an interest in Ordinary Shares may be subject to such restrictions or compelled to sell its Ordinary Shares (or have such Ordinary Shares sold on its behalf).

The full text of the proposed new article is set out in resolution 19 of the notice of AGM.

Treasury Shares

Under the UK Companies Act, UK incorporated companies have the ability to hold shares purchased as treasury shares (rather than cancelling them immediately on repurchase). For Isle of Man incorporated companies however, the power to hold shares in treasury would need to be specifically contained in the Articles. As at the date of this notice, the Articles do not allow the Company to hold shares in treasury and the Company must therefore immediately cancel any shares it purchases. In order to bring the Company, which is Isle of Man incorporated, in line with the position for UK incorporated companies, this resolution seeks an amendment to the Articles to allow the Company to hold shares purchased or otherwise acquired by the Company in treasury.

Holding purchased or otherwise acquired shares as treasury shares will give the Company the ability to resell or transfer them quickly and cost-effectively, or the option of cancelling them at a point in the future or transferring them to an employee share scheme, and will provide the Company with additional flexibility in the management of its capital base. No dividends will be payable on, and no voting rights will be exercisable in respect of, treasury shares (although any shares transferred to and held within an employee share scheme will not be caught by such restrictions).

The full text of the proposed new article is set out in resolution 20 of the notice of the AGM.

Increase in cap on aggregate amount of Directors fees permitted under the Articles

Since the Company's last annual general meeting, we have seen a significant evolution of the Company's Board. The two appointments made in April 2019 follow the appointments made in August 2018 and September 2018. The current Articles provide that the directors shall be entitled to receive by way of fees for their services as directors (in addition to fees paid for employment or executive services) such sum as the Board may from time to time determine, provided that, in aggregate for all Directors, such amount shall not exceed £1,000,000 (one million pounds) per annum or such greater sum as the Company in general meeting shall from time to time determine by Ordinary Resolution.

In order to allow for the increased number of board members and to allow for flexibility for potential appointments in the future, resolution 21 in the notice of the AGM will provide for an increase in the current figure of £1,000,000 (one million pounds) to £1,500,000 (one million five hundred thousand pounds) in aggregate for all Directors.

The full text of the proposed new article is set out in resolution 21 of the notice of the AGM.

A copy of the Articles (including a copy marked up to show the proposed amendments) is available on the Company's website www.playtech.com and will also be made available for inspection at the Company's registered office at Ground Floor, St George's Court, Upper Church Street, Douglas, Isle of Man, IM1 1EE and at the offices of Bryan Cave Leighton Paisner LLP at Adelaide House, London Bridge, London EC4R 9HA during normal business hours on any business day until the close of the AGM and will be available at the AGM venue itself for at least 15 minutes prior to the AGM until the conclusion of the meeting.

Resolutions 16 to 21 will be proposed as special resolutions and require that 75% or more of the votes cast at the AGM must be in favour of the resolution for it to be passed.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (the “AGM”) of Playtech plc (the “Company”) will be held at The Sefton Hotel, Harris Promenade, Douglas, Isle of Man, IM1 2RW on 15 May 2019 at 10.00 a.m. for the following purposes:

Ordinary resolutions

To consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive the Company's accounts, the directors' reports and auditors' report thereon for the financial year ended 31 December 2018.
2. To approve the revised remuneration policy, details of which are set out on pages 99 to 104 of the Company's annual report and accounts for the financial year ended 31 December 2018.
3. To approve the directors' remuneration report, excluding the directors' remuneration policy, in the form set out on pages 97 to 111 of the Company's annual report and accounts for the financial year ended 31 December 2018.
4. To re-appoint BDO LLP as auditors of the Company to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company and to authorise the Directors to determine the auditor's remuneration.
5. To approve the payment of a final dividend for the year ended 31 December 2018 of 12.0 € cents per ordinary share of no par value (“Ordinary Shares”) payable to those shareholders on the register of members of the Company at the close of business on 3 May 2019.
6. To re-elect John Jackson as a director of the Company.
7. To re-elect Claire Milne as a director of the Company.
8. To elect Susan Ball as a director of the Company.
9. To elect Ian Penrose as a director of the Company.
10. To elect John Krumins as a director of the Company
11. To elect Anna Massion as a director of the Company
12. To re-elect Alan Jackson as a director of the Company.
13. To re-elect Andrew Smith as a director of the Company.
14. To re-elect Mor Weizer as a director of the Company.
15. THAT, pursuant to and for the purposes of, article 5 of the Company's articles of association (the “Articles”), the directors be and are generally and unconditionally authorised to exercise all the powers of the Company to allot:
 - (a) Ordinary Shares and to grant rights to subscribe for or to convert any security into Ordinary Shares in the Company, up to an aggregate number of 103,952,174 Ordinary Shares; and
 - (b) in connection with a rights issue, Ordinary Shares and to grant rights to subscribe for or to convert any security into Ordinary Shares, up to an aggregate number of 103,952,174 Ordinary Shares,

provided that the authority conferred by this resolution shall expire at the conclusion of the next annual general meeting of the Company or, if shorter, 15 months after the date of the passing of this resolution, save that the Company may, before such expiry, make offers or agreements which would or might require Ordinary Shares to be allotted or rights to subscribe for or convert securities into Ordinary Shares to be granted after such expiry and the directors may allot Ordinary Shares or grant rights to subscribe for or convert any security into Ordinary Shares pursuant to any such offer or agreement as if this authority had not expired, where “rights issue” means an offer to:

- (i) holders of Ordinary Shares in proportion (as nearly as practicable) to the respective number 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,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or by virtue of shares being represented by depositary receipts or any other matter.

NOTICE OF ANNUAL GENERAL MEETING cont.

Special resolutions

To consider and, if thought fit, pass the following resolutions which will be proposed as special resolutions:

16. THAT, subject to and conditional on the passing of resolution 15, the directors of the Company be authorised to allot equity securities (as defined in the Articles) for cash under the authority conferred by resolution 15 and/or to sell Ordinary Shares held by the Company as treasury shares for cash, in each case free from the restriction in Article 6.1 provided that such authority is limited to:

- (a) the allotment of equity securities in connection with a rights issue (as defined in resolution 15) or any other pre-emptive offer; and
- (b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate number of 15,592,826 Ordinary Shares,

and such authority, unless renewed, shall expire at the end of the next annual general meeting of the Company or, if earlier, 15 months after the date of the passing of this resolution but, in each case, shall extend to the making or entering into, before such expiry, of an offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the directors of the Company may allot equity securities (and sell treasury shares) pursuant to such offer or agreement as if this authority had not expired.

17. THAT, subject to and conditional on the passing of resolution 15, the directors of the Company be authorised in addition to any authority granted under resolution 16 to allot equity securities for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash, in each case free from the restriction in Article 6.1 provided that such authority is:

- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate number of 15,592,826 Ordinary Shares; and
- (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 directors 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,

and such authority, unless renewed, shall expire at the end of the next annual general meeting of the Company or, if earlier, 15 months after the date of the passing of this resolution but, in each case, shall extend to the making or entering into, before such expiry, of an offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the directors of the Company may allot equity securities (and sell treasury shares) pursuant to such offer or agreement as if this authority had not expired.

18. THAT, pursuant to and for the purposes of article 15.1(b)(iii) of the Articles, the Company generally and unconditionally be authorised to make market purchases (within the meaning of section 693(4) of the UK Companies Act 2006) of Ordinary Shares provided that:

- (a) the maximum aggregate number of Ordinary Shares that may be purchased is 31,185,652;
- (b) the minimum price (excluding expenses) which may be paid for each Ordinary Share is £0.01;
- (c) the maximum price (excluding expenses) which may be paid for each Ordinary Share is the higher of:
 - (i) 105% of the average market quotation for an Ordinary Share, as derived from the London Stock Exchange Daily Official List, for the five business days prior to the day the purchase is made; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System; and
- (d) the authority conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Company) on the date being 15 months after the passing of this resolution or, if earlier, at the conclusion of the Company's next annual general meeting save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase Ordinary Shares which will or may be executed wholly or partly after the expiry of such authority.

19. THAT, with effect from the end of this AGM, the Articles be amended by the addition of the following articles after article 163:

REGULATION OF GAMING ACTIVITIES

Suspension of rights of members and mandatory sale of shares

- 164 If the Company determines that a Shareholder Regulatory Event (as defined in Article 168 below) has occurred, it may, in its absolute discretion and at any time, by notice in writing to a holder of any shares in the Company to whom the Shareholder Regulatory Event relates (or to whom the Company reasonably believes it relates) or in whose shares a person is interested to whom the Shareholder Regulatory Event relates (or to whom the Company reasonably believes it relates), suspend with immediate effect (or with effect from such date as the notice may specify) all or some (as the notice specifies) of the following rights attaching to all or some (as the notice specifies) of the shares held by that holder of shares in the Company:
- (a) the right to attend and to speak at meetings of the Company and to vote either personally or by proxy at a general meeting or to demand a poll exercisable in respect of the shares;
 - (b) the right to receive any payment or distribution (whether by way of dividend or otherwise); and
 - (c) the right to the issue of further shares or other securities in respect of the shares.
- 165 If the Company determines that a Shareholder Regulatory Event has occurred, it may, in its absolute discretion and at any time, by notice in writing (a "**Disposal Notice**") to a holder of any shares in the Company to whom the Shareholder Regulatory Event relates (or to whom the Company reasonably believes it relates) or in whose shares a person is interested to whom the Shareholder Regulatory Event relates (or to whom the Company reasonably believes it relates), require the recipient of the Disposal Notice or any person named therein as interested in (or reasonably believed to be interested in) shares of the Company held by the recipient of the notice (an "**interested person**") to dispose of all or some (as the notice specifies) of the shares held by the recipient of the notice or the interest held by any interested person named in the Disposal Notice (as the notice specifies) and for evidence in a form satisfactory to the Company that such disposal shall have been effected to be supplied to the Company within 14 days from the date of the Disposal Notice or within such other period as the Company (in its absolute discretion) considers reasonable. The Company may withdraw a Disposal Notice so given whether before or after the expiration of the period referred to therein if it appears to the Company that the grounds or purported grounds for its service do not exist or no longer exist.
- 166 If a Disposal Notice is not complied with in accordance with its terms or otherwise not complied with to the satisfaction of the Company within the time specified, and has not been withdrawn, the Company shall in its absolute discretion be entitled, so far as it is able, to dispose of the shares specified in the Disposal Notice at the best price reasonably obtainable in all the circumstances and shall give written notice of any such disposal to those persons on whom the Disposal Notice was served, subject to complying with all applicable law and regulation, the Company itself may acquire the shares. Any such disposal by the Company shall be completed as soon as reasonably practicable after the expiry of the time specified in the Disposal Notice provided that a disposal may be suspended during any period when dealings by the Directors in the Company's shares are not permitted by applicable law or regulation but any disposal so suspended shall be completed within 30 days after the expiry of the period of such suspension.
- 167 Neither the Company nor any director, officer, employee or agent of the Company shall be liable to any holder of or any person having any interest in the shares disposed of in accordance with Articles 164 to 166 (inclusive) or to any other person provided that, in disposing of such shares, the Company acts in good faith within the period specified in this above. For the purpose of effecting any disposal of shares held in uncertificated form which were the subject of a Disposal Notice, the Company may make such arrangements on behalf of the registered holder of the shares as it may think fit to transfer title to those shares through a relevant system (as defined in the Uncertificated Regulations). For the purpose of effecting any disposal of shares held in certificated form which were the subject of a Disposal Notice, the Company may authorise in writing any director, officer, employee or agent of the Company to execute any necessary transfer instrument on behalf of the registered holder(s) and may issue a new share certificate or other document of title to the purchaser and enter the name of the transferee in the register of members. The net proceeds of such disposal shall be received by the Company whose receipt shall be a good discharge for the purchase money and shall be paid (without any interest being payable thereon) to the former registered holder upon surrender by him of the share certificate or other document of title in respect of the shares sold and formerly held by him. The transferee shall not be bound to see the application of such proceeds and once the name of the transferee has been entered in the register of members in respect of the shares, the validity of the transfer shall not be questioned. Any delay on the part of the Company in the performance of the provisions of Articles 164 to 166 (inclusive) shall not in any way invalidate the transfer of any shares made hereunder or any other steps undertaken in connection therewith. Save as otherwise specifically provided by Articles 164 to 166 (inclusive) the manner, timing and terms of any disposal by the Company shall be determined by the Company and the Company may take advice from such persons as are considered by it to be appropriate as to such manner, timing and terms and shall not be liable to any person for the consequences of reliance on such advice.

NOTICE OF ANNUAL GENERAL MEETING cont.

168 For the purposes of Articles 164 to 167 (inclusive) a “**Shareholder Regulatory Event**” occurs if:

- (a) a Gaming Regulatory Authority informs the Company or any member of its Group that any holder of any shares in the Company or any person interested or believed to be interested in shares of the Company is for whatever reason:
 - (i) unsuitable to be a holder of or person interested in shares of the Company;
 - (ii) not licensed or qualified to be a holder of or person interested in shares of the Company; or
 - (iii) disqualified as a holder of or person interested in shares of the Company,under any legislation regulating the operation of any betting, gaming or lottery activity or any activity ancillary or related thereto undertaken or to be undertaken by the Company or any member of its Group or any other company, partnership or other business entity in which the Company or any member of its Group is interested;
- (b) a Gaming Regulatory Authority by reason, in whole or in part, of the interest of any person or persons (direct or indirect) in shares of the Company (or by its belief as to the interest of any person or persons in such shares) has:
 - (i) refused or indicated to the Company or any member of its Group or any other company, partnership or other business entity in which the Company or any member of its Group is interested that it will or is likely to or may refuse;
 - (ii) revoked or cancelled or indicated to the Company or any member of its Group or any other company, partnership or other business entity in which the Company or any member of its Group is interested that it will or is likely to or may revoke or cancel;
 - (iii) opposed or indicated to the Company or any member of its Group or any other company, partnership or other business entity in which the Company or any member of its Group is interested that it will or is likely to or may oppose; or
 - (iv) imposed any condition or limitation which may have a material adverse impact upon the operation of any betting, gaming or lottery activity or any activity ancillary or related thereto undertaken or to be undertaken by the Company or other entity in which the Company or any member of its Group is interested, or upon the benefit of which the Company or any other member of its Group derives or is likely to derive from the operation by any other member of its Group or any other company, partnership, body corporate or other entity in which the Company or any member of its Group is interested in any betting, gaming or lottery activity or any activity ancillary or related thereto or indicated to the Company or any member of its Group or any such other company, partnership, body corporate or other entity that it will or is likely to or may impose any such condition or limitation, in relation to,

the grant, renewal, or the continuance of any registration, licence, waiver, approval, finding of suitability, consent or certificate required by any legislation regulating (or code of conduct or practice recognised or endorsed by the Gaming Regulatory Authority relevant to) the operation of any betting, gaming or lottery activity or any activity ancillary or related thereto undertaken or to be undertaken by the Company or any member of its Group or any other company, partnership or other business entity in which the Company or any member of its Group is interested, which is held by or has been applied for by the Company or any member of its Group or other such person.

169 For the purpose of Articles 164 to 168 (inclusive):

- (a) the Company may, in determining the reason for any action or potential action of a Gaming Regulatory Authority, have regard to any statements or comments made by any members, officers, employees or agents of the Gaming Regulatory Authority whether or not such statements or comments form part of or are reflected in any official determination issued by the Gaming Regulatory Authority, and may act notwithstanding any appeal in respect of the decision of any Gaming Regulatory Authority;
- (b) a “**Gaming Regulatory Authority**” means any authority wherever located (whether a government department, independent body established by legislation, a self-regulating organisation, court, tribunal, commission, board, committee or otherwise) vested with responsibility (with or without another or others) for the conduct of any betting, gaming or lottery activity or any activity ancillary or related thereto;
- (c) the Board may exercise the powers of the Company and, for the avoidance of doubt, any powers, rights or duties conferred by Articles 164 to 168 (inclusive) on the Company and exercisable by the Board can be exercised by a duly authorised committee of the Board or any person(s) to whom authority has been delegated by the Board or any such committee of the Board, as applicable;
- (d) any resolution or determination of, or any decision or the exercise of any discretion or power under Articles 164 to 168 (inclusive) by, the Company, the Board, a duly authorised committee of the Board or any person to whom authority has been delegated thereby shall be final and conclusive and binding on all concerned, and neither the Company, the Board nor any person acting under the authority thereof shall be obliged to give any reason(s) therefore;
- (e) “**interested**” in relation to the Company’s shares shall be construed in accordance with sections 820 to 825 of the UK 2006 Companies Act;
- (f) betting, gaming or lottery activity or any activity ancillary or related thereto includes (but is not limited to) the provision of online services to customers in connection with such activity or activities and shall include the provision of financial services; and
- (g) references to the “**Group**” are to the Company and its subsidiary undertakings (as defined in s162 of the UK 2006 Companies Act).

20. THAT, with effect from the end of this AGM, Article 15.1(g) of the Articles be deleted in its entirety and replaced with the following new Article 15.1(g):

“Any shares purchased or otherwise acquired by the Company pursuant to this Article 15.1 may, at the discretion of the Board, be cancelled immediately on acquisition or held by the Company in treasury in accordance with the Companies Act 2006 (Treasury Share) Regulations 2014 (as may be amended or replaced from time to time).”

21. THAT, with effect from the end of this AGM, Article 95 of the Articles be amended by deleting the words “£1,000,000 (one million pounds)” and replacing them with the words “£1,500,000 (one million five hundred thousand pounds)”.

Voting on all resolutions will be by way of a poll.

BY ORDER OF THE BOARD

Brian Moore
Company Secretary

Ground Floor
St George's Court
Upper Church Street
Douglas
Isle of Man

9 April 2019

Registered in Isle of Man number 008505V

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1. Pursuant to Regulation 22 of the Uncertificated Securities Regulation 2006 (Isle of Man), only those holders of Ordinary Shares registered in the register of members of the Company as at 6.00 p.m. on 13 May 2019 (or 6.00 p.m. on the day that is two days before any adjourned meeting) shall be entitled to attend (either in person or by proxy) and vote at the AGM, or any adjourned meeting, in respect of the number of shares registered in their names at that time. Any changes to the register of members after 6.00 p.m. on 13 May 2019 (or 6.00 p.m. on the day that is two days before any adjourned meeting) shall be disregarded in determining the right of any person to attend and vote at the AGM.
2. Information regarding the AGM, including a copy of the annual report and accounts for the financial year ended 31 December 2018 posted with this notice, is available from the Company's website at www.playtech.com.
3. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM and you should have received a proxy form with this notice of AGM. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
4. A form of proxy is enclosed with this notice for use in connection with the business set out above. To be valid, forms of proxy and any power of attorney or other authority under which it is signed must be lodged with Computershare Investor Services (Jersey) Limited, c/o, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible but in any event must be received not later than 10.00 a.m. on 13 May 2019 (or, if the AGM is adjourned, not later than 48 hours before the time fixed for the adjourned AGM). Completion and return of a form of proxy does not preclude a member from attending and voting at the AGM or at any adjournment thereof in person.
5. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.
6. As an alternative to completing and returning the printed form of proxy, you may submit your proxy electronically by accessing www.investorcentre.co.uk/eproxy. For security purposes, you will be asked to enter the control number, your shareholder reference number (SRN) and personal identification number (PIN) to validate the submission of your proxy online. The control number and members' individual SRN and PIN numbers are shown on the printed form of proxy or email notification. For further information, see the instructions printed on the form of proxy.
7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Ltd's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for the AGM. 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 by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
9. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Ltd does not make available special procedures in CREST for any particular message. Normal systems timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions.
10. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitation of the CREST systems and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 18(4)(a) of the Uncertificated Securities Regulations 2006 (Isle of Man).
11. A corporation which is a member may by resolution of its directors or other governing body authorise one or more persons to act as its representative who may exercise, on its behalf, all its powers as a member, provided that they do not do so in relation to the same shares. A certified copy of any such resolution must be deposited at the registered office of the Company not less than 48 hours before the time appointed for the AGM to be valid.

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12. Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that the shareholders subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company, including the lodgement of an electronic proxy form, that is found to contain any virus will not be accepted.
 13. As at 5.00 p.m. on 5 April 2019, the Company's issued share capital comprised 311,856,522 Ordinary Shares. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5 p.m. on 5 April 2019 is 311,856,522. The website referred to in note 2 will include information on the number of shares and voting rights.
 14. Voting on all resolutions will be conducted by way of a poll rather than on a show of hands as this is considered by the Board to reflect the views of shareholders more accurately. As soon as practicable, following the AGM the results of voting at the AGM and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of each resolution will be announced via a Regulatory Information Service and also placed on the Company's website referred to at note 2 above.
 15. The following documents will be available for inspection at Ground Floor, St George's Court, Upper Church Street, Douglas, Isle of Man, IM1 1EE from 9 April 2019 until the time of the AGM and at the AGM venue itself for at least 15 minutes prior to the AGM until the end of the AGM:
 - (a) Copies of the service contracts of executive directors of the Company;
 - (b) Copies of the letters of appointment of the Non-executive Directors of the Company; and
 - (c) Copies of the existing and proposed new articles of association of the Company.
 16. A copy of the existing and proposed new articles of association of the Company will also be available for inspection at the offices of Bryan Cave Leighton Paisner LLP at Adelaide House, London Bridge, London EC4R 9HA during normal business hours until the end of the AGM.
 17. Except as provided above, members who have general queries about the AGM should use the following means of communication (no other methods of communication will be accepted) calling our shareholder helpline on +44 (0)370 707 4040. You may not use any electronic address provided either:
 - (a) in this notice of annual general meeting; or
 - (b) any related documents (including the chairman's letter and proxy form), to communicate with the Company for any purpose other than those expressly stated.

