ANNUAL GENERAL MEETING OF

Plus500

To be held on 16 September 2020, at 10.00 a.m.

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) 371 664 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 September 2020.
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 11 September 2020.
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 17 August 2020. 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 10 August 2020 (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 8,909,202 were held as treasury shares. Therefore, the total voting rights in the Company as at 10 August 2020 were 105,979,175.
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 11 September 2020. 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 as set forth in Resolutions 6, 13, 14, 18 and 19, each requires the affirmative vote of the holders of a majority of the voting power represented and voting on the Resolution 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 applicable Resolution, or the total ordinary shares of non-controlling shareholders and non-interested shareholders voted against such Resolution 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 Resolutions 6, 13, 14, 18 and 19.
16. The proposals set out in Resolution 9, Resolution 10 and Resolution 11 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, Governor's House, 5 Laurence Pountney Hill, London EC4R 0BR, United Kingdom, 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.

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PROXY FORM FOR ANNUAL GENERAL MEETING

Plus500

Event Code:

I/We the undersigned is a controlling shareholder and/or have a personal interest in the adoption of Resolutions 6, 13, 14, 18 and 19.

Yes ☐ No ☐

I/We the undersigned, being (a) shareholder(s) of the above Company hereby appoint the Chairman of the meeting or the following person

Please leave this box empty if you have selected the Chairman as your proxy.

as my/our proxy to attend, speak and vote for me/us and on my/our behalf as directed below at the Annual General Meeting of the Company to be held on 16 September 2020 at 10.00 a.m. and at any adjournment thereof.

THE RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

As ordinary business to consider, and, if thought fit, pass Resolutions 1 to 8 inclusive below:

	For	Against	Vote Withheld
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 David Zruia, 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 elect Anne Grim as an external director and independent non-executive director of the Company for a three year term in accordance with Israeli law requirements.	☐	☐	☐
7. To re-appoint Kesselman & Kesselman, a member firm of PricewaterhouseCoopers International Limited, as the Company's independent external auditor for 2020.	☐	☐	☐
8. 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 9 to 19 inclusive below:

	For	Against	Vote Withheld
9. To authorise the directors pursuant to Article 10(c) of the Company's Articles of Association to allot and issue up to 5,298,958 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.	☐	☐	☐
10. To authorise the directors pursuant to Article 10(c) of the Company's Articles of Association to allot and issue up to 5,298,958 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.	☐	☐	☐
11. To authorise the Company to make purchases of up to 10,597,917 Ordinary Shares (representing just under 10 per cent. of the Company's issued share capital (excluding shares held in treasury)) for cash.	☐	☐	☐
12. To amend Article 41 of the Company's Articles of Association to increase the maximum size of the Company's Board of Directors from seven directors to eight directors	☐	☐	☐
13. As required by Israeli law, to amend the Company's Remuneration Policy for Directors and Executives to incorporate clawback and malus provisions.	☐	☐	☐
14. To approve the fees payable to Anne Grim for her services as a Non-Executive Director of £65,000 gross per annum (which amount shall increase in the future to £75,000 gross per annum in the event she is appointed at a later date to chair a committee of the Board).	☐	☐	☐
15. To approve an increase to the fees payable to Steven Baldwin for his services as a Non-Executive Director from £65,000 gross per annum to £75,000 gross per annum effective 1 September 2020.	☐	☐	☐
16. To approve an increase to the fees payable to Daniel King for his services as a Non-Executive Director from £65,000 gross per annum to £75,000 gross per annum effective 1 September 2020.	☐	☐	☐
17. To approve a special bonus payment of NIS 4,250,000 (approx. USD 1,227,000) to Elad Even-Chen, the Company's Executive Director and Chief Financial Officer, for his extraordinary contribution and commitment in obtaining in July 2020 a highly beneficial approval from the Israel Tax Authority (ITA) and the Israel Innovation Authority (IIA), as set forth in the explanatory notes.	☐	☐	☐
18. To approve an increase to the annual salary of David Zruia, the Company's new Executive Director and Chief Executive Officer, from NIS 1,100,000 (approx. USD 318,000) per annum to NIS 1,520,000 (approx. USD 439,000) per annum, effective 20 April 2020.	☐	☐	☐
19. To approve the grant to David Zruia, the Company's new Executive Director and Chief Executive Officer of a restricted share unit (RSU) award under an Israeli compliant incentive program in lieu of a similar LTIP award previously granted to Mr Zruia in his prior role as Chief Operating Officer, with an aggregate value of up to NIS 800,000 (approx. USD 231,000), subject to the terms set forth in the explanatory notes.	☐	☐	☐

Signature _____ Date _____