



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 in connection with the 2021 Annual General Meeting (the "AGM"). Due to UK Government restrictions in response to the COVID-19 epidemic, shareholders should not attend the AGM in person and 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 as soon as possible.

Plus500 Ltd.

Notice of Annual General Meeting



Letter from the Chair of the Board

25 March 2021

Registered Office:

Matam, Building 25

Haifa 3190500

Israel

Dear Shareholder,

Annual General Meeting

I am writing to inform you that Plus500's (the "Company's") Annual General Meeting ("AGM") will be held on 4 May 2021 at 10.00 am UK time. The formal notice of the AGM and full details of all resolutions to be proposed are set out in this document.

Meeting arrangements

The Company is closely monitoring developments relating to the current outbreak of COVID-19, including the related public health guidance and legislation issued by the UK Government. As at the date of this notice, the UK Government has prohibited indoor public gatherings, save in certain limited circumstances.

In light of these measures, the AGM will be run as a closed meeting and shareholders will not be able to attend in person.

The Company will ensure that the quorum requirements to hold the AGM will be satisfied through the attendance at the meeting of all the Company's Board of Directors (the "Board"), as well as a number of employee shareholders, by electronic means.

Shareholders will not be able to attend in person and they will not be able to vote at the meeting. However, the Board remains committed to shareholder engagement, therefore shareholders will be able to access the meeting via an audiocast.

Access details for this audiocast will be published on the Company's website and by an announcement via a Regulatory Information Service in due course. This facility will allow shareholders to listen to the business of the AGM and to submit questions in advance of, or during, the meeting. The Board will endeavour to answer any such questions during the course of the meeting. Shareholders are invited to submit questions in advance of, or during, the meeting via email at ir@plus500.com.

Importantly, with these arrangements in mind, shareholders are strongly urged to vote by proxy as soon as possible.

If there are any changes to the current arrangements for the AGM, the information will be made available on our website and, where appropriate, by an announcement via a Regulatory Information Service.

Nomination for election of new Chairman of Plus500

I would like to inform shareholders that I have notified the Board of my intention not to nominate myself for re-election at the AGM, in order to focus on other business interests and directorships. This follows five years of service as an Independent Non-Executive Director of the Company, four years of which have been served as Chair of the Board.

I am delighted that Professor Jacob A. Frenkel is being nominated for election as my replacement as Chair of the Board and Independent Non-Executive Director of the Company, as outlined in the fifth resolution being proposed at the AGM, with his proposed remuneration outlined in the twelfth resolution.

Professor Frenkel is a renowned global economist and business leader, with more than 40 years of experience in global macroeconomics and in leading and advising multi-national financial institutions, including, among others, JP Morgan Chase International and Merrill Lynch International. During his career, he has also been Chairman and CEO of the G-30 and Governor of the Bank of Israel. Given Professor Frenkel's distinguished career and outstanding track record and experience, I know he will bring a huge amount of value to the Company and its stakeholders over the coming years.

I have been honoured to serve as a Non-Executive Director since 2016 and as Chair of the Board since 2017. During this time, the Company has successfully navigated a period of significant and challenging regulatory changes and has moved from AIM to become a constituent of the FTSE250 with a Premium Listing on the Main Market of the London Stock Exchange. With a strong governance framework and a newly enhanced Board, Plus500 has delivered record results for FY 2020 in unprecedented markets and is strongly positioned to execute its recently announced new strategy and I look forward to following its further success.

Other AGM resolutions

Of the fourteen other resolutions being proposed at the AGM, the first four resolutions involve re-electing four Board directors (who are not External Directors), including the Company's two Executive Directors.

Resolutions 6 and 7 relate to the re-appointment and remuneration of the Company's auditors, while resolutions 8, 9 and 10 are similar to those approved at the Company's 2020 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.

Daniel King, Chairman of the Remuneration Committee, discusses resolutions 11, 13, 14 and 15 which relate to the Company's new proposed remuneration policy for its Executive Directors, and several related matters, in his letter on the following page of this document.

The Board

During the year, the Board made further progress in continuing to evolve the Board's composition.

There were a number of Board appointments made in FY 2020 and during Q1 2021, following several extensive executive search processes carried out by an external agency. These included the appointment of Mr David Zruia as Executive Director and Chief Executive Officer during FY 2020. The Company made a number of Non-Executive Director appointments during FY 2020 and during Q1 2021. Ms Anne Grim and Ms Tami Gottlieb were appointed as Independent Non-Executive Directors and External Directors and Ms Sigalia Heifetz was appointed as an Independent Non-Executive Director. These appointments further expand the range of the Board's expertise and experience, with a particular focus on continuing to diversify its gender composition, which remains a key priority for the Board.

At the start of FY 2021, as part of the evolution of the Board's composition, the Company announced that two Directors were stepping down. Mr Gal Haber, one of Plus500's co-founders and its former CEO, stepped down from his executive position as a Managing Director and as a member of the Board in January 2021. Mr Charles Fairbairn will be stepping down from his position as the Senior Independent Non-Executive Director and External Director at the AGM, having joined the Board at the time of the Company's IPO in 2013. Anne Grim shall replace Mr Fairbairn as the Senior Independent Non-Executive Director. The Board is extremely grateful to Mr Haber and Mr Fairbairn for their significant contribution to the development of Plus500 over the years, and we wish them the very best for the future.

Recommendation

The Board considers that all of the Resolutions, including those outlined by Daniel King on the following page, to be put to the AGM are in the best interests of the Company and its shareholders as a whole. The Board recommends that shareholders vote in favour of them as they intend to do in respect of their own beneficial holdings in the Company.

Yours sincerely,

Penny Judd
Chairman of the Board

Letter from the Chair of the Remuneration Committee

25 March 2021

Registered Office:

Matam, Building 25
Haifa 3190500
Israel

Dear Shareholder,

New proposed remuneration policy for Directors and Executives

Further to Penny's letter, I am writing to give you an introduction to the Company's new proposed remuneration policy for its Directors and Executive, and several related matters.

Resolutions 11, 13 and 14 being proposed at the AGM relate to the Company's remuneration policy and packages for its Executive Directors, including details of the remuneration policy terms. The remuneration policy is re-approved and updated by shareholders every three years, having last been updated and approved as a whole in 2018.

The Board understands that shareholders have had concerns about Executive Director remuneration, and has therefore undertaken a thorough and comprehensive review of the remuneration policy and operation over the last few months, with the support of external advisors Korn Ferry, and based on a clear understanding of market practice and investor expectations. This has been followed by a period of consultation with a substantial number of our shareholders and shareholder advisory bodies. Korn Ferry has given and not withdrawn its written consent to the inclusion of its name in the form and context in which it is included.

Following its review, the Remuneration Committee proposes to adopt a renewed Remuneration Policy for Directors and Officers. This new policy is based on a re-weighting of the Company's executive remuneration schemes towards a longer term, share-based approach and additionally including a number of corporate governance and best practice remuneration features. More information on the new proposed remuneration policy is outlined later in this document, with further details in [Annex A](#).

Resolution 15 proposes to adopt a tax bonus for Mr Elad Even-Chen, the Company's CFO and an Executive Director, in relation to negotiations with the tax authorities and obtaining beneficial tax rates and tax rebates for the Company in the amount of more than \$150 million. Due to this unprecedented ruling, the Company already enjoys cash savings at the level of approximately \$50 million, cash rebates at the level of approximately \$115 million and also significant cash savings continuing into FY 2021.

The Board is in no doubt that this new tax status, and its significant consequent benefits, would not have been secured were it not for Even-Chen's enormous and unrelenting commitment to achieving it. The fact that these approvals for the financial years 2017, 2018, 2019, 2020 and 2021 were secured during the height of the COVID-19 pandemic when face to face meetings and discussions were not possible is all the more impressive.

It is proposed that this payment is made net of tax entirely in shares, which will be held by Even-Chen for at least a two year period and longer to the extent shareholding requirements are not met. This ensures that Even-Chen is aligned to the longer-term performance of the Company and shareholder interests.

Recommendation

The Board considers that these Resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole. The Board recommends that shareholders vote in favour of them as they intend to do in respect of their own beneficial holdings in the Company.

Yours sincerely,

Daniel King

Chairman of the Remuneration Committee



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2021 Annual General Meeting of Plus500 Ltd. (the "Company" or "Plus500") will be held on 4 May 2021, at 10:00 a.m. UK time.

The Company is closely monitoring developments relating to the current outbreak of COVID-19, including the related public health guidance and legislation issued by the UK Government. As at the date of this notice, the UK Government has prohibited indoor public gatherings, save in certain limited circumstances.

In light of these measures, the AGM will be run as a closed meeting and shareholders will not be able to attend in person.

The Company will ensure that the quorum requirements to hold the AGM will be satisfied through the attendance at the meeting of all the Company's Board of Directors (the "Board"), as well as a number of employee shareholders, by electronic means.

Shareholders will not be able to attend in person and they will not be able to vote at the meeting. However, the Board remains committed to shareholder engagement, therefore shareholders will be able to access the meeting via an audiocast.

Access details for this audiocast will be published on the Company's website and by an announcement via a Regulatory Information Service in due course. This facility will allow shareholders to listen to the business of the AGM and to submit questions in advance of, or during, the meeting. The Board will endeavour to answer any such questions during the course of the meeting. Shareholders are invited to submit questions in advance of, or during, the meeting via email at ir@plus500.com.

Importantly, with these arrangements in mind, shareholders are strongly urged to vote by proxy as soon as possible.

If there are any changes to the current arrangements for the AGM, the information will be made available on the Company's website and, where appropriate, by an announcement via a Regulatory Information Service.

The Annual General Meeting will be held for the following purposes:

To receive and discuss the financial statements of the Company for the year ended 31 December 2020 together with the report of the auditors thereon.

As ordinary business to consider, and, if thought fit, pass Resolutions 1 to 7 inclusive below:

1. To re-elect David Zruia, who retires by rotation pursuant to Article 42 of the Company's Articles of Association, as a director.
2. To re-elect Elad Even-Chen, who retires by rotation pursuant to Article 42 of the Company's Articles of Association, as a director.
3. To re-elect Steve Baldwin, who retires by rotation pursuant to Article 42 of the Company's Articles of Association, as an Independent Non-Executive Director.
4. To re-elect Sigalia Heifetz, who retires by rotation pursuant to Article 42 of the Company's Articles of Association, as an Independent Non-Executive Director.
5. To elect Prof Jacob A. Frenkel pursuant to Article 42 of the Company's Articles of Association, as an Independent Non-Executive Director (if elected, Prof Frenkel shall serve as Chair of the Company's Board of Directors following the Annual General Meeting).

6. To re-appoint Kesselman & Kesselman, a member firm of PricewaterhouseCoopers International Limited, as the Company's independent external auditor for 2021.
7. 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 8 to 16 inclusive below:

8. To authorise the directors pursuant to Article 10(c) of the Company's Articles of Association ("Articles") to allot and issue up to 5,099,475 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 2022 or, if earlier, at the close of business on 4 August 2022, 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.
9. To authorise the directors pursuant to Article 10(c) of the Company's Articles of Association to allot and issue up to 5,099,475 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 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.
 - The authority conferred by this Resolution shall expire at the conclusion of the annual general meeting of the Company to be held in 2022 or, if earlier, at the close of business on 4 August 2022, 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.
10. To authorise the Company to make purchases of up to 10,198,950 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 2022 or, if earlier, at the close of business on 4 August 2022, 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.
11. As required by the Israeli Companies Law, 5759-1999 ("Companies Law"), to renew the Company's Remuneration Policy for Directors and Executives, in the form attached hereto as Annex A.
 12. To approve the fees payable to Prof Jacob Frenkel for his services as an Independent Non-Executive Director of NIS 1,605,000 (approx. £350,000) (plus VAT) gross per annum, effective as of the date of the AGM, which shall be paid to Prof Frenkel as follows: (a) NIS 1,260,000 (approx. £275,000) and VAT in cash, and (b) NIS 345,000 (approx. £75,000) by the allotment of ordinary shares of the Company.
 13. As required by the Companies Law and in accordance with the recommendation of the Remuneration Committee and the Board of Directors, to approve the following remuneration terms for Mr David Zruia, the Chief Executive Officer and an Executive Director of the Company:
 - (a) An increase in the fees payable to Mr Zruia, as an amendment to his employment contract, for his services as Chief Executive Officer and Executive Director from NIS 1,520,000 (approx. £343,000) to NIS 2,060,000 (approx. £450,000) gross per annum, effective 1 January 2021.
 - (b) The payment to Mr Zruia of an annual bonus for the year ending 31 December 2021, with an aggregate value of up to 250 per cent. of the service fee (NIS 5,150,000 (approx. £1,125,000)), as set forth in the explanatory notes.
 - (c) The grant to Mr Zruia of an LTIP award with an aggregate value of up to 250 per cent. of the service fee (NIS 5,150,000 (approx. £1,125,000)), the effective grant date of which shall be 1 January 2021, as set forth in the explanatory notes.
 14. As required by the Companies Law and in accordance with the recommendation of the Remuneration Committee and the Board of Directors, to approve the following remuneration terms for Mr Elad Even-Chen, the Chief Financial Officer and an Executive Director of the Company:
 - (a) An increase in the service contract fee payable to Mr Even-Chen for his services as Chief Financial Officer and Executive Director from NIS 1,700,000 (approx. £384,000) to NIS 2,060,000 (approx. £450,000) (plus VAT) per annum, effective 1 January 2021.
 - (b) The payment to Even-Chen of an annual bonus for the year ending 31 December 2021, with an aggregate value of up to 250 per cent. of the service contract fee (NIS 5,150,000 (approx. £1,125,000) (plus VAT)), all as set forth in the explanatory notes.
 - (c) The grant to Even-Chen of an LTIP award with an aggregate value of up to 250 per cent. of the service contract fee (NIS 5,150,000 (approx. £1,125,000) (plus VAT)), the effective grant date of which shall be 1 January 2021, as set forth in the explanatory notes.

15. As required by the Companies Law and in accordance with the recommendation of the Remuneration Committee and the Board of Directors, to approve a tax bonus payment of NIS 4,250,000 (plus VAT) (approx. £927,000), which shall be paid to Even-Chen by the allotment of ordinary shares of the Company for the extraordinary contribution and commitment in obtaining a highly beneficial approval from the Israel Tax Authority (ITA) and the Israel Innovation Authority (IIA), the effective payment date of which shall be 1 January 2021, to be held by Even-Chen for a minimum period of two years, as set forth in the explanatory notes.
16. As an advisory vote, to approve the Directors' Remuneration Report, in the form set out on pages 67 to 75 of the Company's Annual Report for the financial year ended 31 December 2020.

The Board considers that all of the Resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole. The Board recommends that shareholders vote in favour of them as they intend to do in respect of their own beneficial holdings in the Company.

By order of the Board of Directors

Penny Judd
Chairman of the Board

Hila Barak
Company Secretary

25 March 2021

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

Explanatory Notes:

Resolutions 1-5. The Articles of Association of the Company (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 18 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. The External Directors, are subject to mandatory three-year terms under the Companies Law and are therefore not put forward to re-election at the AGM. All other current directors other than Ms Judd (as described below) submit themselves for re-election.

On 24 March 2021, Penny Judd, the Chair of the Board and an Independent Non-Executive Director of the Company, notified the Board of her intention not to nominate herself for re-election at this AGM, after five years of service as an Independent Non-Executive Director of the Company, and therefore Ms Judd is not proposed to be re-elected at this AGM.

Biographical details for the directors subject to re-election are provided on pages 44 to 45 of the Company's Annual Report for the year ended 31 December 2020.

Prof Jacob A. Frenkel is being nominated for election as an Independent Non-Executive Director of the Company, and if elected will be replacing Ms Judd as the Chair of the Board.

Biographical details for Prof Frenkel are available below:

Prof Frenkel is a renowned global economist and business leader, with more than 40 years of experience in global macroeconomics and in advising multi-national financial institutions. Prof Frenkel is a former Governor of the Bank of Israel, and has been the Chairman of JPMorgan Chase International (2009-2020) and a member of the International Council of JPMorgan Chase & Co since 2009. He also serves as Chairman of the Board of BrainStorm Cell Therapeutics Inc. since 2020, Chairman of the Board of Governors of Tel-Aviv University since 2013 and as Chairman of the Board of Trustees of the Group of Thirty (G-30), a private non-profit consultative group on international economic and monetary affairs since 2010.

Prof Frenkel was Chairman and CEO of the G-30 (2001-2011), Vice Chairman of American International Group, Inc. (AIG) (2004-2009), and Chairman of Merrill Lynch International, and Chairman of Merrill Lynch's Sovereign Advisory and Global Financial Institutions Groups (2000-2004). Additionally, Prof Frenkel served for two terms as Governor of the Bank of Israel (1991-2000).

Between 1987-1991 Prof Frenkel was the Economic Counsellor and Director of Research at the International Monetary Fund, and during 1973-1987 he was on the faculty of the University of Chicago where he held the position of the David Rockefeller Professor of International Economics and served as Editor of the Journal of Political Economy. Prof Frenkel holds a B.A. in economics and political science from the Hebrew University of Jerusalem, and an M.A. and Ph.D. in economics from the University of Chicago.

Resolution 6. This resolution proposes the re-appointment of Kessleman & Kessleman, a member firm of PricewaterhouseCoopers International Limited, as Auditor of the Company.

Resolution 7. 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 PwC and Kessleman & Kessleman, a member firm of PricewaterhouseCoopers International Limited, for each of the years ended 31 December 2020 and 2019:

<i>U.S. dollars in millions</i>	<i>Year ended 31 December</i>	
	<i>2020</i>	<i>2019</i>
Audit of Plus500 Ltd.'s consolidated financial statements	0.2	0.2
Audit of financial statements of Plus500 Ltd.'s subsidiaries	0.3	0.3
Total audit fees	0.5	0.5

Other assurance related services	0.1	0.1
Tax compliance services	0.2	0.2
Total non-audit fees	0.3	0.3
Total fees	0.8	0.8

Resolution 8. 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 9 asks shareholders to do this, and provides for non-pre-emptive allotments of up to 5,099,475 Ordinary Shares, representing approximately 5 per cent. of the Company's issued ordinary share capital (excluding shares held in treasury) as at 24 March 2021 (being the latest practicable date prior to publication of this notice) until 4 August 2022 or, if earlier, the conclusion of the next annual general meeting of the Company.

Resolution 9. 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 5,099,475 Ordinary Shares, representing approximately 5 per cent. of the Company's issued ordinary share capital (excluding shares held in treasury) as at 24 March 2021 (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. The Directors do not intend to issue more than 7.5% of the issued ordinary share capital of the Company for cash on a non-pre-emptive basis in any rolling three-year period (other than as set out in the Pre-emption Group's statement of Principles) without prior consultation with shareholders.

Resolution 10. 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 10,198,950 Ordinary Shares, representing just under 10 per cent. of the Company's issued ordinary share capital (excluding shares held in treasury) as at 24 March 2021 (being the latest practicable date prior to publication of this notice) until 4 August 2022 or, if earlier, the conclusion of the next annual general meeting of the Company.

The purpose of this resolution is to provide the Company with the flexibility to manage its capital effectively and as a mechanism for returning cash to shareholders. 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 2020 the Company repurchased an aggregate of 5,584,528 Ordinary Shares for an aggregate purchase price of \$88.8 million, an average purchase price of £12.66 per share.

From 1 January 2021 through 24 March 2021 (being the latest practicable date prior to publication of this notice), the Company repurchased an aggregate of 1,461,963 Ordinary Shares for an aggregate purchase amount of \$27.5 million, with an average purchase price of £13.61 per share.

Resolution 11. Pursuant to the Companies Law, all public Israeli companies, including companies whose shares are only publicly-traded outside of Israel, such as the Company, are required to adopt a written remuneration policy for their executives and directors, which addresses certain items prescribed by the Companies Law. The adoption, amendment and restatement of the policy is to be recommended by the Remuneration Committee and approved by the Board and shareholders. The Company's policy was last updated and approved as a whole by the shareholders in January 2018. Pursuant to the Companies Law the policy must be re-approved by the shareholders once every three years.

The Company understands that historically shareholders have had concerns about Executive Director pay and has therefore undertaken a thorough and comprehensive review of the remuneration policy and operation over the last few months, with the support of external advisers Korn Ferry, and based on a clear understanding of market practice and investor expectations. This has been followed with a period of consultation with a substantial number of our shareholders and shareholder advisory bodies, following which and based on feedback received some refinements were made to the proposals.

Following its review, the Remuneration Committee reviewed and proposed to adopt a renewed Remuneration Policy for Directors and Officers.

While Plus500 is a corporate entity registered in Israel and is therefore not legally required to comply with the requirements applicable to a UK incorporated listed company, the policy being brought to shareholders for approval has been prepared with a view of the standards for a UK incorporated and listed company, while making required adjustments in order to conform to the requirements under the Companies Law and market practices in Israel.

Summarised below are the substantive changes proposed for shareholder approval:

Reduction of incentive quantum and rebalancing from short term to long-term

- Reduction of total incentive pay from 600% of base fees to 500% of base fees.
- Reweighting of incentives from 75% short term and 25% long term to 50% short and 50% long-term (250% of base fees each).

Annual bonus structure

- Reduction of the maximum bonus opportunity from 400% of base fees to 250% of base fees.
- Moving all of the deferred bonus element into shares (currently deferral is 50% cash and 50% shares) which will be deferred by allotment of ordinary shares of the Company entirely at 31 December 2021. Bonus deferral remains at 33% of bonus paid.
- Reduction of payment for target performance from 75% to 50% of maximum bonus.
- Removal from the policy of the ability to pay discretionary bonuses going forward.
- Setting financial metrics and clearly defined and measurable non-financial metrics for all incentives with no discretionary element.

Long-term incentive structure/Restricted Share Units

- Ceasing to use a Share Appreciation Rights (SARs) structure which pays out 100% in cash and which has been a standard feature in all previous remuneration packages.
- Replacing SARs structure with performance shares which are 100% awarded in shares subject to a three-year performance period.
- An increase in long-term incentives (with down weighting of the annual bonus) from the current c.60% of base service fees performance shares and c.145% of base service fees SARs to 250% of base service fees performance shares.
- One single long-term incentive vehicle.
- Reducing threshold vesting from 30% to 25% of maximum.
- A post-vesting holding period applying in the first year of the policy period to 30% of the LTIP award, in the second year 40% of the LTIP award and in the third year 50% of the LTIP award. The Remuneration Committee's intention is to continue to increase the proportion subject to a post vesting holding period as part of the next policy review so that all LTIP awards are subject to a holding period.
- Setting financial metrics and clearly defined and measurable non-financial metrics for all incentives with the ceasing of any discretionary element to incentives going forward.

Shareholding requirements

- Retaining the in-service 200% of salary or base service fees shareholding requirement and ensuring that holding periods for both annual bonus shares and LTIP awards continue post-contractual agreement. The Remuneration Committee is committed to introducing a post-contractual shareholding requirement as part of the next policy review and until then the Executive Directors have given an informal commitment to retain shares acquired from incentive awards with a value of 100% of salary or base service fee for one-year post-contractual agreement.

- Providing that the in-service shareholding requirement should be achieved within 5 years of the later of appointment and the approval of the new policy.

Change of control

A change of control performance will be tested and awards will be pro-rated for service to the date of change of control with the Remuneration Committee having the discretion to reduce the pro-rating including to zero. This is a change from the current policy that provides for all awards to vest on a change of control with no pro-rating.

Israeli mandatory legal requirements

- Inclusion of separate remuneration packages for non-executive directors, in accordance with mandatory Companies Law and regulations provisions requiring, inter alia, a unified pay for all external and "Israeli independent" directors (other than directors with accounting and financial expertise, which may be paid higher) and limiting payment components which may not be provided to such non-executive directors.
- Conforming other provisions of the Remuneration Policy to Companies Law requirements (e.g., the ratio between executives' pay and the average and median pay of Plus500's workforce).

The Board approved, following the recommendation of the Remuneration Committee, the Company's renewed Remuneration Policy for Directors and Executives and recommended that such renewed policy be adopted by the shareholders at the Annual General Meeting.

A copy of the form of the renewed Remuneration Policy for Directors and Executives of the Company is attached hereto as Annex A.

Policy matters to be addressed as part of the next policy review

The Remuneration Committee and the Board believe that adoption of the Remuneration Policy is for the benefit of the Company and its shareholders and that the proposed Remuneration Policy provides an appropriate balance between the standards for a UK incorporated and listed company and Companies Law and the requirements under the Companies Law and market practices in Israel. However, the Remuneration Committee and the Board acknowledge that there may be concerns where the Remuneration Policy still does not fully align to investor expectations (specifically that post vesting holding periods only apply to a proportion of the LTIP award, that our post-contractual agreement shareholding policy is that the annual bonus and LTIP holding periods continue post-contractual and that there is no formal overriding discretion included in the policy for the Committee to adjust formulaic incentive outcomes). Given the other significant policy changes being made, the Company hopes that investors will be comfortable with the current proposals for this next policy period. The Remuneration Committee's intention is to continue to increase the proportion of LTIP/RSU subject to a post vesting holding period as part of the next policy review so that all LTIP/RSU awards are subject to a holding period. The Remuneration Committee will also look to introduce a formal post-contractual agreement shareholding requirement and full discretion to adjust incentive outcomes as part of the next policy review. The Executive Directors have meanwhile given an informal commitment to hold shares received from the vesting of incentives with a value equal to 100% of base service fees/salary for one-year post-contractual agreement, provided this does not present any concerns in respect of matters such as conflict of interest in moving to a competitor and for formulaic incentive outcomes to be adjusted with their approval.

Resolution 12. Resolution 12 proposes to set the remuneration of Prof Jacob Frenkel, as an Independent Non-Executive Director and Chair of the Board, at NIS 1,605,000 (approx. £350,000) (plus VAT) gross per annum, effective as of the date of the AGM, and subject to his election, which shall be paid to Prof Frenkel as follows: (a) NIS 1,260,000 (approx. £275,000) and VAT in cash, and (b) NIS 345,000 (approx. £75,000) by the allotment of ordinary shares of the Company. In accordance with the Companies Law, the remuneration was approved and recommended by the Remuneration Committee and the Board, and requires approval of the Company's shareholders.

In setting the fee, the Remuneration Committee and the Board have taken into account Prof Frenkel's more than 40 years of experience in global macroeconomics and advising large financial institutions. We believe that Prof Frenkel will be a significant asset to the Company in advancing the development of its operations and in pursuing other numerous potential development opportunities as well as exploring strategic advancements.

The Chair fee of NIS 1,605,000 (approximately £350,000) (plus VAT) gross per annum, has been set taking into account the skills and significant experience of Prof Frenkel and given he will Chair a highly regulated and complex financial services business. Account has also been taken of the expected time commitment and the Chair fee at other companies in comparable financial services and regulated businesses. The Company also notes that the outgoing Chair's fee is below market. The fee will be paid approximately 75% in cash and 25% in shares with the expectation that the Chair will build and retain for the time he remains in role a holding of shares in the Company with a value equivalent to one time his annual fee. Providing a Chair fee in cash and shares provides immediate alignment to the longer-term interests of the Company and shareholders.

The Remuneration Committee and the Board believe that it is in the best interest of the Company and its shareholders to approve the terms of remuneration of Prof Frenkel, as an Independent Non-Executive Director and Chair of the Board. Prof Frenkel is not entitled to any additional remuneration.

Subject to approval of Resolution 5, in accordance with Article 42 of the Articles, Prof Frenkel will be appointed as an Independent Non-Executive Director and Chair of the Board, to fill a vacancy on the Board. In accordance with the Articles and the Code, Prof Frenkel will retire and stand for re-election at the Company's 2022 Annual General Meeting. Shareholders are being asked to approve the annual fees for Prof Frenkel, subject to his election at this meeting and effective as of the date of the meeting.

Resolutions 13 and 14. In accordance with the recommendation of the Remuneration Committee and the Board, Resolutions 13 and 14 propose to adopt remuneration terms for Mr David Zruia, the Company's Chief Executive Officer and an Executive Director, and Mr Elad Even-Chen, the Company's Chief Financial Officer and an Executive Director.

1. The Remuneration Committee and the Board have reviewed the remuneration terms of Mr Zruia and Mr Even-Chen, in consultation with a dedicated external remuneration advisers' firm, Korn Ferry, and approved and recommended the proposed remuneration terms. In making its recommendation, the Remuneration Committee considered several factors, including comparable industry data, remuneration data of executive directors of other FTSE companies of a similar market capitalisation, data of peer companies in the Company's industry, market norms in the technology industry in Israel where the Company's Executive Directors reside, the responsibilities and duties performed by each of Mr Zruia and Mr Even-Chen and their substantial contribution to the Company's significant growth in their executive roles, as well as certain other factors prescribed by the Companies Law, and the Company's Remuneration Policy for Directors and Executives.
2. In accordance with the Companies Law, the remuneration of a Director (such as Mr Zruia and Mr Even-Chen) requires the approval of the Remuneration Committee, the Board and the Company's shareholders. The Remuneration Committee and the Board have approved, and recommended that the Company's shareholders approve, the remuneration terms for Mr Zruia and Mr Even-Chen as set forth in Resolutions 13 and 14.
3. The proposed remuneration terms are comprised of employment/service contract fees (as applicable), an annual 2021 cash bonus with deferral and the grant of a 2021 LTIP award. However, as the Company proposes to rebalance incentives from short to long term and to replace the cash-based SARs with market aligned performance shares with vesting of the total award subject to clear and structured performance metrics, the grant of a share appreciation right will not be included in the 2021 remuneration terms.
4. In Resolution 15, as further provided below, the Company also proposes to approve a tax bonus payment of NIS 4,250,000 (plus VAT) (approx. £927,000), which shall be paid to Even-Chen in ordinary shares of the Company for the extraordinary contribution and commitment in obtaining a highly beneficial approval from the Israel Tax Authority (ITA) and the Israel Innovation Authority (IIA), the effective payment date of which shall be 1 January 2021, as set forth in the explanatory notes to Resolution 15 set out below.

Employment / Service Contract Fees

1. The employment agreement of Mr Zruia and the service contract fees of Even-Chen are proposed to increase and be set at NIS 2,060,000 (approx. £450,000) (plus VAT, as applicable) per annum, effective as of 1 January 2021. This increase takes account of the reduction in incentive opportunity for the CFO (and for the CEO versus his predecessor) but also the reduction in bonus payable for target performance (from 75% of maximum to 50% of maximum) and LTIP threshold vesting (from 30% of maximum to 25% of maximum), a rebalancing of incentives from short to long term and the removal of the cash based SARs where vesting has historically been based on service only and not corporate performance, with market aligned performance shares with vesting of the total award subject to clear and structured performance metrics (see below for further details).
2. The CEO's salary was set prudently on appointment earlier in 2020 to allow for the full remuneration review to be undertaken. Given his performance since appointment and noting that even as a newly appointed CEO his remuneration is significantly below market, the Remuneration Committee has agreed that it is fair and reasonable for his remuneration to be closer to that of Chief Executive Officers in companies of a similar size and complexity and the remuneration proposals set out below take this into account.
3. The CFO's role and responsibilities at Plus500 have always been significantly more than those of a traditional CFO with his role more akin to a Deputy CEO. For this reason, both the CEO and CFO have historically been paid the same base fees with the same incentive opportunities.
4. While the Remuneration Committee is continuing at this time to maintain the alignment of the remuneration for the CEO and the CFO, it acknowledges that as the CEO grows in experience and subject to performance it is likely to be appropriate to increase his salary closer to a market rate for the role of CEO. If this was done the Remuneration Committee would not maintain the alignment of the CFO's base fees with it. If the Remuneration Committee deemed it appropriate to increase the CEO's salary closer to a market rate careful consideration would be given to the current level of variable pay, the impact of increases in fixed pay on variable remuneration and the total target remuneration positioning.
5. The CEO is a new appointment while the CFO has been in role for some time. In arriving at a new more UK market aligned remuneration policy for directors and officers, the Remuneration Committee has some flexibility in setting the structure for the CEO's remuneration package. However, the CFO is being asked to move from his current package to a new structure of remuneration.
6. The CEO's package on a total target basis is between the lower quartile and median for companies of a similar size listed on the LSE by market capitalisation.
7. The increase in fixed pay for the CFO is largely as a result of the rebalancing of the package. The CFO's package as a result of the changes decreases on a total target basis.
8. The Remuneration Committee considered whether the salary/service fees increases could be made in instalments. The service contract fees for the CFO is part of a rebalancing of his package as set out above including a reduction in variable pay. The Committee agreed it was preferable to make the change in respect of all elements of pay at the same time rather than consider a complicated phasing of all the different elements of the package. For the CEO a staged increase was not considered appropriate given his appointment as CEO on a salary significantly below the lower quartile.

2021 Annual Bonus

1. Each of David Zruia and Even-Chen shall be entitled to an annual bonus for the year ending 31 December 2021 as determined by the Remuneration Committee, with an aggregate value of up to 250 per cent. of the employment/service contract fees (NIS 5,150,000 (£1,125,000) (plus VAT)), subject to achievement of the following KPIs. The Remuneration Committee recognises that the bonus opportunity as a percentage of the service/employment fee may appear significant, however, given the relatively low fixed pay, the overall bonus quantum is in line with the Company's closest competitors:
 - (a) *Financial KPIs*: 60 per cent., divided as follows: (i) 40 per cent. (NIS 2,060,000) payable subject to achievement of EPS targets set by the Remuneration Committee and calculated on a linear basis with 0% payment for threshold performance, and 50% of maximum payment for target performance and (ii) 20 per cent. (NIS 1,030,000) payable subject to achievement of revenue targets set by the Remuneration Committee and calculated on a linear basis with 0% payment for threshold performance and 50% of maximum payment for target performance (with targets and performance against them to be retrospectively disclosed within the 2021 annual audited accounts in the 2021 Remuneration Report).
 - (b) *Non-Financial KPIs*: 40 per cent. (NIS 2,060,000) payable subject to achievement of non-financial KPIs: operational targets, as set by the Remuneration Committee (which will be

retrospectively disclosed within the 2021 annual audited accounts). The operational targets are based as one-third equally on Customers and Systems, Operations and Risk & Regulation.

- (c) The KPIs for the annual bonus remain commercially sensitive at this time and/or contain or are based upon data that is not otherwise included in the Company's market guidance (such as the Group's expected profitability), and therefore will be retrospectively disclosed within the annual audited accounts and 2021 Remuneration Report.
2. Two-thirds of the actual entitlement to the 2021 annual bonus shall be paid in cash following the approval and release of the preliminary 2021 consolidated financial results.
3. One-third of the actual entitlement to the 2021 annual bonus shall be paid by way of allotment of Ordinary Shares of the Company on 31 December 2021. The number of Ordinary Shares allotted shall be calculated based on the Ordinary Share price at the beginning of the bonus year (i.e., 1 January 2021), as adjusted for dividends (with any amounts adjusted for dividends payable in shares). The One third portion of the Ordinary Shares allotted on the 31 December 2021 shall be subject to a lock-up period of one year beginning on 31 December 2021, the Second third portion shall be subject to a lock-up period of two years beginning on 31 December 2021 and the Third portion shall be subject to a lock-up period of three years beginning on 31 December 2021.
4. The lock-up period of the allotted Ordinary Shares ceases to apply on a change of control.

LTIP/RSU

1. On the third anniversary of the date of the Annual General Meeting (or, if such date falls within a closed period, the first trading day thereafter that does not fall within a closed period) (the "Vesting Date"), and subject to Mr Zruia's or Even-Chen's, as applicable, continued engagement by the Company through the Vesting Date, the Company shall allot to each of Mr Zruia and Even-Chen, as applicable, Ordinary Shares with an aggregate value of up to 250 per cent. the employment/service contract fee - NIS 5,150,000 (£1,125,000) (plus VAT)), subject to achieving the following KPIs:
 - (a) TSR KPI: 30 per cent. of the total award (NIS 1,545,000) subject to achieving the three-year TSR target set by the Remuneration Committee and calculated on a linear basis:
 - I. 20 per cent. of the total award. 25% of this part of the award is payable upon achievement of median TSR for bespoke group and 100 per cent. payable upon achievement of median TSR for bespoke group plus 10 per cent per annum; and
 - II. 10 per cent. of the total award. 25% of this part of the award is payable upon achievement of median TSR for FTSE 250 and 100 per cent. payable upon achievement of upper quartile TSR for FTSE 250.
 - (b) EPS KPI: 30 per cent. of the total award (NIS 1,545,000) subject to achieving EPS targets set by the Remuneration Committee and calculated on a linear basis, with threshold vesting (25 per cent) for \$1.80 rising to full vesting (100%) for \$2.40.
 - (c) Strategic and operational KPI: 40 per cent., divided as follows: (i) 20 per cent. (NIS 1,030,000) subject to achieving strategic objectives, and (ii) 20 per cent. (NIS 1,030,000) subject to achieving operational objectives, customer growth and people objectives, as set by the Remuneration Committee. The strategic objectives will be based on growth through M&A, new products and new markets.
2. The exact KPIs for the LTIP strategic and operational metrics remain commercially sensitive at this time and/or contain or are based upon data that is not otherwise included in the Company's market guidance (such as the Group's expected profitability), and therefore will be retrospectively disclosed within the annual audited accounts in the Remuneration Report with performance against them for 2023. The TSR bespoke group companies are also considered to be commercially sensitive and will be retrospectively disclosed with performance against the targets in the annual audited accounts in the Remuneration Report with performance against them for 2023.
3. The number of Ordinary Shares allotted on the Vesting Date shall be calculated based on the Ordinary Share price on 1 January 2021, as adjusted for dividends (with any amounts adjusted for dividends payable in shares or cash as required by the Israeli regulation).
4. 30% of the Ordinary Shares allotted on the Vesting Date shall be subject to a two-year lock-up beginning on the Vesting Date and ending on the fifth anniversary of the date of the Annual General Meeting (or, if such date falls within a closed period, the first trading day thereafter that does not fall within a closed period). On the Vesting Date, an amount equal to the applicable tax liability for the locked up allotted Ordinary Shares shall not be paid by way of allotment of Ordinary Shares and instead shall be paid in cash to fund the tax liability associated with the locked-up Ordinary Shares.

5. On a change of control performance will be tested and awards will be pro-rated for service to the date of change of control with the Remuneration Committee having the discretion to reduce the pro-rating including to zero.
6. The lock-up period of the allotted Ordinary Shares ceases to apply on a change of control.

Clawback and Malus Provisions

The Executive Directors 2021 remuneration packages are subject to clawback and malus provisions authorising the Remuneration Committee to reduce any payout due (including, for the avoidance of doubt, to nil) in the event (i) of discovery of a material misstatement in the audited consolidated accounts of the Company (which include the Company's subsidiaries) resulting in a restatement of such accounts; and/or (ii) it is determined that the assessment of the payout was based on error, or inaccurate or misleading information; and/or; (iii) action or conduct of a participant which, in the reasonable opinion of the Remuneration Committee, amounts to fraud or material dishonesty or leads to employment termination for serious misconduct; and/or (iv) the Company or a subsidiary of the Company suffers a material failure of risk management, provided that the participant's fraud or material dishonesty or gross negligence significantly contributed to such material failure of risk management. In any such event, the Remuneration Committee may also (i) require the participant to pay to the Company an amount equal to some or all of the payout; and/or (ii) reduce the amount of any future bonus payable to the participant; and/or (iii) reduce or cancel any awards under any other Company equity or cash incentive plan, that have not yet been satisfied.

Other Matters

1. Given the importance of EPS as a measure of business profitability, the metric is included in both the annual bonus and LTIP measuring performance over both the short and longer term. The Remuneration Committee and the Board understand that some investors may have concerns about using the same performance measure in the short and longer term incentive. The Committee is comfortable that the same performance is not being measured and rewarded twice, because EPS is being measured over both the short and longer term. The Committee will keep this matter under review as it considers the operation of policy in subsequent years.
2. In the event of termination of the employment or service contracts due to death or disability (as defined in the employment/service contracts) of an Executive Director, the payment and vesting dates and the lock-up periods of any outstanding awards held by such Executive Director (or, as applicable, his estate) at such time shall be accelerated, in accordance with the terms of the Executive Directors' employment agreement or service contracts.
3. The consulting services of Elad Even-Chen are provided to the Company through Elad Even-Chen Consulting Services Ltd. ("Even-Chen"), pursuant to the service contract entered into by the parties. Elad Even-Chen Consulting Services Ltd. is also entitled to participate in a bonus, LTIP schemes and other contractual related expenses on terms decided by the Remuneration Committee for specific projects provided by the consultant.
4. The Company and the Executive Director may decide to terminate the employment or services relationship, with advance notice of 12 months, during which period all employment and service contract terms continue to apply, including the vesting of any outstanding awards where the vesting date occurs during the notice period (regardless of whether the Company elects to shorten such notice period by payment in lieu of notice in lump sum), unless the Executive Director is terminated for cause, in accordance with the terms of the Executive Directors' service contracts.
5. The Remuneration Committee and the Board believe that it is in the best interest of the Company to allocate a significant portion of the annual remuneration of the Executive Directors as annual and long-term variable compensation.
6. Shareholders are being asked to approve the proposed remuneration terms for Mr Zruia and Even-Chen as set forth in Resolutions 13 and 14. The proposed remuneration terms of the two Executive Directors are identical.
7. The NIS amounts have been translated to USD with the exchange of, or to GBP with the exchange rate of NIS/GBP 4.5853.

Resolution 15. In accordance with the recommendation of the Remuneration Committee and the Board, Resolution 15 propose to pay a tax bonus, to be paid entirely in shares, for Mr Elad Even-Chen, the Company's CFO and an Executive Director. This is in line with the current Remuneration Policy and this payment is an exception carved out of the renewed Remuneration Policy as it relates to performance in 2020. The new Policy does not enable any other exceptional bonuses such as this.

1. Shareholder approval was sought in 2020 (and the resolution withdrawn) to approve a tax bonus of NIS 4.25 million (plus VAT) (approx. £927,000) to Even-Chen in relation to negotiations with the tax authorities and obtaining beneficial tax rates and tax rebates for the Company in the amount of more

than \$150 million. Due to this unprecedented ruling the Company already enjoys cash savings at the level of approximately \$50 million, cash rebates at the level of approximately \$115 million and also significant rebates and cash savings continuing into 2021.

2. Set out below is the detail of this bonus, targets and performance against targets. The proposed bonus was not publicly communicated prospectively because of the uncertainty of achievement of the objective and its commercially sensitive nature in terms of financial implications if achieved and potentially negative impact of negotiations if publicly disclosed.
3. **Target**
 - (a) Even-Chen was tasked with the objective of achieving Preferred Technology Enterprise (“PTE”) accreditation under the new tax regime put in place by the Israel Tax Authority (“ITA”) and the Israel Innovation Authority (“IIA”).
 - (b) Successful accreditation would result in potentially significant tax rebates and cash savings for Plus500, ultimately creating significant long-term value for the Company and its shareholders.
4. **Performance achieved against target**
 - (a) PTE accreditation successfully achieved by Plus500 for five financial years (FY 2017 to FY 2021), with potential to maintain this status in future years.
 - (b) Successful outcome delivered primarily due to long term commitment, leadership and active management of extensive negotiation and communication process done by Even-Chen over a few years period.
 - (c) The Board is in no doubt that PTE status would not have been secured were it not for Even-Chen’s enormous and unrelenting commitment to achieving it. The fact that these approvals for the years 2017, 2018, 2019, 2020 and 2021 were secured during the height of the COVID-19 pandemic when face to face meetings and discussions were not possible is all the more impressive.
 - (d) New tax status expected to deliver initial repayments and cash savings in excess of \$150 million for the Company, including rebates of approximately \$47 million received in FY 2020, \$30 million received in Q1 2021 and \$35 million expected to be received later in FY 2021.
 - (e) Corporate tax rate for FY 2017 to FY 2020 reduced to 12% (from 24% in FY 2017 and 23% in FY 2018, FY 2019 and FY 2020).
 - (f) Corporate tax rate for FY 2021 remains at 12% (from 23%), subject to compliance with statutory thresholds related to the accreditation, with potential to maintain this status in future years.
 - (g) Drives significant reduction in the withholding tax rate applicable for dividends from 25% to 20% for the FY 2019, FY 2020 interim, final and special dividends and dividends payable for FY 2021.
 - (h) Special dividend of \$29.4 million for FY 2020 – directly related to benefits of change in tax rate.
5. The Company understands investor concerns that this bonus opportunity was not disclosed as part of the forward looking remuneration arrangements for FY 2020 in the 2019 Remuneration Report. At the time the Board was not sure the objective was at all achievable and the financial implications of achieving it were commercially sensitive. The Company has included in the Annual Report on Remuneration further details about this bonus objective to provide full retrospective disclosure.
6. The Company also understands investors’ concerns regarding discretionary, one off payments and as mentioned above, to address shareholders concerns and noting this is not a market norm in UK listed companies it is removing the ability to do so in the Company's new policy.
7. The Company would ask shareholders to support this one-off bonus payment of NIS 4.25 million (plus VAT) (approx. £927,000) to Even-Chen. It is proposed that this payment is made net of tax entirely of shares (instead of paying wholly in cash as was originally proposed), the number of ordinary shares allotted shall be calculated based on the ordinary share price on 1 January 2021, which was £14.50. The share will be held by the Even-Chen for at least a two-year period from 1 January 2021 and longer to the extent shareholding requirements are not met. This ensures that the CFO is aligned to the longer-term benefits of the beneficial tax approvals and generally to longer-term performance and shareholder interests.
8. For the avoidance of doubts the Board does not consider this tax bonus to be transaction-related, but instead this is related to the commitment and high levels and complexity of workload carried out by Even-Chen over a period of a few years to produce a successful and material outcome for the Company and its shareholders in a highly unusual and unprecedented situation.
9. The proposed bonus opportunity was not publicly communicated prospectively because of the uncertainty of achievement of the objective and its commercially sensitive nature in terms of financial implications if achieved and potentially negative impact of negotiations if publicly disclosed.

Resolution 16. For UK incorporated companies, there are requirements in relation to the content and approval of the directors' remuneration report. Although, as an Israeli incorporated company, Plus500 is not subject to these requirements, the Board considers that shareholders would expect the Company to voluntarily mirror the requirements of the UK legislation applicable to a premium listed main market company so far as is practicable. The Board is happy to do so as the Directors consider that the requirements facilitate good corporate governance and will be put to an advisory shareholder vote by ordinary resolution. Whilst this does not impact the legal approval of remuneration in Israel, the outcome of the vote will be taken under advisement by the Board.

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.
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 at +44 (0) 371 664 0391. All forms must be signed and should be returned together in the same envelope. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Telephone hours are between 9.00 a.m. – 5.30 p.m. (UK time), Monday to Friday excluding public holidays in England and Wales.
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 (i) Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL or (ii) Plus500, Investor Relations, Matam, Building 25, Haifa 3190500, Israel (or by email to ir@plus500.com), by no later than 10:00 a.m. (UK time) on 29 April 2021.
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 Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL 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. (UK time) on 28 April 2021.
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 from attending the Annual General Meeting via the audiocast facility outlined above but they will not be able to vote at the meeting.
6. Pursuant to the Companies Law, to be entitled to attend via audiocast and to 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 1 April 2021. 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 on the audiocast 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, via the audiocast facility, or to such day and at such time as the Chair may determine. No business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting as originally called. If a quorum as referred to in above is not present at the second meeting within half an hour from the time appointed for the adjourned meeting, the quorum shall be reduced to one or more shareholders present on an audiocast facility or by proxy holding shares conferring any voting power of the Company.
8. Any shareholder attending the audiocast of the Annual General Meeting is entitled pursuant to the Companies Law to ask any question before or during the meeting, via the audiocast facility or by

emailing ir@plus500.com, 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 24 March 2021 (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 12,898,886 were held as treasury shares. Therefore, the total voting rights in the Company as at 24 March 2021 were 101,989,491.
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. (UK time) on 29 April 2021. 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 approval of each proposed Resolution 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 or by a written Form of Proxy or Form of Direction, provided that, with respect to each of Resolutions 11 through 14, (i) such majority includes at least a majority of the shares voted at the Meeting by holders who are not Controlling Shareholders (as defined below) and do not have a Personal Interest (as defined below) in the approval of the Resolution, disregarding abstentions; or (ii) the total number of shares voted against the approval of the Resolution by holders referred to in sub-section (i) does not exceed two percent (2%) of the total voting rights in the Company.

For this purpose, you are asked to indicate in the Form of Proxy or Form of Direction whether you are a controlling shareholder or have a personal interest in Resolutions 11 through 14. Failure to advise or indicate as described above will require the Company to assume that such holder has a Personal Interest in the approval of the Resolution. The Company may not assume that a holder who signs and returns a Form of Proxy or Form of Direction without a specific indication as to the lack of Personal Interest of such holder, has no Personal Interest with respect to the Resolution.

Pursuant to the Companies Law, "Personal Interest" means a shareholder's personal interest in an act or a transaction of a company, including the personal interest of his or her spouse, brother or sister, parent, grandparent, descendant, such persons spouse's descendant, brother, sister or parent, or the spouse of any of the above ("Relative") or of an entity in which such shareholder or his or her Relative (i) holds five percent (5%) or more of an entity's issued share capital or voting rights; (ii) has the right to appoint a director to an entity's board of directors or the chief executive officer thereof; or (iii) is a member of an entity's board of directors or serves as the chief executive officer thereof. Personal Interest excludes a personal interest arising solely from holding a company's shares and includes a Personal Interest of any person voting pursuant to a proxy provided to him or her by another person with respect to the proposal, even if the person providing the proxy does not have a Personal Interest. The vote of a person who is voting by a proxy provided to him or her on behalf of another who has a Personal Interest will also be seen as a vote of a person with a Personal Interest, whether the discretion to vote is in the hands of the voter or not.

"Controlling Shareholder" means, for purposes of Resolutions 11 through 14, any shareholder who has the ability to direct the Company's activity, including any shareholder holding 50% or more of the "means of control" of the Company. "Means of control" is defined under Israeli applicable law as any one of the following: (i) the right to vote at a general meeting of the Company, or (ii) the right to appoint directors of the Company or its chief executive officer.

"Controlling Shareholder" also means, for purposes of Resolution 12, 13 and 14 any shareholder holding, by itself or together with others who also possess a Personal Interest in the approval of the transaction, twenty-five percent (25%) or more of the voting rights of the Company if no other shareholder holds or controls more than fifty percent (50%) of the voting rights of the Company.

16. The proposals set out in each of Resolutions 8 through 10 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 or by a written Form of Proxy or Form of Direction.