



## Notice of Annual General Meeting

Notice is hereby given that the 2015 Annual General Meeting of Plus500 Ltd. (the "**Company**") will be held at the office of Liberum Capital Limited, Ropemaker Place, Level 12 25 Ropemaker Street, London EC2Y 9LY, on 27 May 2015, at 11.00 am for the following purposes:

To receive and discuss the directors and the financial statements of the Company for the year ended 31 December 2014 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 Paul Boyle, 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 2015 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 15 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 900,000 (plus VAT) per annum to NIS 1,200,000 (plus VAT) per annum, effective 1 March 2015.
8. To approve an increase to the service contract fee payable to Sparta24t Ltd. (a company controlled by Alon Gonen, the Managing Director and Director of the Company), for his Mr. Gonen's services as Managing Director and Director from NIS 900,000 (plus VAT) per annum to NIS 1,200,000 (plus VAT) per annum, effective 1 March 2015.
9. To approve an increase to the base salary payable to Ms. Inbal Marom, a Director of the Company, for her services as the Chief Financial Officer of the Company from NIS 480,000 gross per annum to NIS 576,000 per annum effective 1 March 2015.
10. To approve an increase to the fees payable to Mr. Alastair Gordon, for his services as the Chairman of the Company's Board of Directors from £55,000 gross per annum to £60,500 gross per annum effective 1 March 2015.
11. To approve, an increase to the fees payable to Mr. Charles Fairbairn for his services as senior Non-Executive Director from £45,000 gross per annum to £49,500 gross per annum effective 1 March 2015.

12. To approve the fees payable to Mr. Paul Boyle for his services as Non-Executive Director of £49,500 gross per annum effective 1 January 2015.
13. To approve an increase to the fees payable to Mr. Daniel King for his services as Non-Executive Director from £30,000 gross per annum to £33,000 gross per annum effective 1 March 2015.
14. 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.
15. To authorize the Directors pursuant to Article 10(c) of the Company's Articles of Association to allot and issue up to 5,744,419 Ordinary Shares (representing approximately 5 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 2016 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

16 March 2015

**Registered Office**

Matam, Building 25

Haifa 31905

Israel

Registered in Israel number 514142140

Notes

1. As of the date of this notice, the Directors have no current intent to exercise the allotment authorisation described in Resolution No. 15, and such resolution is presented for the Company's shareholders' vote as a routine matter in accordance with Company's Articles of Association.
2. Holders of depositary interests in respect of ordinary shares ("**DI holder**") 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.
3. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact Capita Asset Services on (44) 871 664 0300. All forms must be signed and should be returned together in the same envelope.
4. 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 Registrars, Proxies, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 11.00 am on 25 May 2015.
5. The return of a completed Form of Proxy, or other such instrument or any CREST Proxy Instruction (as described in paragraph 11 below) will not prevent a DI holder attending the Annual General Meeting and voting in person if he/she wishes to do so.
6. 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 pm on 10 April 2015. 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 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. 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 15 March 2015 (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 15 March 2015 were 114,888,377.
10. The Directors recommend voting 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 11.00 am on 18 May 2015. 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. There will be available for inspection at the offices of Liberum Capital Markets, at Ropemaker Place, 25 Ropemaker Street, London EC2Y 9LY 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; and
  - c. Ms. Marom's share appreciation rights agreement

