THE RESOLUTIONS

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

1. To re-elect David Zion, who stands for re-election pursuant to Article 42 of the Company’s Articles of Association, as a Director.

2. To re-elect Steve Baldwin, who stands for re-election pursuant to Article 42 of the Company’s Articles of Association, as an Independent Non-Executive Director.

3. To re-elect Sigalia Heifetz, who stands for re-election pursuant to Article 42 of the Company’s Articles of Association, as an Independent Non-Executive Director.

4. To re-elect Prof. Varda Liberman, who stands for re-election pursuant to Article 42 of the Company’s Articles of Association, as an Independent Non-Executive Director.

5. To re-elect Prof. Jacob A. Frenkel, who stands for re-election pursuant to Article 42 of the Company’s Articles of Association, as an Independent Non-Executive Director.

6. To re-elect Prof. Jacob A. Frenkel, who stands for re-election pursuant to Article 42 of the Company’s Articles of Association, as the Chair of the Board of Directors.

7. To re-elect Prof. Varda Liberman, who stands for re-election pursuant to Article 42 of the Company’s Articles of Association, as the Company’s independent external auditor.

8. To re-elect Kesselman & Kesselman, a member firm of PricewaterhouseCoopers International Limited, as the Company’s independent external auditor for 2022.

9. To appoint an additional allotment of shares to Prof. Frenkel of ILS 430,000 (approximately £100,000) (plus VAT) as a remuneration for his services as an independent non-executive director of the Company, effective as of the date of her appointment to the Board, 18 March 2022.

10. To authorise the Directors, pursuant to Article 10(c) of the Company’s Articles of Association to allot and issue up to 9,959,828 ordinary shares (representing approximately 10 per cent of the Company’s issued share capital (excluding treasury shares)) for cash or for the purposes of financing (or refinancing, if the authority is to be used for such purposes) any purchase of ordinary shares by the Company.

THE PROXY FORM FOR ANNUAL GENERAL MEETING

As an ordinary business to consider, and, if thought fit, pass Resolution 9 to 19 inclusive below:

9. To authorise the Directors, pursuant to Article 10(c) of the Company’s Articles of Association, to allot and issue up to 4,979,914 ordinary shares (representing approximately 5 per cent of the Company’s issued share capital (excluding treasury shares) for cash or for the purposes of financing (or refinancing, if the authority is to be used for such purposes) any purchase of ordinary shares by the Company.

10. To authorise the Directors, pursuant to Article 10(c) of the Company’s Articles of Association, to allot and issue up to 4,979,914 ordinary shares (representing approximately 5 per cent of the Company’s issued share capital (excluding treasury shares)) for cash or for the purposes of financing (or refinancing, if the authority is to be used for such purposes) any purchase of ordinary shares by the Company.

11. To authorise the Directors, pursuant to Article 10(c) of the Company’s Articles of Association, to allot and issue up to 4,979,914 ordinary shares (representing approximately 5 per cent of the Company’s issued share capital (excluding treasury shares)) for cash or for the purposes of financing (or refinancing, if the authority is to be used for such purposes) any purchase of ordinary shares by the Company.

12. To authorise the Directors, pursuant to Article 10(c) of the Company’s Articles of Association, to allot and issue up to 4,979,914 ordinary shares (representing approximately 5 per cent of the Company’s issued share capital (excluding treasury shares)) for cash or for the purposes of financing (or refinancing, if the authority is to be used for such purposes) any purchase of ordinary shares by the Company.

13. To authorise the Directors, pursuant to Article 10(c) of the Company’s Articles of Association, to allot and issue up to 4,979,914 ordinary shares (representing approximately 5 per cent of the Company’s issued share capital (excluding treasury shares)) for cash or for the purposes of financing (or refinancing, if the authority is to be used for such purposes) any purchase of ordinary shares by the Company.

14. To authorise the Directors, pursuant to Article 10(c) of the Company’s Articles of Association, to allot and issue up to 4,979,914 ordinary shares (representing approximately 5 per cent of the Company’s issued share capital (excluding treasury shares)) for cash or for the purposes of financing (or refinancing, if the authority is to be used for such purposes) any purchase of ordinary shares by the Company.

15. To authorise the Directors, pursuant to Article 10(c) of the Company’s Articles of Association, to allot and issue up to 4,979,914 ordinary shares (representing approximately 5 per cent of the Company’s issued share capital (excluding treasury shares)) for cash or for the purposes of financing (or refinancing, if the authority is to be used for such purposes) any purchase of ordinary shares by the Company.

16. To authorise the Directors, pursuant to Article 10(c) of the Company’s Articles of Association, to allot and issue up to 4,979,914 ordinary shares (representing approximately 5 per cent of the Company’s issued share capital (excluding treasury shares)) for cash or for the purposes of financing (or refinancing, if the authority is to be used for such purposes) any purchase of ordinary shares by the Company.

17. To authorise the Directors, pursuant to Article 10(c) of the Company’s Articles of Association, to allot and issue up to 4,979,914 ordinary shares (representing approximately 5 per cent of the Company’s issued share capital (excluding treasury shares)) for cash or for the purposes of financing (or refinancing, if the authority is to be used for such purposes) any purchase of ordinary shares by the Company.

18. To authorise the Directors, pursuant to Article 10(c) of the Company’s Articles of Association, to allot and issue up to 4,979,914 ordinary shares (representing approximately 5 per cent of the Company’s issued share capital (excluding treasury shares)) for cash or for the purposes of financing (or refinancing, if the authority is to be used for such purposes) any purchase of ordinary shares by the Company.

19. To authorise the Directors, pursuant to Article 10(c) of the Company’s Articles of Association, to allot and issue up to 4,979,914 ordinary shares (representing approximately 5 per cent of the Company’s issued share capital (excluding treasury shares)) for cash or for the purposes of financing (or refinancing, if the authority is to be used for such purposes) any purchase of ordinary shares by the Company.

20. To authorise the Directors, pursuant to Article 10(c) of the Company’s Articles of Association, to allot and issue up to 4,979,914 ordinary shares (representing approximately 5 per cent of the Company’s issued share capital (excluding treasury shares)) for cash or for the purposes of financing (or refinancing, if the authority is to be used for such purposes) any purchase of ordinary shares by the Company.

Event Code:
Notes to your Proxy Form

1. Holders of depositary interests in respect of ordinary shares (“DI holders”) may only appoint Link Market Services Trustees Limited (the “Depository”) to exercise their voting rights as proxy.

2. Noting the person who is appointed as proxy is required to attend the AGM in person, those submitting a Form of Proxy are encouraged to consider appointing the Chair of the AGM (rather than another named person), to ensure that your vote is counted in the event that public health guidance and legislation changes mean that the AGM becomes subject to attendance restrictions.

3. 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 Group 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.

4. To be valid, any Form of Proxy or other instrument appointing a proxy and any power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must be received by post or (during normal business hours only) by hand at (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), no later than 10.00 a.m. (UK time) on 28 April 2022.

5. 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 Market Services, 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 Group no later than 10.00 a.m. (UK time) on 27 April 2022.

6. The return of a completed Form of Proxy, Form of Direction, or other such instrument or any CREST Proxy Instruction (as described in paragraph 13 below) will not prevent a shareholder or DI holder from attending, asking questions or voting at the Annual General Meeting.

7. If your shares are held within a nominee (as a Depositary Interest holder) and you wish to attend the AGM in person, you will need to contact your nominee immediately via nominees.enquiries@linkgroup.co.uk. Your nominee will need to have completed a letter of representation and presented this to Link Group, our registrar, no later than 27 April 2022. Pursuant to the Israeli Companies Law, 5759-1999 (the “Companies Law”), to be entitled to attend 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 30 March 2022. Changes to the Company’s register after the relevant deadlines shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.

8. The return of a completed Form of Proxy, Form of Direction, or other such instrument or any CREST Proxy Instruction (as described in paragraph 13 below) will not prevent a shareholder or DI holder from attending, asking questions or voting at the Annual General Meeting.

9. The quorum for the Annual General Meeting shall be two or more shareholders present either in person, or by proxy and holding shares conferred 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, or to such day and at such time as the Chair may determine. No business shall be transacted at any adjourned meeting unless represented by shareholders whose voting power is not less than 25 per cent of the voting power in the Company. This quorum shall apply to any wholly adjourned meeting and to any adjourned meetings. The quorum for the Annual General Meeting is entitled pursuant to the Companies Law to ask any question before or during the meeting, either in person or via the online facilities (as set out in the Annual General Meeting Notice) 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.

10. Any shareholder attending the Annual General Meeting is entitled pursuant to the Companies Law to ask any question before or during the meeting, either in person or via the online facilities (as set out in the Annual General Meeting Notice) 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.

11. As at 21 March 2022 (being the last practicable date prior to any publication of the Annual General Meeting Notice) the Company’s issued share capital consisted of 114,888,377 ordinary shares carrying one vote each (including 15,290,095 ordinary shares held by the Company in treasury which do not carry any voting rights). The total voting rights in the Company as at 21 March 2022 were, therefore, 99,598,282.

12. The Board recommends that shareholders vote in favour of all items in the Annual General Meeting Notice.

13. 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.

14. 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 Euroclear UK & Ireland Limited’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 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 28 April 2022. 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.

15. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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 its 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.


17. 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.

18. The proposals set out in each of Resolutions 9 through 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 or by a written Form of Proxy or Form of Direction.

Please return using addressed envelope supplied