

# FORM OF DIRECTION

## EXTRAORDINARY GENERAL MEETING OF



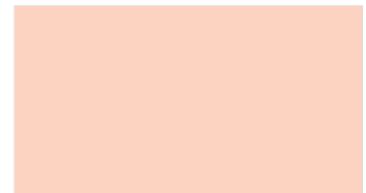
Form of Direction for completion by holders of Depository Interests representing shares on a 1 for 1 basis in the Issuer Company in respect of the Extraordinary General Meeting to be held at 10.00 a.m. on 8 January 2024.



## FORM OF DIRECTION FOR EXTRAORDINARY GENERAL MEETING



Event Code:



I/We the undersigned am/are a controlling shareholder and/or have a personal interest in the adoption of Resolutions:

1    yes  no     2    yes  no     3    yes  no

Please complete, sign and return this form in the enclosed reply-paid envelope to be received by Link Group no later than 10.00 a.m. (UK time) on 3 January 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 Extraordinary 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 special business to consider, and, if thought fit, pass Resolutions 1 to 3 inclusive below:

- |   | For                      | Against                  | Vote Withheld            |
|---|--------------------------|--------------------------|--------------------------|
| 1. To elect Anne Grim as an Independent Non-Executive Director of the Company for a one-year term, commencing as of 8 January 2024. If elected, for her services as an Independent Non-Executive Director, Anne Grim will be entitled to a fee identical to the remuneration provided to all "other" Independent Non-Executive Directors of the Company (excluding the Chair) (as may be amended, subject to shareholder approval and in accordance with applicable law), which is currently USD 130,000 gross per annum.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To elect Tami Gottlieb as an External Director and Independent Non-Executive Director of the Company for a second three-year term in accordance with the provisions of the Companies Law, commencing as of 16 March 2024. If elected, for her services as an External Director and Independent Non-Executive Director, Tami Gottlieb will be entitled to a fee identical to the remuneration provided to all "other" Independent Non-Executive Directors of the Company (excluding the Chair) (as may be amended, subject to shareholder approval and in accordance with applicable law), which is currently USD 130,000 gross per annum (plus Israeli VAT). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To elect Daniel King as an External Director and Independent Non-Executive Director of the Company for a three-year term in accordance with the provisions of the Companies Law, commencing as of 19 June 2024. If elected, for his services as an External Director and Independent Non-Executive Director, Daniel King will be entitled to a fee identical to the remuneration provided to all "other" Independent Non-Executive Directors of the Company (excluding the Chair) (as may be amended, subject to shareholder approval and in accordance with applicable law), which is currently USD 130,000 gross per annum.                                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

\* The 'Vote Withheld' option is to enable you to abstain on the specified resolution. Please note that a vote withheld has no legal effect and will not be counted in the votes 'For' or 'Against' a resolution.

#### Returning the form

The form may be returned by post in the pre-paid envelope provided.

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 by hand at (i) Link Group, PXS1, 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 3 January 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 EGM.
9. If your shares are held within a nominee (as a Depository Interest holder) and you wish to attend the EGM 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 3 January 2024.
10. Depository Interests may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
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 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 10.00 a.m. (UK time) on 3 January 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.

13. 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
14. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
15. The Board recommends that DI holders vote in favour of the Resolutions in the Notice.
16. 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 Direction, provided that, (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 (except for a Personal Interest that does not result from such holder's relations with the Controlling Shareholder), 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 Direction whether you are a controlling shareholder or have a personal interest in Resolutions 1 to 3. 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 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 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 1 to 3, 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 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.



**Please return using addressed envelope supplied**