



Notice of Annual General Meeting

Notice is hereby given that the 2014 Annual General Meeting of Plus500 Ltd. (the "Company") will be held at the office of Buchanan Communications, 107 Cheapside, London EC2V 6DN, on 8 May 2014, at 11.00 a.m. for the following purposes:

To receive and discuss the directors and the financial statements of the Company for the year ended 31 December 2013 together with the report of the auditors thereon.

As ordinary business to consider, and, if thought fit, pass Resolutions 1 to 6 inclusive below:

1. To re-elect Alastair Gordon, who retires by rotation pursuant to Article 42 of the Company's Articles of Association, as a director (if re-elected, Mr. Gordon shall continue to serve as Chairman of the Company's Board of Directors following the Annual General Meeting).
2. To re-elect Gal Haber, who retires by rotation pursuant to Article 42 of the Company's Articles of Association, as a director.
3. To re-elect Alon Gonen, who retires by rotation pursuant to Article 42 of the Company's Articles of Association, as a director.
4. To re-elect Inbal Esther Marom, who retires by rotation pursuant to Article 42 of the Company's Articles of Association, as a director.
5. To re-elect Henry Birch, who retires by rotation pursuant to Article 42 of the Company's Articles of Association, as a director.
6. To re-appoint Kesselman & Kesselman, a member firm of PricewaterhouseCoopers International Limited, as the Company's independent external auditor for 2014 and to authorize the Company's Board of Directors (or, the Audit Committee, if authorized by the Board of Directors to fix their remuneration).

As special business to consider, and, if thought fit, pass Resolutions 7 to 11 inclusive below:

7. To approve an increase to the service contract fee payable to Wavesoft Ltd. (a company controlled by Gal Haber, the Chief Executive Officer and Director of the Company) for Mr. Haber's services as Chief Executive Officer and Director from NIS 600,000 (plus VAT) per annum to NIS 900,000 (plus VAT) per annum, effective 1 March 2014.
8. To approve an increase to the service contract fee payable to Sparta24 Ltd. (a company controlled by Alon Gonen, the Managing Director and Director of the Company), for Mr. Gonen's services as Managing Director and Director from NIS 600,000 (plus VAT) per annum to NIS 900,000 (plus VAT) per annum, effective 1 March 2014.

9. To approve the grant to Inbal Esther Marom, the Company's Chief Financial Officer and Director, of a share appreciation right in the amount of NIS 250,000 vesting after two years, with a maximum payout amount of NIS 1,000,000.
10. As required by Israeli law, to adopt the Company's Remuneration Policy for Directors and Executives.
11. To authorise the Directors pursuant to Article 10(c) of the Company's Articles of Association to allot and issue up to 57,444,188 Ordinary Shares (representing approximately 50 per cent. of the Company's issued share capital) for cash as if Article 10(b) of the Articles of Association did not apply to such allotment and issue, provided that this power shall expire on the conclusion of the Company's 2015 Annual General Meeting. (save that the Company may before such expiry make an offer or agreement which would or might require ordinary shares to be issued after such expiry and the Directors may issue ordinary shares in pursuance of such an offer or agreement as if the power had not expired).

By order of the Board of Directors

Alastair Gordon
Chairman of the Board

Elad Even-Chen
Company Secretary

11 March 2014

Registered Office

Matam, Building 22
Haifa 31905
Israel
Registered in Israel number 514142140

Notes

1. DI holders may only appoint Capita IRG Trustees Limited as their proxy. Should a DI holder wish to attend, speak and vote on their number of shares held under the Trustee they must submit a request to the Trustee and ask for a Letter of Representation and this instruction is covered off in the notes on the Form of Direction – point 8
2. To be valid, any Form of Proxy or other instrument appointing a proxy and any power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must be received by post or (during normal business hours only) by hand at Capita Asset Services, Proxies, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 11.00 a.m. on 6 May 2014.
3. Pursuant to Israel's Companies Law, 5759-1999 (the "Companies Law"), to be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), DI holders must be registered in the register of the Company at 6.00 p.m. on 31 March 2014 (or, in the event of any adjournment, 6.00 p.m. on the date which is two days before the time of the adjourned meeting). Changes to the Company's register after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.
4. The quorum for the Annual General Meeting shall be two or more shareholders present in person or by proxy and holding shares conferring in the aggregate 25 per cent. of the voting power of the Company. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to the same day in the next week, at the same time and place, or to such day and at such time and place as the Chairman may determine.
5. Any DI holder attending the Annual General Meeting is entitled pursuant to the Companies Law to ask any question relating to the business being dealt with at the meeting on condition the Trustee has provided a Letter of Representation for this DI holder. The Company will answer any such questions unless (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; or (ii) the answer has already been given on a website in the form of any answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
6. As at 10 March 2014 (being the last business day prior to the publication of this Notice) the Company's issued share capital consisted of 114,888,377 ordinary shares of which none were held as treasury shares. Therefore, the total voting rights in the Company as at 10 March 2014 were 114,888,377.
7. Under the Companies Law, the proposal to approve the Company's Remuneration Policy for Directors and Executives, as set forth in Item 10 of the Notice, requires the affirmative vote of the holders of a majority of the voting power represented and voting on this proposal in person or by proxy. In addition, the shareholders' approval must either include at least a majority of the ordinary shares voted by DI holders who are not controlling shareholders of the Company nor are they shareholders who have a personal interest in the adoption of the Company's Remuneration Policy for Directors and Executives or the total ordinary shares of non-controlling shareholders and non-interested shareholders voted against this proposal must not represent more than two per cent of the outstanding ordinary shares. For this purpose, you are asked to indicate in the Form of Proxy card whether you are a controlling shareholder or have a personal interest in the proposal.

8. The Directors recommend voting in favour of all items in the Notice.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
10. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to an 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 (RA10) by 11.00 a.m. on 2 May 2014. 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 Application 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.
11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. 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, to procure that his CREST sponsor or voting service provider takes) 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
12. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
13. There will be available for inspection at the offices of Liberum Capital Markets, at Ropemaker Place, 25 Ropemaker Street, London during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) from the date of this Notice until the date of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes prior to the meeting and during the meeting, copies of the following documents:
 - a. The non-executive directors' letters of appointment;
 - b. The executive directors' service contracts;
 - c. Ms. Marom's share appreciation rights agreement; and
 - d. The Company's Remuneration Policy for Directors and Executives.