



888 Holdings Public Limited Company

Registered office: Suite 601/701, Europort, Europort Road, Gibraltar

Registered in Gibraltar with registered number 90099

Notice of Annual General Meeting

This document is important and requires your immediate attention.

If you are in any doubt about the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other authorised independent professional adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all your Ordinary Shares or underlying Depositary Interests in 888 Holdings Public Limited Company, you should pass this letter and all other documents enclosed with it to the stockbrokers, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Notice of the Annual General Meeting of 888 Holdings Public Limited Company to be held at 9.00am on Wednesday 13 May 2015 at Suite 601/701, Europort, Europort Road, Gibraltar is set out on page 6 of this document.

Ordinary Shareholders

The enclosed Form of Proxy, for use in connection with the Meeting by Ordinary shareholders only, should be completed and returned, in accordance with the instructions printed thereon, as soon as possible and by no later than 9.00am on 11 May 2015.

Depositary Interest Holders

The enclosed Form of Direction, for use in connection with the Meeting by Depositary Interest holders only, should be completed and returned, in accordance with the instructions printed thereon, as soon as possible and by no later than 9.00am on 8 May 2015. Alternatively, CREST members may instruct the Depositary how to vote the shares underlying their Depositary Interests by using the electronic voting service. Further details are set out in the notes to the Form of Direction.

888 Holdings Public Limited Company

Suite 601/701
Europort
Europort Road
Gibraltar

14 April 2015

To the holders of Ordinary Shares, holders of Depositary Interests and participants in the 888 All-Employee Share Plan

Dear Sir/Madam

2015 ANNUAL GENERAL MEETING

Our 2015 Annual General Meeting will be held at Suite 601/701, Europort, Europort Road, Gibraltar on Wednesday 13 May 2015 at 9.00am.

The notice convening the Annual General Meeting is set out on page 6 and I am writing to give you details of the items of business to be transacted at the Meeting.

Resolutions 1 to 3

Resolutions 1 to 3 deal with the Annual Report & Accounts 2014 (Resolution 1), the Remuneration Report (Resolution 2) and the revised Remuneration Policy (Resolution 3). These resolutions will be proposed as Ordinary Resolutions.

Resolutions 4 to 7

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

Resolutions 8 to 9

These Resolutions deal with the separate approval of election of the independent Directors. These resolutions will be proposed for separate approval by the independent shareholders.

Resolutions 10 to 13

These Resolutions deal with the appointment of Auditors and Auditors' remuneration (Resolutions 10 and 11) and the distribution of a final dividend (Resolution 12) and an additional one-off dividend (Resolution 13). All these resolutions will be proposed as Ordinary Resolutions.

Resolutions 14 and 15

These resolutions deal with the authority of the Directors to disapply pre-emption rights (Resolution 14) and the Directors' authority to issue shares (Resolution 15). These resolutions will be proposed as Special Resolutions

An explanation of each of the Resolutions is set out on page 3 of this document.

Recommendation

Your Board recommends that shareholders vote in favour of all the Resolutions set out in the Notice of the Annual General Meeting, which they consider to be in the best interests of shareholders as a whole. The Directors intend to vote in favour of all Resolutions in respect of their beneficial shareholdings totalling 496,011 Ordinary Shares representing 0.14% of the present issued Ordinary Share capital of the Company.

Action to be taken

A Form of Proxy/Form of Direction is enclosed with this Notice of Annual General Meeting for use by Ordinary Shareholders/ Depositary Interest holders respectively. Members not wishing to attend the Annual General Meeting and Depositary Interest holders are requested to complete the Form of Proxy/Form of Direction indicating how they wish to cast their votes on each of the Resolutions. Instructions on completing and submitting a valid Form are included on the Form.

Yours faithfully

Richard Kilsby
Chairman

EXPLANATION OF BUSINESS TO BE CONSIDERED AT THE 2015 ANNUAL GENERAL MEETING

Resolution 1: Accounts

The Gibraltar Companies Act requires the Directors to present audited consolidated accounts of the Company (and its subsidiaries) to a general meeting of shareholders.

Resolution 2: Directors' Remuneration Report

The Directors will present the Remuneration Report (other than that part containing the Remuneration Policy referred to in Resolution 3) for the financial year ended 31 December 2014 for approval by shareholders in general meeting. The Remuneration Report has been prepared on a voluntary basis as a matter of good governance substantially as if the Company were required to do so pursuant to the UK Directors' Remuneration Report requirements in Schedule 8 to the UK Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008. The Report is set out on pages 33 to 49 of the Company's Annual Report & Accounts 2014. The shareholder vote is advisory in nature and the Board will take the outcome of the vote into consideration in setting the Company's remuneration policy for its directors.

Resolution 3: Revisions to Directors' Remuneration Policy

Shareholders are requested to approve a revised Remuneration Policy. The current Remuneration Policy was previously approved by Shareholders at the 2014 Annual General Meeting. The revised Remuneration Policy is intended, once approved, to apply to payments to be made after the date of the Annual General Meeting to be held on 13 May 2015 but may apply to certain payments which relate to the financial year ended 31 December 2014. Provided it remains unchanged, the Revised Remuneration Policy will continue to apply until a shareholder vote at the Annual General Meeting in 2017. The proposed revised Remuneration Policy is set out on pages 35 to 43 of the Company's Annual Report & Accounts 2014, and includes the grant of discretion to the Remuneration Committee, in circumstances of exceptional performance, to grant Executive Directors an additional bonus of up to 50% of base salary, in addition to the payment of bonus of up to 100% of base salary under the previously approved Remuneration Policy. The Remuneration Committee has determined that this amendment is required in order for the Company to be competitive with market practice in terms of payment of short-term incentives to Executive Directors and in order to provide a sufficiently attractive overall remuneration package to Executive Directors. The Remuneration Committee considers that the existing performance targets are appropriately stretching and therefore it has determined not to adjust the performance targets in light of the increase in grant opportunity to Executive Directors.

The revised Remuneration Policy has been prepared on a voluntary basis as a matter of good governance substantially as if the Company were required to do so pursuant to Schedule 8 to the UK Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, and a separate Resolution on the amended Remuneration Policy put to a vote by Shareholders substantially as if the Company were required to do so pursuant to section 439A of the UK Companies Act 2006. The vote is advisory in nature, meaning that obligations to make payments to Directors will continue to be enforceable in the event that the vote is not passed, and neither the Board nor individual Directors are legally bound by the Remuneration Policy. Companies to which section 439A of the UK Companies Act 2006 applies must put their remuneration policy to shareholders at least every three years, unless during that time it is to be changed. The Company currently intends to submit the revised Remuneration Policy for approval by Shareholders in two years' time.

Resolutions 4 to 7: Election of Directors

All Directors of the Company shall retire at the Annual General Meeting this year. Other than Richard Kilsby, who will step down as Chairman of the Board, and John Anderson, who will step down as Non-executive Director, all Directors will offer themselves for re-election at the Annual General Meeting. Following Brian Mattingley stepping down as Chief Executive Officer of the Company, he will be appointed as Executive Chairman of the Company, with effect from the date of the Annual General Meeting. Biographical details of the Directors are shown on page 21 of the Company's Annual Report & Accounts 2014. In proposing the re-election of the Directors who are offering themselves for re-election, the outgoing Chairman has confirmed that, following formal performance evaluation, each individual continues to make an effective and valuable contribution to the board and demonstrates commitment to the role. Details of the board evaluation process in relation to the Directors can be found on page 27 of the Company's Annual Report & Accounts 2014. The Board considers that each of the Independent Directors proposed for election meet the independence criteria set by the UK Corporate Governance Code and are independent of management in character, judgment and opinion.

Resolutions 8 to 9: Separate Approval of Independent Directors

In accordance with the Listing Rules of the UK Listing Authority, the election or re-election of independent directors must be separately approved by the independent shareholders. The re-election of Ron McMillan and Amos Pickel are therefore proposed to the independent shareholders for separate approval.

If the ordinary resolution to approve the election or re-election of an independent director is not passed by the independent shareholders, the Company may propose a further resolution to elect or re-elect him that must be taken between 90 and 120 days from the date of the original vote. This further resolution must be passed by a majority of the shareholders as a whole only, and there is no requirement for an additional vote by independent shareholders. The Listing Rules allow any

independent director who is not elected or re-elected by the independent shareholders to remain in office until the further resolution has been voted on.

Neither Mr. Amos Pickel nor Mr. Ron McMillan has any existing or previous relationship, transaction or arrangement with the company, its directors, any controlling shareholder or any associate of a controlling shareholder, other than their service as independent Non-executive Directors of the Company.

Resolution 10: Appointment of Auditors

The Company's independent Auditors must be appointed each year at the Annual General Meeting. With effect from 30 June 2014, BDO LLP and BDO Limited Chartered Accountants were replaced by EY as the statutory auditors of the Company. EY were appointed auditors for the purposes of the Company preparing financial statements as required pursuant to the Listing Rules of the UK Listing Authority and as auditors for the purposes of issuing an audit report pursuant to Section 10 of the Gibraltar Companies (Accounts) Act 1999 to be filed with the Gibraltar Companies Registry. BDO LLP and BDO Limited Chartered Accountants provided audit services to the Company for 10 years. The Board's decision to replace 888's auditors was taken in light of the changing regulatory environment, and is in line with emerging practice and institutional investor guidelines in respect of audit tenure. The Board considers EY best positioned to provide audit services to the Company through a period of significant growth and expansion into regulated markets, especially the United States. There are no matters in connection with BDO's resignation as auditors which, in the view of the Board, need to be brought to the attention of shareholders. The Directors recommend that EY be appointed as Auditors, including for the purposes of meeting the Company's statutory requirements under section 182 of the Gibraltar Companies Act, as amended, and the filing of the Company's financial statements in Gibraltar pursuant to section 10 of the Companies (Accounts) Act 1999, as amended.

Resolution 11: Auditors' Remuneration

Resolution 11, in accordance with normal practice, authorises the Directors to determine the Auditors' remuneration.

Resolution 12: Final Dividend

Resolution 12 is to declare a final dividend of 4.5 cents per ordinary share payable on 15 May 2015 to those shareholders on the register of members of the Company on 17 April 2015, in accordance with the recommendation of the Directors.

Resolution 13: Additional One-Off Dividend

Resolution 13 is to declare an additional one-off dividend of 7 cents per ordinary share payable on 15 May 2015 to those shareholders on the register of members of the Company on 17 April 2015, in accordance with the recommendation of the Directors.

Resolution 14: Disapplication of Pre-emption Rights

Resolution 14 is to renew the Directors' authority to allot equity securities for cash without first offering them to shareholders. Under Articles 13-20 of the Company's Articles of Association, if the Directors wish to allot Ordinary Shares, or grant rights to subscribe for, or convert securities into, Ordinary Shares, they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the directors need the flexibility to finance business opportunities by the issue of shares without a pre-emptive offer to existing shareholders. This cannot be done under the Company's Articles of Association unless the shareholders have first waived their pre-emption rights. Resolution 14 asks the shareholders to do this and, apart from rights issues or any other pre-emptive offer concerning equity securities, the authority allows the issue of up to an aggregate nominal amount of £177,289.29 representing 35,457,859 Ordinary Shares (approximately 10% of the Company's Ordinary Share capital in issue as at 31 March 2015, being the latest practicable date prior to the publication of this Notice). The Board will seek to renew the authority annually, provided that: (i) the Board does not intend to effect allotments of this nature to a level exceeding 7.5% of the Company's Ordinary Share capital over any three year period; and (ii) with regard to the authority to issue an aggregate nominal amount of £88,644.65 representing 17,728,929 Ordinary Shares (approximately 5% of the Company's Ordinary Share capital in issue as at 31 March 2015, being the latest practicable date prior to the publication of this Notice), such authority shall be used only for an acquisition, or a "specified capital investment" announced contemporaneously with the issue or that occurs in less than six months prior to and is disclosed in the announcement of the issue.

The directors have no present intention of exercising this authority.

Resolution 15: Allotment of Shares by Directors

Resolution 15 is to renew the Directors' authority to allot relevant securities up to an aggregate nominal value of £359,044.58 (the authorised but unissued capital of the Company) which represents 20.25% of the Company's Ordinary Share capital in issue as at 31 March 2015, being the latest practicable date prior to the publication of this Notice. This authority will expire at the conclusion of the next Annual General Meeting of the Company after passing this resolution.

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

NOTICE OF 2015 ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of 888 Holdings Public Limited Company will be held at Suite 601/701, Europort, Europort Road, Gibraltar on Wednesday 13 May 2015 at 9.00am for the following purposes:

- 1 To receive the Annual Report & Accounts 2014
- 2 To approve the Remuneration Report (other than that part containing the Remuneration Policy referred to in Resolution 3)
- 3 To receive and adopt the revised Remuneration Policy
- 4 To elect Brian Mattingley as a Director
- 5 To elect Aviad Kobrine as a Director
- 6 To elect Ron McMillan as a Director
- 7 To elect Amos Pickel as a Director
- 8 To elect Ron McMillan as a Director, provided that resolution 6 is passed - separate approval by independent shareholders
- 9 To elect Amos Pickel as a Director, provided that resolution 7 is passed - separate approval by independent shareholders
- 10 To appoint EY as the Company's Auditors
- 11 To authorise the Directors to agree the remuneration of the Auditors
- 12 To declare a final dividend of 4.5 cents per ordinary share payable on 15 May 2015 to those shareholders on the register of members of the Company on 17 April 2015, in accordance with the recommendation of the Directors.
- 13 To declare an additional one-off dividend of 7 cents per ordinary share payable on 15 May 2015 to those shareholders on the register of members of the Company on 17 April 2015, in accordance with the recommendation of the Directors.
- 14 THAT the Board be and it is hereby empowered pursuant to Article 21 of the Company's Articles of Association (the "Articles") to allot equity securities (within the meaning of Article 19 of the Articles) for cash as if Articles 13-20 of the Articles did not apply to any such allotment provided that this power shall be limited:
 - (a) to the allotment of equity securities in connection with a rights issue in favour of Ordinary shareholders where the equity securities respectively attributable to the interests of all Ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by them;
 - (b) to the allotment (otherwise than pursuant to sub-paragraphs (a) above and (c) below) of equity securities up to an aggregate nominal value of £88,644.65; and
 - (c) to the allotment (otherwise than pursuant to sub-paragraphs (a) and (b) above) of equity securities in connection with an acquisition or specified capital investment up to an aggregate nominal value of £88,644.65

and shall expire at the conclusion of the next Annual General Meeting of the Company after passing this resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

In paragraph (c) "specified capital investment" means one or more specific capital investment in respect of which sufficient information regarding the effect of the transaction on the Company, the assets the subject of the transaction and (where appropriate) the profits attributable to those assets is made available to shareholders to enable them to reach an assessment of the potential return.

- 15 THAT the Board be and it is hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 94 of the Gibraltar Companies Act 2014) up to an aggregate nominal amount of £359,044.58 provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after passing this resolution, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

On behalf of the Board

Richard Kilsby
Chairman
Suite 601/701
Europort
Europort Road
Gibraltar

14 April 2015

Notes:

- (a) The right to vote at the Meeting is determined by reference to the Company's register of members not more than 48 hours prior to the time of the Meeting, excluding any part of a day that is not a working day.
- (b) A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of him or her. A proxy need not be a member of the Company and the appointment of a proxy will not preclude a member from attending and voting at the meeting. A Form of Proxy, which must be lodged with the Company's registrars in person or by post by no later than 9.00am on 11 May 2015, is enclosed for this purpose.
- (c) The register of Directors' interests, copies of all Directors' service contracts and appointment letters, and the rules of the 888 All-Employee Share Plan will be available for inspection at the registered office of the Company at any time during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) up to and including the date of the meeting and at the place of the meeting for 15 minutes prior to, and during, the meeting.
- (d) As at 31 March 2015 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consisted of 354,578,585 Ordinary Shares, carrying one vote each. Therefore the total number of voting rights in the Company as at 31 March 2015 is 354,578,585.
- (e) Any member attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, or (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.
- (f) The Company will publish this Notice of Meeting and other relevant information on its corporate website www.888holdingsplc.com. Members of the Company can require the publication of a statement on the Company's corporate website, setting out any matter that the members propose to raise at the Meeting, regarding the audit of the Company's accounts that are to be laid before the Meeting, or any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting of the Company. Such requests must be made by members representing not less than 5 per cent of the total voting rights of all members who have a right to vote on the matter, or not less than 100 members with the right to vote on the matter and who hold shares on which an average sum per member of not less than £100 has been paid up.
- (g) Any member has the right to require the Company to give notice of a resolution or other business to be dealt with at the Meeting pursuant to the Gibraltar Listed Companies (Members' Rights) Regulations 2011.