



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2018 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 10 July 2018, at 10.00 am for the following purposes:

To receive and discuss the financial statements of the Company for the year ended 31 December 2017 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 Penelope Judd, who retires by rotation pursuant to Article 42 of the Company’s Articles of Association, as a 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 a director.
6. To re-appoint Kesselman & Kesselman, a member firm of PricewaterhouseCoopers International Limited, as the Company’s independent external auditor for 2018 and to authorise the Company’s Board of Directors (or, the Audit Committee, if authorised by the Board of Directors) to fix their remuneration.

As special business to consider, and, if thought fit, pass Resolutions 7 and 8 inclusive below:

7. To authorise the Directors pursuant to Article 10(c) of the Company’s Articles of Association to allot and issue up to 11,390,823 Ordinary Shares (representing approximately 10 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 authority shall expire on 10 October 2019 or, if earlier, the conclusion of the next annual general meeting of the Company (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).
8. To authorise the Company to make purchases of up to 11,390,823 Ordinary Shares (representing approximately 10 per cent. of the Company’s issued share capital) for cash; provided that this authority shall expire on 10 October 2019 or, if earlier, the conclusion of the next annual general meeting of the Company.

By order of the Board of Directors

Penelope Judd
Chairman of the Board

Dana Comber
Company Secretary

5 June 2018

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

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 and this instruction is covered off in the notes on the Form of Direction.
2. If you do not have a Form of Proxy 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 am on 6 July 2018.
4. In the case of DI holders, a Form of Direction must be completed in order to appoint 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 am on 5 July 2018.
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 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), shareholders must be registered in the register of the Company at close of business on 11 June 2018. 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 4 June 2018 (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 980,146 were held as treasury shares. Therefore, the total voting rights in the Company as at 4 June 2018 were 113,908,231.
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 am on 5 July 2018. 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. The proposal of disapplication of pre-emptive right, as set forth in Resolution 7, requires the affirmative vote of the holders of 75% of the voting power represented and voting on the resolution in person or by proxy.
16. The following documents, 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 am on the day of the AGM until the conclusion of the AGM:
- (i) 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.

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.

Resolution 6. This resolution proposes the re-appointment of Kessleman & Kessleman, a member firm of PricewaterhouseCoopers International Limited, as Auditor of the Company and authorises the Directors to set their remuneration.

Resolution 7. 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 7 asks shareholders to do this, and provides for non-pre-emptive allotments of up to 11,390,823 Ordinary Shares, representing 10% of the Company's issued ordinary share capital as at 4 June 2018 (being the latest practicable date prior to publication of this notice) until 10 October 2019 or, if earlier, the conclusion of the next annual general meeting of the Company.

Resolution 8. 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 11,390,823 Ordinary Shares, representing 10% of the Company's issued ordinary share capital as at 4 June 2018 (being the latest practicable date prior to publication of this notice) until 10 October 2019 or, if earlier, the conclusion of the next annual general meeting of the Company.

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 where they consider that such purchases will be in the best interests of shareholders generally. In accordance with Israeli law, any acquired Ordinary Shares will be held in treasury.