

Playtech plc
Notice of Annual General Meeting 2023



To be held at 10.00 a.m. on 24 May 2023 at Ground Floor, Midcity Place, 71 High Holborn, London WC1V 6EA.

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 22 May 2023.

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

Final date for receipt of proxies by the registrars	22 May 2023 at 10.00 a.m.
Time and date of the Annual General Meeting	24 May 2023 at 10.00 a.m.

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

26 April 2023

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 2023 (the "**AGM**" or "**Meeting**"), which will be held at Ground Floor, Midcity Place, 71 High Holborn, London WC1V 6EA on 24 May 2023 at 10.00 a.m.

The formal notice of the AGM (the "**Notice of Annual General Meeting**") is set out on pages 5 and 6 of this document.

If you would like to vote on the resolutions, please fill in the enclosed form of proxy appointing the Chairman of the Meeting as your proxy with your voting instructions and return it to our registrars, Computershare, 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 Personal Identification Number ("**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 22 May 2023 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:

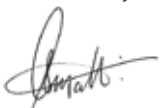
- a form of proxy for use in respect of the AGM; and
- a reply-paid envelope for use in connection with the return of the form of proxy (in the UK only).

You are strongly encouraged to register a proxy vote by either casting your proxy online as explained in the notes on pages 7 and 8 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 by no later than 10.00 a.m. on 22 May 2023.

Recommendation:

The Directors of the Company consider that all the proposals to be considered at the AGM are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. 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 407,050 ordinary shares representing approximately 0.13% of the existing issued ordinary shares.

Yours sincerely



Brian Mattingley
Chairman

Appendix 1

Biographies of Directors seeking election and re-election

Brian Mattingley, Non-executive Chairman

Brian was appointed to the Board as Group Chairman in June 2021.

Brian first joined 888 Holdings in 2005 as a Non-executive Director, before being appointed CEO in March 2012, and was Non-executive Chairman in March 2016 until he stepped down in 2021. Prior to 888, Brian was CEO of Gala Regional Developments, and held senior roles with Gala Group, Ritz Bingo, Kingfisher plc and Dee Corporation plc.

Mor Weizer, Chief Executive Officer

Mor was appointed as Playtech's Chief Executive Officer in May 2007.

Prior to being appointed CEO, 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 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.

Chris McGinnis, Chief Financial Officer

Chris was appointed as Playtech's Chief Financial Officer in November 2022.

Chris started his career at Deloitte in Canada where he qualified as a Chartered Professional Accountant (CPA). He then worked in Equity Research for UBS in Canada and Bank of America Merrill Lynch in the UK. Prior to being appointed CFO in 2022, Chris was Director of Investor Relations. Prior to joining Playtech, Chris was Head of Corporate Strategy at software company Temenos. Chris is also a Chartered Financial Analyst (CFA) charterholder.

Ian Penrose, Senior Independent Non-executive Director

Ian was appointed to the Board in September 2018.

Ian is currently Non-executive Director of ASX listed data encryption, privacy and evaluation business IXUP Limited, a Non-executive Director of Chicago-based streaming technology business Phenix Real Time Solutions Inc., and a Non-executive Director of Weatherbys Limited, providing technology solutions and administrative functions to the global horseracing industry (together with its technology partnership with the British Horseracing Authority, Racing Digital Ltd). Prior to his appointment, Ian was CEO of Sportech plc from 2005 to 2017 and served as CEO of Arena Leisure plc from 2001 to 2005. Last year, Ian retired as Chairman of the National Football Museum, having been a trustee for over a decade.

Anna Massion, Non-executive Director

Anna was appointed to the Board in April 2019.

Anna worked in Investment Banking and Asset Management for over 15 years and is widely respected as a global gambling industry expert. During her time at PAR Capital Management, Anna was responsible for idea generation and portfolio maintenance. Prior to joining PAR, Anna held positions at leading financial institutions including JP Morgan, Marathon Asset Management and Hedgeye Risk Management. Anna is currently a Non-executive Director of AGS, LLC, Betmakers Technology Group Ltd, Artemis Strategic Investment Corporation and Gaming Realms plc.

John Krumins, Non-executive Director

John was appointed to the Board in April 2019.

John's significant non-executive experience includes his current role, and previously at Hogg Robinson Group plc and across a series of private companies in the IT, technology, med-tech and related service sectors. In addition, John is active across education and currently a Trustee at Big Education Trust. Prior to this, John spent over 20 years in investment banking as a Managing Director at Morgan Stanley and subsequently at both Deutsche Bank and Société Générale.

Linda Marston-Weston, Non-executive Director

Linda was appointed to the Board in October 2021.

Formerly a senior tax partner at EY, Linda was a member of the EY Midlands Board and Head of Tax EY Midlands. Linda is passionate about Diversity & Inclusion and spent 5 years as EY's Midlands People partner, leading the agenda across people matters. She established a cross business female mentoring network for the Midlands region and set up and continues to lead a female entrepreneur's network. Linda is currently a Transaction Tax partner and Head of Tax for the Midlands at Cooper Parry.

Samy Reeb, Non-executive Director

Samy was appointed to the Board in January 2023.

Samy brings extensive experience of working with global businesses largely across wealth and tax advisory. He began his career in tax advisory at Ernst & Young and tax management at Credit Suisse, before focusing on wealth advisory as an Executive Director at Julius Baer, and subsequently joining 1291 Group as Managing Partner. Over the years, Samy developed a leading franchise advising on the financial affairs of many Asia-based ultra-high net worth clients.

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 financial year ended 31 December 2022 (the “Annual Report”).

Resolution 2 – 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 legislation applicable to a premium listed main market 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 111 to 128 in the Annual Report is in three sections and contains:

- (i) a statement by Ian Penrose, Chair of the Company’s Remuneration Committee;
- (ii) a summary of the Company’s remuneration policy (as approved by shareholders at the annual general meeting held on 26 May 2021) (the “Policy”); and
- (iii) the Annual Report on Remuneration that reports on the implementation of the Policy for the financial year to 31 December 2022.

The first and third sections of the report will be put to an advisory shareholder vote by ordinary resolution.

Resolutions 3 and 4 – Appointment of auditor and auditor’s remuneration

Resolution 3 proposes the re-appointment of BDO LLP as the Company’s auditors to hold office until the next annual general meeting of the Company and resolution 4, as is common practice, authorises the Directors to set the auditors’ remuneration.

Resolutions 5 to 12 – Election and re-election of Directors

Although the articles of association of the Company (the “Articles”) do not require all of the Directors to retire and be put up for re-election at each annual general meeting of the Company, in accordance with the provisions of the UK Corporate Governance Code, all of the Directors of the Company have resolved that they will retire and offer themselves for election and re-election by shareholders at 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 election and 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, can be found on pages 96 and 97 of the Annual Report.

Resolution 13 – 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 the holders of ordinary shares. At the last annual general meeting of the Company held on 30 June 2022, the Directors were given authority to allot ordinary shares and grant rights to subscribe for or 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 (excluding shares held in treasury). 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 (excluding shares held in treasury) provided that it is only used to allot shares in connection with a fully pre-emptive offer.

Accordingly, the authority in resolution 13, paragraph (a) will allow your Directors to allot up to 103,098,081 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 shares (excluding shares held in treasury) as calculated as at 25 April 2023 (being the latest practicable date prior to the publication of this Notice of Annual General Meeting). The authority in resolution 13, paragraph (b) will allow your Directors to allot ordinary shares in the Company or grant rights to subscribe for, or convert any security into, ordinary shares in the Company, only in connection with a fully pre-emptive offer, up to an aggregate number of 206,196,162 ordinary shares, representing approximately two-thirds of the Company’s issued ordinary shares (excluding shares held in treasury), as reduced by the aggregate number of ordinary shares allotted or rights granted under resolution 13, paragraph (a) and calculated as at 25 April 2023 (being the latest practicable date prior to the publication of this Notice of Annual General Meeting).

The power conferred by this resolution will expire at the conclusion of the next annual general meeting of the Company or, if sooner, at the close of business on the date which is 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. The Company did not hold any shares in treasury as at 25 April 2023 (being the latest practicable date prior to the publication of this Notice of Annual General Meeting).

Resolutions 1 to 13 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.

Appendix 2 continued

Explanatory notes continued

Resolutions 14 and 15 – Disapplication of pre-emption rights

Under article 6 of the Articles, if the Directors wish to exercise the authority under resolution 13 to offer ordinary shares or grant rights to subscribe for, or to convert any security into, ordinary shares or to sell any ordinary shares which the Company may purchase and elect to hold as treasury shares for cash (other than pursuant to a share scheme of the Company), 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 for cash without a fully pre-emptive offer to existing shareholders.

The purpose of resolutions 14 and 15 is therefore to authorise the Directors (subject to the passing of resolution 13) to allot ordinary shares or to grant rights to subscribe for, or convert securities into, ordinary shares or to sell treasury shares for cash (other than pursuant to a share scheme of the Company) without having to first offer such shares to existing shareholders in proportion to their existing shareholdings.

The authority under resolution 14 would be limited to:

- (a) allotments or sales by way of a pre-emptive offer only; and
- (b) allotments or sales (otherwise than pursuant to paragraph (a) above) up to an aggregate number of 30,929,424 ordinary shares, which represents approximately 10% of the Company's issued ordinary shares (excluding treasury shares) as at 6.00 p.m. on 25 April 2023 (being the latest practicable date prior to the publication of this Notice of Annual General Meeting).

Resolution 15 would give the Directors authority to allot additional ordinary shares for cash and/or to sell treasury shares up to an aggregate number of 30,929,424 ordinary shares, which is approximately 10% of the Company's issued ordinary shares (excluding treasury shares) as at 6.00 p.m. on 25 April 2023 (being the latest practicable date prior to the publication of this Notice of Annual General Meeting), for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified 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 of Annual General Meeting.

These disapplication authorities are in line with the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Annual General Meeting.

The authority sought and the limits set by resolutions 14 and 15 will also apply to any sale or transfer of treasury shares. The Directors consider it prudent to have the flexibility to buy back shares into treasury and subsequently to sell or to transfer them, if appropriate. This will enable them to act on short notice in appropriate circumstances if that is in the best interests of the Company. The Company did not hold any shares in treasury as at 25 April 2023 (being the latest practicable date prior to the publication of this Notice of Annual General Meeting).

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. Any allotment or sale under resolutions 14 and 15 will be in accordance with the shareholder protections contemplated in paragraph 1 of section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Annual General Meeting. Additionally, the authority under resolution 15 would only be used in connection with an acquisition or a specified capital investment which is announced contemporaneously with the allotment or sale, or which has taken place in the preceding 12 month period and is disclosed in the announcement of the allotment or sale.

The authority under resolutions 14 and 15 will expire at the conclusion of the next annual general meeting of the Company or, if sooner, at the close of business on the date which is 15 months after the date of the passing of the resolutions. The Directors intend to renew these authorities annually.

Resolution 16 – 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 30,929,424 of its ordinary shares, representing just under 10% of the Company's issued ordinary share capital as at 25 April 2023 (being the latest practicable date prior to the publication of this Notice of Annual General Meeting).

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, at the close of business on the date which is 15 months after the date of the passing of the resolution.

The Directors do not currently have any intention of exercising the authority granted by this resolution. The Directors will only exercise the authority to purchase ordinary shares granted by this resolution where they consider that such purchases will be in the best interests of shareholders generally.

On 25 April 2023 (being the latest practicable date prior to the publication of this Notice of Annual General Meeting) the total number of options to subscribe for ordinary shares in the Company amounted to 9,979,027. This represented 3.23% of the Company's issued ordinary share capital on that date. If this authority to purchase shares was exercised in full these options would represent 3.58% of the issued ordinary share capital as at 25 April 2023 (the latest practicable date prior to the publication of this Notice of Annual General Meeting). The Company does not have any outstanding share warrants.

Resolutions 14, 15 and 16 will be proposed as special resolutions and require that 75% or more of the votes cast at the AGM 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 Ground Floor, Midcity Place, 71 High Holborn, London WC1V 6EA on 24 May 2023 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 2022.
 2. To approve the Directors' Remuneration Report, excluding the Directors' remuneration policy, in the form set out on pages 111 to 128 of the Company's Annual Report and Accounts for the financial year ended 31 December 2022.
 3. 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.
 4. To authorise the Directors to determine the auditor's remuneration.
 5. To re-elect Brian Mattingley as a Director of the Company.
 6. To re-elect Ian Penrose as a Director of the Company.
 7. To re-elect Anna Massion as a Director of the Company.
 8. To re-elect John Krumins as a Director of the Company.
 9. To re-elect Linda Marston-Weston as a Director of the Company.
 10. To elect Samy Reeb as a Director of the Company.
 11. To elect Chris McGinnis as a Director of the Company.
 12. To re-elect Mor Weizer as a Director of the Company.
13. 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 ordinary shares and to grant rights to subscribe for or to convert any security into ordinary shares in the Company:
 - (a) up to an aggregate number of 103,098,081 ordinary shares (representing approximately one-third of the Company's issued ordinary shares); and
 - (b) up to an aggregate number of 206,196,162 ordinary shares (representing approximately two-thirds of the Company's issued ordinary shares) (such amount to be reduced by the aggregate number of any ordinary shares allotted or rights granted under paragraph (a) of this resolution), in connection with a pre-emptive offer,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, at the close of business on the date which is 15 months after the date of the passing of this resolution (unless previously renewed, varied or revoked by the Company) but so 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.

For the purposes of this resolution, “**pre-emptive offer**” means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to the power of the Directors to impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

Notice of Annual General Meeting continued

Special resolutions

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

14. THAT, subject to and conditional on the passing of resolution 13, the Directors of the Company be authorised to allot equity securities (as defined in the Articles) for cash pursuant to the authority conferred by resolution 13 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 of the Articles, provided that such authority is limited to:

- (a) the allotments made in connection with a pre-emptive offer (as defined in resolution 13); and
- (b) the allotment of equity securities or sale of treasury shares for cash (otherwise than under paragraph (a) of this resolution) up to an aggregate number of 30,929,424 ordinary shares (representing approximately 10% of the Company's issued ordinary shares (excluding treasury shares)),

such authority to expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on the date which is 15 months after the date of the passing of this resolution (unless previously renewed, varied or revoked by the Company) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors of the Company may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

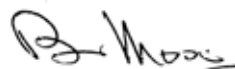
15. THAT, subject to and conditional on the passing of resolution 13, the Directors of the Company be authorised in addition to any authority granted under resolution 14 to allot equity securities (as defined in the Articles) for cash under the authority conferred by resolution 13 and/or to sell ordinary shares held by the Company as treasury shares for cash, in each case free from the restriction in article 6.1 of the Articles, provided that such power is limited to the allotment of equity securities or sale of treasury shares up to an aggregate number of 30,929,424 ordinary shares (representing approximately 10% of the Company's issued ordinary shares (excluding treasury shares)), such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified 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 of Annual General Meeting, such authority to expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on the date which is 15 months after the date of the passing of this resolution (unless previously renewed, varied or revoked by the Company) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors of the Company may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

16. 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 on such terms as the Directors think fit, provided that:

- (a) the maximum aggregate number of ordinary shares that may be purchased is 30,929,424 (representing just under 10% of the Company's issued ordinary shares (excluding treasury shares));
- (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 on the trading venue on which the purchase is carried out; and
- (d) the authority conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Company) at the end of the next annual general meeting of the Company or, if earlier, at the close of business on the date which is 15 months after the date of the passing of this resolution, 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.

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
IM1 1EE

26 April 2023

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 22 May 2023 (or 6.00 p.m. on the day that is two days before any adjourned meeting) shall be entitled to attend 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 22 May 2023 (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 2022 posted with this Notice of Annual General Meeting, 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 Annual General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. The appointment of a proxy will not prevent you from attending, speaking and/or voting in person. In the event that and to the extent that you personally vote your shares, your proxy shall not be entitled to vote and any vote cast by a proxy in such circumstances shall be ignored. A proxy need not be a member of the Company.
4. You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares that you hold. When two or more valid but differing appointments of proxy are delivered in respect of the same share for use at the same meeting and in respect of the same matter, the one which is last validly delivered shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which appointment was last validly delivered, none of them shall be treated as valid in respect of that share.
5. A form of proxy is enclosed with this Notice of Annual General Meeting 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 they are signed, or a copy of such authority certified notarially or in some other way approved by the Board, 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 22 May 2023 (or, if the AGM is adjourned, not later than 48 hours (excluding any part of such 48 hour period falling on a non-business day) before the time fixed for the adjourned AGM).
6. 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.
7. 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.
8. 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.
9. 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 Limited'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.
10. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited 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.
11. 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).
12. 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.
13. 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.

Notes to the Notice of General Meeting continued

14. As at 6.00 p.m. on 25 April 2023 (being the latest practicable date prior to the publication of this Notice of Annual General Meeting), the Company's issued share capital comprised 309,294,243 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 6.00 p.m. on 25 April 2023 is 309,294,243. The website referred to in note 2 will include information on the number of shares and voting rights.
15. 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.
16. 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 26 April 2023 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 Articles.
17. Except as provided above, members who have general queries about the AGM should call our shareholder helpline on +44 (0)370 707 4040 (no other methods of communication will be accepted). 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.

Playtech plc

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