

FORM OF DIRECTION
ANNUAL GENERAL MEETING OF



Form of Direction for completion by holders of Depository Interests representing shares on a 1 for 1 basis in the Issuer Company in respect of the Annual General Meeting to be held on Tuesday, 7 May 2024 at 09.00 a.m. (UK time).



FORM OF DIRECTION FOR ANNUAL GENERAL MEETING



Please complete, sign and return this form in the enclosed reply-paid envelope to be received by Link Market Services Limited no later than 09.00 a.m. (UK time) on 1 May 2024. Being a holder of Depository Interests representing shares in the Issuer Company hereby appoint Link Market Services Trustees Limited ("Depository") as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Issuer Company to be held on the above date (and at any adjournment thereof) as directed by an X in the spaces below.

THE RESOLUTIONS

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

As ordinary business to consider, and, if thought fit, pass Resolutions 1 to 6 inclusive below:

	For	Against	Vote Withheld
1. To re-elect David Zruia, who stands for re-election pursuant to Article 42 of the Company's Articles of Association, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Elad Even-Chen, who stands for re-election pursuant to Article 42 of the Company's Articles of Association, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. 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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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 (if re-elected, Prof. Jacob A. Frenkel shall continue to serve as Chair of the Company's Board of Directors following the Annual General Meeting).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-appoint Kesselman & Kesselman, a member firm of PricewaterhouseCoopers International Limited, as the Company's independent external auditor for the period ending at the close of the Company's next annual general meeting of shareholders, and to authorise the Company's Board of Directors (with power of delegation to its audit committee) to fix the remuneration to be paid to such auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

As special business to consider, and, if thought fit, pass Resolutions 7 to 10 inclusive below:

7. To authorise the Directors pursuant to Article 10(c) of the Company's Articles of Association to allot and issue up to 3,911,730 ordinary shares (representing approximately 5 per cent of the Company's issued share capital (excluding shares held in treasury) as at 28 March 2024) for cash as if Article 10(b) of the Articles of Association did not apply to such allotment.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To authorise the Directors pursuant to Article 10(c) of the Company's Articles of Association to allot and issue up to 3,911,730 ordinary shares (representing approximately 5 per cent of the Company's issued share capital (excluding shares held in treasury) as at 28 March 2024) 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 Company's Board of Directors determines to be an acquisition or other capital investment of a kind contemplated by the Pre-Emption Group's Statement of Principles published in 2015.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. As an advisory vote, to approve the 2023 Directors' Remuneration Report, in the form set out on pages 93 to 102 of the Company's Annual Report for the financial year ended 31 December 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To authorise the Company to make purchases of up to 7,823,460 ordinary shares (representing approximately 10 per cent of the Company's issued share capital (excluding shares held in treasury) as at 28 March 2024) for cash.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

Notes

1. Holders of depositary interests in respect of ordinary shares ("DI holder") may only appoint Link Market Services Trustees Limited (the "Depository") to exercise their voting rights as proxy.
2. To be valid, this Form of Direction and the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be received by post or (during normal business hours only) deposited at (i) Link Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL or (ii) Plus500, Investor Relations, Matam, Building 10.2, Haifa 3115001, Israel (or by email to ir@plus500.com), by no later than 09.00 a.m. (UK time) on 1 May 2024.
3. Any alterations made to this Form of Direction should be initialled.
4. In the case of a corporation this Form of Direction should be given under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
5. Please indicate how you wish your votes to be cast by placing "X" in the box provided. On receipt of this form duly signed, you will be deemed to have authorised the Depository to vote, or to abstain from voting, as per your instructions. **If no voting instruction is indicated, you will be deemed to have instructed the Depository to abstain from voting on the specified resolution.**
6. The Depository will appoint the Chair of the meeting as its proxy to cast your votes. The Chair may also vote or abstain from voting as he or she thinks fit on any other resolution (including amendments to resolutions) which may properly come before the meeting.
7. The 'Vote Withheld' option is provided to enable you to abstain from voting on the resolutions. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
8. The return of a completed Form of Direction will not prevent a DI Holder from attending, asking questions or voting at the AGM.
9. If your shares are held with a nominee (as a Depository Interest holder) and you wish to attend the AGM in person, you will need to contact your nominee immediately via nominee.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 1 May 2024.
10. Pursuant to the 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 9 April 2024. 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.
11. Any shareholder attending the Annual General Meeting is entitled pursuant to the Companies Law to ask any question before (by emailing ir@plus500.com), or during the meeting, 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.
12. As at 28 March 2024 (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 36,653,782 ordinary shares held by the Company in treasury which do not carry any voting rights). The total voting rights in the Company as at 28 March 2024 were, therefore, 78,234,595.
13. The Board recommends that shareholders vote in favour of all items in the Annual General Meeting Notice.
14. Depository Interests may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
15. 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.
16. 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 & International 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 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 09.00 a.m. (UK time) on 1 May 2024. 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.
17. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited 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.
18. 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.



Please return using addressed envelope supplied