



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about its contents or as to the action which you should take, you are recommended to seek your own independent financial advice from your stockbroker, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 (as amended).

If you have sold or transferred any or all of your shares in Plus500 Ltd. please pass this document together with the accompanying Form of Proxy or Form of Direction as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This document should be read as a whole together with the accompanying Form of Proxy or Form of Direction. Whether or not shareholders propose to attend the 2019 Annual General Meeting (the "AGM"), they are requested to complete and return the enclosed Form of Proxy or Form of Direction in accordance with the instructions printed on such form. The return of a Form of Proxy or Form of Direction will not preclude a member from attending and voting at the AGM in person should he/she subsequently decide to do so.

Plus500 Ltd.

Notice of Annual General Meeting



Letter from the Chairman of the Board

8 May 2019

Registered Office:

Matam, Building 25
Haifa 3190500
Israel

Dear Shareholder,

Annual General Meeting

I am writing to inform you that Plus500's (the "Company") Annual General Meeting ("AGM") will be held at Liberum Capital, Level 12, Ropemaker Place, 25 Ropemaker Street, London EC2Y 9LY, on 18 June 2019, at 10.00 a.m. The formal notice of the AGM and full details of all resolutions to be proposed are set out on pages 2 to 3 of this document.

This year, there are twelve resolutions for shareholders to vote on. The first nine are ordinary resolutions and involve re-electing all seven Board directors and the re-appointment of the Company's auditors and the fixing of their remuneration.

The final three resolutions are special resolutions, similar to those approved at last year's AGM, involving the waiving of shareholder pre-emption rights on the issuance of equity securities and the granting of approval for the buying back of the Company's shares.

The Board

We keep the performance and the structure of your Board under regular review. Previously this has been done through internal evaluation exercises. However, this year, we have initiated a formal evaluation process, using an independent external specialist. Although we consider the Board currently to have the relevant skills and experience required, any recommendations arising from the external evaluation process will be carefully considered and, if appropriate, actioned by the Board. If the review recommends any areas or matters which can be improved, we will take steps to implement any recommendations, ensuring that a high level of knowledge, skills and processes are maintained. We continue to believe in the importance of a diverse Board; if the review recommends any changes to the structure of the Board, we will seek to ensure that diversity in the overall composition is further enhanced by such changes.

RECOMMENDATION

The Board considers that all of the resolutions to be put to the meeting are in the best interests of the Company and its shareholders. The Board unanimously recommends that you vote in favour of them, as they intend to do in respect of their own beneficial holdings in the Company.

Yours sincerely,

Penelope Judd

Chairman of the Board



Notice of Annual General Meeting

Notice is hereby given that the 2019 Annual General Meeting of Plus500 Ltd. (the "Company") will be held at Liberum Capital, Level 12, Ropemaker Place, 25 Ropemaker Street, London EC2Y 9LY, on 18 June 2019, at 10.00 a.m. for the following purposes:

To receive and discuss the financial statements of the Company for the year ended 31 December 2018, together with the report of the auditors thereon.

As ordinary business, to consider, and, if thought fit, pass Resolutions 1 to 9 inclusive below:

1. To re-elect Penelope Judd, who retires by rotation pursuant to Article 42 of the Company's Articles of Association, as an independent non-executive director (if re-elected, Ms. Judd 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 Asaf Elimelech, who retires by rotation pursuant to Article 42 of the Company's Articles of Association, as a director.
4. To re-elect Elad Even-Chen, who retires by rotation pursuant to Article 42 of the Company's Articles of Association, as a director.
5. To re-elect Steven Baldwin, who retires by rotation pursuant to Article 42 of the Company's Articles of Association, as an independent non-executive director.
6. To re-elect Charles Fairbairn as an external director and senior independent non-executive director of the Company for a three year term in accordance with Israeli law requirements.
7. To re-elect Daniel King as an external director and independent non-executive director of the Company for a three year term in accordance with Israeli law requirements.
8. To re-appoint Kesselman & Kesselman, a member firm of PricewaterhouseCoopers International Limited, as the Company's independent external auditor for 2019.
9. To authorise the Company's Board of Directors (or the Audit Committee, if authorised by the Board of Directors) to fix the remuneration of the Company's independent external auditor.

As special business to consider, and, if thought fit, pass Resolutions 10, 11 and 12 below:

10. To authorise the directors, pursuant to Article 10(c) of the Company's Articles of Association, to allot and issue up to 5,666,838 Ordinary Shares (representing just under 5 per cent. of the Company's issued share capital (excluding shares held in treasury)) for cash, as if Article 10(b) of the Articles of Association did not apply to such allotment.
 - The authority conferred by this Resolution shall expire at the conclusion of the annual general meeting of the Company to be held in 2020 or, if earlier, at the close of business on 18 September 2020, unless such authority is renewed prior to this time. Under the authority conferred by this Resolution, the directors may before such expiry make an offer or enter into an agreement which would or might require shares to be allotted or rights to subscribe for, or convert any security into, shares to be granted after the authority expires and the directors may allot shares or grant rights to subscribe for, or convert any security into, shares (as the case may be) in pursuance of such an offer or agreement as if the relevant authority conferred in this Resolution had not expired.

11. To authorise the directors, pursuant to Article 10(c) of the Company's Articles of Association, to allot and issue up to 5,666,838 Ordinary Shares (representing just under 5 per cent. of the Company's issued share capital (excluding shares held in treasury)) for cash as if Article 10(b) of the Articles of Association did not apply to such allotment and issue, such authority to be limited to the allotment of equity securities or sale of treasury shares, to be used only for the purposes of: (i) financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; or (ii) reducing any debt service costs the Company may incur in the future.
- The authority conferred by this Resolution shall expire at the conclusion of the annual general meeting of the Company to be held in 2020 or, if earlier, at the close of business on 18 September 2020, unless such authority is renewed prior to this time. Under the authority conferred by this Resolution the directors may before such expiry make an offer or enter into an agreement which would or might require shares to be allotted or rights to subscribe for, or convert any security into, shares to be granted after the authority expires and the directors may allot shares or grant rights to subscribe for, or convert any security into, shares (as the case may be) in pursuance of such an offer or agreement as if the relevant authority conferred in this Resolution had not expired.
12. To authorise the Company to make purchases of up to 11,333,676 Ordinary Shares (representing just under 10 per cent. of the Company's issued share capital (excluding shares held in treasury)) for cash, provided that:
- (a) the minimum price which may be paid for an Ordinary Share is NIS 0.01, such minimum price being exclusive of any expenses;
 - (b) the maximum price which may be paid for an Ordinary Share is the higher of: (i) an amount equal to 105 per cent. of the average of the market value for an Ordinary Share as derived from the London Stock Exchange plc Daily Official List for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary share and the highest current independent bid for an Ordinary Share on the London Stock Exchange at the time the purchase is carried out, such maximum price being exclusive of any expenses; and
 - (c) this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2020 or, if earlier, at the close of business on 18 September 2020, unless such authority is renewed prior to this time.
- Under the authority conferred by this Resolution, the Company may before the authority expires make an offer or enter into an agreement to purchase Ordinary Shares under this authority which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of Ordinary shares in pursuance of such an offer or agreement as if the power conferred in this Resolution had not expired.

By order of the Board of Directors

Penelope Judd
Chairman of the Board

Dana Comber
Company Secretary

8 May 2019

Registered Office:
Matam, Building 25
Haifa 3190500
Israel
Registered in Israel number 514142140

Explanatory Notes:

Resolutions 1-5. The Articles require the directors (other than External Directors (as defined in the Articles)) to retire and, if wishing to serve again, to offer themselves for re-election by the shareholders at each Annual General Meeting. Provision B.7.1 of the UK Corporate Governance Code, issued by the Financial Reporting Council (the "Code"), recommends that all directors of FTSE 350 listed companies should be put forward for annual re-election by shareholders. All directors (other than External Directors which are subject to mandatory term requirements under Israeli law as set forth below) are therefore acting in accordance with the Articles and the Code and, being eligible, will retire voluntarily and submit themselves for re-election. Biographical details for these directors are provided on pages 56 to 59 of the Company's Annual Report and Accounts for the year ended 31 December 2018 (the "Annual Report and Accounts").

Resolutions 6-7. In accordance with the Israeli Companies Law, 5759-1999 (the "Companies Law"), the Board must always have at least two external directors who meet certain statutory requirements of independence (the "External Directors"). Biographical details for these directors are provided on pages 57 to 58 of the Company's Annual Report and Accounts.

Charles Fairbairn and Daniel King serve as the Company's External Directors, and were last re-elected in 2016. In accordance with Companies Law, they are now standing for re-election for a three year period. While the Code recommends the submission of all directors for re-election annually, as a company registered in Israel, the Company is subject to mandatory corporate governance requirements under the Companies Law, which require that the two External Directors be elected for three-year terms and not annually as the Code recommends.

Resolution 8. This resolution proposes the re-appointment of Kessleman & Kessleman, a member firm of PricewaterhouseCoopers International Limited, as Auditor of the Company

Resolution 9. This resolution authorises the directors to set the Auditors' remuneration.

The following table provides details of the audit fees and non-audit fees paid by the Company and its subsidiaries to Kessleman & Kessleman, a member firm of PricewaterhouseCoopers International Limited, for the year ended 31 December 2018:

	Year ended 31 December	
U.S. dollars in millions	2018	2017
Audit Plus500 Ltd.'s consolidated financial statements	0.2	0.2
Audit of financial statements of Plus500 Ltd.'s subsidiaries	0.2	0.2
Total audit fees	0.4	0.4
Other assurance related services	*0.4	0.1
Tax compliance services	0.2	0.1
Total non-audit fees	0.6	0.2
Total fees	1.0	0.6

*These amounts include expenses related to the admission to the premium listing segment of the official list of the Financial Conduct Authority.

Resolution 10. Under Article 10 of the Articles, if the directors wish to allot any shares or grant rights over shares (other than pursuant to an employee share scheme), 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 for cash without a pre-emptive offer to existing shareholders. This cannot be done under the Articles unless the shareholders have first waived their pre-emption rights. Resolution 10 asks shareholders to do this, and provides for non-pre-emptive allotments of up to 5,666,838 Ordinary Shares, representing approximately 5 per cent. of the Company's issued ordinary share capital (excluding shares held in treasury) as at 7 May 2019 (being the latest practicable date prior to publication of this notice), until 18 September 2020 or, if earlier, the conclusion of the next annual general meeting of the Company.

Resolution 11. This resolution will enable the directors, in appropriate circumstances, to issue for cash, without a pre-emptive offer to existing ordinary shareholders, under Article 10 of the Articles, equity securities of up to 5,666,838 Ordinary Shares, representing approximately 5 per cent. of the Company's issued ordinary share capital (excluding shares held in treasury) as at 7 May 2019 (being the latest practicable date prior to publication of this notice), provided that the Company confirms that it intends to use such additional 5 per cent. authority only in connection with an acquisition or specified capital investments. This authority is in line with institutional shareholder guidance, and in particular with the Pre-emption Group's Statement of Principles. These principles allow the authority for an issue of shares for cash (otherwise than in connection with a pre-emptive offer) to be increased from 5 per cent. to 10 per cent. of the Company's current issued ordinary share capital, provided that the Company confirms that it intends to use the additional 5 per cent. authority only in connection with an acquisition or specified capital investments.

Resolution 12. This resolution seeks authority for the Company to make purchases of its own Ordinary Shares. If passed, the resolution gives authority for the Company to purchase up to 11,333,676 Ordinary Shares, representing just under 10 per cent. of the Company's issued ordinary share capital (excluding shares held in treasury) as at 7 May 2019 (being the latest practicable date prior to publication of this notice), until 18 September 2020 or, if earlier, the conclusion of the next annual general meeting of the Company.

The Company currently has a buyback programme in place. Ordinary Shares that are being purchased as part of the Company's buyback programme are held in treasury.

During 2018 the Company repurchased an aggregate of 130,963 Ordinary Shares for an aggregate purchase price of \$2.3 million, an average purchase price of £13.58 per share.

From 1 January 2019 through 7 May 2019 (being the latest practicable date prior to publication of this notice), the Company repurchased an aggregate of 440,500 Ordinary Shares for an aggregate purchase price of \$5.7 million, an average purchase price of £10.73 per share.

Notes:

1. Holders of depositary interests in respect of ordinary shares ("DI holder") may only appoint Link Market Services Trustees Limited (the "Depository") as their proxy. DI holders wishing to attend, speak and vote at the meeting should contact the Depository to request a Letter of Representation as set out in the notes on the Form of Direction.
2. If you do not have a Form of Proxy or Form of Direction and believe that you should have one, or if you require additional forms, please contact Link Market Services Limited on +44 (0) 871 664 0300. All forms must be signed and should be returned together in the same envelope.
3. 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 Link Market Services Limited, Proxies, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 10.00 a.m. on 14 June 2019.
4. In the case of DI holders, a Form of Direction must be completed in order to instruct the Depository whose registered office is at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU to vote on the holder's behalf at the meeting. To be effective, a completed and signed Form of Direction must be deposited at Link Market Services Limited no later than 10.00 a.m. on 13 June 2019.
5. The return of a completed Form of Proxy, Form of Direction, or other such instrument or any CREST Proxy Instruction (as described in paragraph 12 below) will not prevent a shareholder or DI holder attending the Annual General Meeting and voting in person if he/she wishes to do so.
6. Pursuant to 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), shareholders must be registered in the register of the Company at close of business on 20 May 2019. 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.
7. 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.
8. Any shareholder 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. 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.
9. As at 7 May 2019 (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 1,551,609 were held as treasury shares. Therefore, the total voting rights in the Company as at 7 May 2019 were 113,336,768.
10. The Board recommends that shareholders vote in favour of all items in the Notice.
11. 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.
12. 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 CRESTCo's 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 10.00 a.m. on 13 June 2019. 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.
13. 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.
14. 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.
15. Under the Companies Law, the proposals to re-elect Mr. King and Mr. Fairbairn as External Directors, as set forth in Item 6 and 7 of the Notice, require the affirmative vote of the holders of a majority of the voting power represented and voting on each of these proposals 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 re-election of Mr. King and Mr. Fairbairn as External Directors, or the total ordinary shares of non-controlling

shareholders and non-interested shareholders voted against these proposals 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 these proposals.

16. The proposals set out in Resolution 10, Resolution 11 and Resolution 12 require the affirmative vote of the holders of 75 per cent. of the voting power represented and voting on the relevant resolution in person or by proxy.
17. Copies of the service contracts of the executive directors, under which they are employed by the Company, and the letters of appointment (and other related documents) of the non-executive directors, which are available for inspection during normal business hours at the registered office of the Company and at the offices of Bryan Cave Leighton Paisner LLP, Adelaide House, London Bridge, London United Kingdom EC4R 9HA, on any weekday (Saturdays, Sundays and public holidays excluded), will also be available for inspection at the place of the AGM from 9.00 a.m. on the day of the AGM until the conclusion of the AGM.