



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. (the "Company"), 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 affected 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 Extraordinary General Meeting (the "EGM"). The EGM will be held as a hybrid meeting. We advise shareholders to check the Company's website at www.plus500.com in advance of the EGM in case there are further changes to the arrangements for, or requirements in order to attend, the EGM. Shareholders who are not able to attend in person 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 Extraordinary General Meeting



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (the "EGM") of Plus500 Ltd. (the "Company" or "Plus500") will be held on 24 July 2023, at 10:00 a.m. UK time.

Meeting arrangements

The EGM will be held at 10.00 am on Monday, 24 July 2023 at the offices of Liberum Capital Limited, Ropemaker Place, 25 Ropemaker Street, London EC2Y 9LY. The Company is committed to ensuring that all shareholders are given an opportunity to participate in the EGM and the Board has therefore decided to hold the EGM as a hybrid meeting, by implementing certain additional arrangements to allow shareholders to participate and vote virtually at the EGM and submit questions through a virtual platform. Further details of these new arrangements are set out below.

A hybrid meeting is a combined physical and electronic meeting, which enables shareholders to attend in person or participate in the EGM, ask questions and vote on resolutions without being physically at the EGM. The Company will be using the Lumi platform to enable such electronic participation.

Shareholders who are not able to attend in person 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.

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

How to join the EGM electronically via the Lumi Meeting Platform

The Company is pleased to be able to offer facilities for shareholders to attend, ask questions and vote at the EGM electronically in real time should they wish to do so. The details are set out below.

In order to join the EGM electronically and ask questions via the platform, shareholders will need to connect to the following site <https://web.lumiagm.com>. Lumi is available as a mobile web client, compatible with the latest browser versions of Chrome, Firefox, Edge and Safari and can be accessed using any web browser, on a PC or smartphone device.

Once you have accessed <https://web.lumiagm.com> from your web browser on a tablet or Computer, you will be asked to enter the Lumi Meeting ID which is 183-682-610. You will then be prompted to enter your unique 11-digit Investor Code (IVC) including any leading zeros and 'PIN'. Your PIN is the last 4 digits of your IVC. This will authenticate you as a shareholder.

Your IVC can be found on your share certificate, or Signal Shares users (www.signalshares.com) will find this under 'Manage your account' when logged in to the Signal Shares portal. You can also obtain this by contacting Link Group, our Registrar, by calling +44 (0) 371 277 1020*

Access to the EGM will be available from 15 minutes before meeting start time, although the voting functionality will not be enabled until the Chair of the meeting declares the poll open. During the EGM, you must ensure you are connected to the internet at all times in order to vote when the Chair commences polling on the Resolution. Therefore, it is your responsibility to ensure connectivity for the duration of the EGM via your wi-fi. A user guide to the Lumi App and Website is available on our website at: www.plus500.com.

If you wish to appoint a proxy other than the Chair of the meeting and for them to attend the virtual meeting on your behalf, please submit your proxy appointment in the usual way before contacting Link Group on +44 (0) 371 277 1020* in order to obtain their IVC and PIN. It is suggested that you do this as soon as possible and at least 48 hours (excluding non-business days) before the meeting.

If your shares are held within a nominee and you wish to attend the electronic meeting, you will need to contact your nominee as soon as possible. Your nominee will need to present a corporate letter of representation to Link Group, our registrar, as soon as possible and at least 72 hours (excluding non-business days) before the meeting, in order that they can obtain for you your unique IVC and PIN to enable you to attend the electronic meeting.

*Lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday, calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate.

The EGM will be held for the following purpose (the "Resolution"):

As special business to consider, and, if thought fit, pass Resolution 1 below:

1. To authorise the Company to make purchases of up to 8,240,829 ordinary shares (representing approximately 10 per cent. of the Company's issued share capital (excluding shares held in treasury) as at 16 June 2023) for cash, provided that:
 - a. The minimum price which may be paid for an ordinary share is ILS 0.01, such minimum price being exclusive of any expenses;
 - b. The maximum price which may be paid for an ordinary share is not more than the higher of:
 - (i) an amount equal to 105 per cent. of the average mid-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;
 - c. This authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 or, if earlier, at the close of business on 5 August 2024, unless such authority is renewed prior to this time; and
 - d. 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 in any manner permissible under applicable law.

It is noted that in the framework of the Company's 2023 Annual General Meeting, the shareholders of the Company approved and gave authority for the Company to purchase up to 9,173,106 ordinary shares, representing approximately 10 per cent. of the Company's issued ordinary share capital (excluding shares held in treasury) as at 21 March 2023 (being the latest practicable date prior to publication of the 2023 AGM notice) until 5 August 2024 or, if earlier, the conclusion of the next Annual General Meeting of the Company. The approval sought by the Company in accordance with this resolution is in addition to the authority previously provided to the Company in the framework of the 2023 Annual General Meeting.

The Board considers that the Resolution to be put to the EGM is in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that shareholders vote in favour of it as they intend to do in respect of their own beneficial holdings in the Company.

By order of the Board of Directors

Prof. Jacob A. Frenkel
Chair of the Board

Hila Barak
Company Secretary

19 June 2023

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

Explanatory Note:

Resolution 1. 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 8,240,829 ordinary shares, representing approximately 10 per cent. of the Company's issued ordinary share capital (excluding shares held in treasury) as at 16 June 2023 (being the latest practicable date prior to publication of this notice) until 5 August 2024 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 (dormant shares). Such treasury shares are not entitled to dividends and have no voting rights at the Company's general meetings.

At the Company's 2023 AGM, held on 2 May 2023, the Company's shareholder authorised the Company to purchase up to 9,173,106 ordinary shares.

Following the purchase of 7,327,605 ordinary shares, announced on 13 June 2023, and purchases pursuant to the Company's existing buyback programme, announced on 14 February 2023 (the "Share Buyback Programme"), for the period between 2 May 2023 and 16 June 2023 (being the latest practicable date prior to publication of this notice), the Company had purchased a total of 8,593,899 ordinary shares for an aggregate purchase amount of USD 151.2 million, with an average purchase price of £14.94 per share. In order to complete the Share Buyback Programme and, should the Board determine, make future purchases of ordinary shares prior to the Company's 2024 AGM, additional shareholder authority is required.

This resolution is in addition to and not in lieu of the resolution adopted in the 2023 AGM.

Notes:

1. Holders of depositary interests in respect of ordinary shares ("DI holder") may only appoint Link Market Services Trustees Limited ("Link" or 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 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.
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, 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 20 July 2023.
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, PXS1, 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 19 July 2023.
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, asking questions or voting at the EGM.
6. 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 20 July 2023.

7. Pursuant to the Companies Law, to be entitled to attend via audiocast and to vote at the Extraordinary 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 3 July 2023. 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 Extraordinary General Meeting.
8. The quorum for the Extraordinary 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.
9. Any shareholder attending the Extraordinary 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 below) 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. As at 16 June 2023 (being the last practicable date prior to any publication of this Notice), the Company's issued share capital consisted of 82,408,298 ordinary shares carrying one vote each (including 32,480,079 ordinary shares held by the Company in treasury which do not carry any voting rights). The total voting rights in the Company as at 16 June 2023 were, therefore, 82,408,298.
11. The Board recommends that shareholders vote in favour of the Resolution.
12. In the case of Depository Interest Holders, 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.
13. 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 (available via www.euroclear.com). 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 Link's agent ID (RA10) by 10.00 a.m. (UK time) on 19 July 2023. 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.
14. 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.

15. 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.
16. Unless otherwise indicated on the Form of Proxy, CREST, or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion withhold from voting.
17. The proposal set out in Resolution 1 requires the affirmative vote of the holders of a majority 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.

