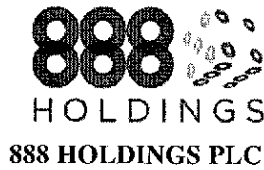


PART VII

NOTICE OF GENERAL MEETING



(Registered in Gibraltar with registered number 90099)

Notice is hereby given that a general meeting of 888 Holdings plc (the **Company**) will be held on 29 September 2015 at 5.00 p.m. (Gibraltar time) at the Company's offices at Suite 601/701 Europort, Europort Avenue, Gibraltar (the **General Meeting**) for the purpose of considering and, if thought fit, passing the following resolutions as ordinary and special resolutions of the Company:

ORDINARY RESOLUTIONS

THAT the acquisition by the Company of the entire issued and to be issued ordinary share capital of bwin.party digital entertainment plc (**bwin.party**) (the **Proposed Acquisition**), to be implemented by way of a court-sanctioned scheme of arrangement under Part VIII of the Companies Act 2014 of Gibraltar (the **Companies Act**) (as amended) (the **Scheme**) (subject to the Company reserving the right to elect to implement the Proposed Acquisition by way of a takeover offer as provided for in section 352A of the Companies Act (an **Offer**), subject to the consent of bwin.party or otherwise as permitted pursuant to the Co-operation Agreement between the Company and bwin.party dated 17 July 2015, substantially on the terms and subject to the conditions set out in: (i) the circular to shareholders of the Company dated 28 August 2015 (and any supplementary circular issued in relation to the Proposed Acquisition) (the **Circular**) outlining the Proposed Acquisition, to which the notice convening this meeting is attached; and (ii) the prospectus prepared by the Company in connection with Admission (as defined below) dated 28 August 2015 (including any supplementary prospectus published in connection with Admission), be and is hereby approved and that the directors of the Company (or any duly constituted committee thereof) be and are hereby authorised to: (i) take all such steps as may be necessary or desirable in connection with, and to implement, the Proposed Acquisition; and (ii) agree such modifications, variations, revisions, waivers or amendments to the terms and conditions of the Proposed Acquisition (provided that any such modifications, variations, revisions, waivers or amendments are not a material change to the terms of the Scheme for the purposes of Listing Rule 10.5.2R) and to any documents and arrangements relating thereto, as they may in their absolute discretion think fit;

2. **THAT** subject to and conditional upon the Scheme becoming effective (save for any conditions relating to:
- (a) the UK Listing Authority having acknowledged to the Company or its agent (and such acknowledgement not having been withdrawn) that the application for the admission of the new ordinary shares of 0.5 pence each in the capital of the Company to be issued pursuant to the Scheme (the **New 888 Shares**) to listing on the premium segment of the Official List of the UK Listing Authority has been approved and (after satisfaction of any conditions to which such approval is expressed to be subject (the **Listing Conditions**)) will become effective as soon as a dealing notice has been issued by the Financial Conduct Authority and any Listing Conditions have been satisfied; and
 - (b) the London Stock Exchange plc having acknowledged to the Company or its agent (and such acknowledgement not having been withdrawn) that the New 888 Shares will be admitted to trading on the main market of the London Stock Exchange plc (**Admission**), or, as the case may be, an Offer becoming or being declared wholly unconditional (save for Admission);

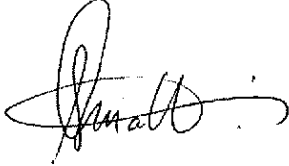
the directors of the Company be and hereby are generally and unconditionally authorised in accordance with section 94 of the Companies Act and Articles 6 and 23 of the Company's articles of association to exercise all the powers of the Company to allot the New 888 Shares and to grant rights to subscribe for or to convert any securities into shares in the Company, up to an aggregate nominal amount of £3,000,000, in connection with any allotment of the New 888 Shares pursuant to the Scheme (or, as the case may be, the Offer) credited as fully paid and free of the restrictions set out in Articles 15 to 22 of the Company's articles of association, with authority to deal with fractional entitlements arising out of such allotments as they think fit and to take all such other steps as they may in their absolute discretion deem necessary, expedient or appropriate to implement such allotments in connection with the Proposed Acquisition, and which authority shall expire on 11 February 2016 (unless previously revoked, renewed, varied or extended by the Company in general meeting), save that the Company may before such expiry make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the directors of the Company may allot relevant securities in pursuance of such an arrangement as if the authority conferred hereby had not expired;

3. **THAT**, conditional upon Resolutions 1 and 2 above and Resolution 7 below being passed and with effect from completion of the Proposed Acquisition on the terms and conditions set out in the Circular (**Completion**), the amendment to the relationship agreement entered into on 14 September 2005 by the Company, the E Shaked Shares Trust, the O Shaked Shares Trust and the Ben-Yitzhak Family Shares Trust (the **Relationship Agreement Amendment**), which constitutes a related party transaction pursuant to the Listing Rules of the UK Financial Conduct Authority by reason of the E Shaked Shares Trust, the O Shaked Shares Trust and the Ben-Yitzhak Family Shares Trust being substantial shareholders of the Company during the 12 months before the date of the Relationship Agreement Amendment, be and is hereby approved;
4. **THAT**, conditional upon Resolutions 1 and 2 above and Resolution 7 below being passed and with effect from Completion, the rules of the 888 Holdings plc Merger Synergy Incentive Plan (the **MSIP**), the principal terms of which are summarised at Appendix Two to this document, be approved and the directors of the Company be authorised to do all acts and things they consider necessary or expedient to implement and give effect to the MSIP, and to establish further plans based on the MSIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under any further plans will count against any limits on individual or overall participation in the MSIP;
5. **THAT**, conditional upon Resolutions 1 and 2 above and Resolutions 7 and 8 below being passed, Liz Catchpole be appointed as an independent non-executive director of the Company with effect from Completion;
6. **THAT** the rules of the 888 Holdings plc Long-Term Incentive Plan 2015 (the **LTIP 2015**), the principal terms of which are summarised at Appendix One to this document, be approved and the directors of the Company be authorised to do all acts and things they consider necessary or expedient to implement and give effect to the LTIP 2015, and to establish further plans based on the LTIP 2015 but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under any further plans will count against any limits on individual or overall participation in the LTIP 2015; and
7. **THAT** the authorised share capital of the Company be increased from its present limit of £2,131,937.50 divided into 426,387,500 ordinary shares of £0.005 each to the new figure of £5,131,937.50 divided into 1,026,387,500 ordinary shares of £0.005 each by the creation of 600,000,000 new ordinary shares of £0.005 each beyond the registered capital of the Company.

SPECIAL RESOLUTION

8. **THAT** the form of Memorandum and Articles of Association attached and marked 'A' and 'B' for identification purposes be and are hereby adopted as the Memorandum and Articles of Association in substitution for the entire existing Memorandum and Articles of Association.

By order of the Board

A handwritten signature in black ink, appearing to read 'Brian Mattingley', with a large, stylized flourish extending from the end of the signature.

Brian Mattingley
Executive Chairman
888 Holdings plc

Registered Office:
Suite 601/701 Europort
Europort Avenue
Gibraltar

28 September 2015

1. Members' right to appoint a proxy

- 1.1 Shareholders are entitled to appoint a proxy to exercise any or all of their rights to attend, speak and vote at the General Meeting. If a shareholder wants his/her proxy to speak on his/her behalf, he/she must appoint someone other than the Chairman as their proxy. A proxy need not be a shareholder of the Company. The appointment of a proxy will not prevent a member from subsequently attending, voting and speaking at the General Meeting in person, in which case any votes of the proxy will be superseded.
- 1.2 A shareholder may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares. Registration of proxy instructions electronically through www.capitashareportal.com will appoint the appropriate proxy. Alternatively, the form of proxy card issued with hard copies of this notice can be completed and returned in accordance with the instructions on the form of proxy.
- 1.3 A person who is not a shareholder of the Company, but has been nominated by a shareholder to enjoy information rights (a **nominated person**), does not have a right to appoint a proxy.
- 1.4 Nominated persons may have a right under an agreement with the shareholder to be appointed (or to have someone else appointed) as a proxy for the meeting. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under an agreement with the relevant shareholder to give instructions as to the exercise of voting rights.
- 1.5 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual member, provided that multiple corporate representatives do not vote in relation to the same ordinary shares.
- 1.6 The Company specifies that only those shareholders registered on the relevant register of members of the Company as at 6.00 p.m. on 27 September 2015 shall be entitled to attend or vote at the General Meeting in respect of the number of shares registered in their name at that time, or in the event of an adjournment of this General Meeting, shareholders on the register of members 48 hours (excluding non-working days) before the scheduled time for the adjourned General Meeting. Changes to entries on the relevant register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend or vote at the meeting.

2. Attendance at the meeting

- 2.1 Representatives of corporate shareholders will have to produce evidence of their proper appointment when attending the General Meeting. Please contact info@888holdingsplc.com if you need any further guidance on this.

3. Questions at the General Meeting

- 3.1 Shareholders have the right to ask questions relating to the business of the General Meeting and the Company has an obligation to answer such questions unless they fall within any of the statutory exceptions. No answer will therefore be required to be given if: (i) it is undesirable in the interests of the Company or the good order of the General Meeting; (ii) if to do so would unduly interfere with the preparation for the meeting or involve the disclosure of confidential information; or (iii) if the answer has already been given on a website in the form of an answer to a question.
- 3.2 If you are unable to attend the General Meeting, but would like to ask the directors a question in connection with the business of the meeting, you can do so by sending a question by email to info@888holdingsplc.com. We will endeavour to provide you with a response as soon as possible.

4. Documents for inspection

- 4.1 Copies of the following documents will be available for inspection at Allen & Overy LLP, One Bishops Square, London E1 6AD and at the Company's registered office during usual business hours on Monday to Friday each week from the date of this notice of General Meeting until the day of the meeting (Saturdays, Sundays and public holidays in the UK and Gibraltar excepted), and, on the day of the General Meeting at the Company's registered office from 9.00 a.m. until the close of the meeting:
 - (a) the memorandum and articles of association of the Company;
 - (b) the audited consolidated financial information for the 888 Group in respect of the three financial years ended 31 December 2014, 31 December 2013 and 31 December 2012 which are incorporated by reference into, and form part of this document;
 - (c) the unaudited interim condensed consolidated financial statements for the 888 Group for the six month period ended 30 June 2015;
 - (d) the audited consolidated financial information for the bwin.party Group in respect of the three financial years ended 31 December 2014, 31 December 2013 and 31 December 2012 which are incorporated by reference into, and form part of this document;
 - (e) the unaudited interim condensed consolidated financial statements for the bwin.party Group for the six month period ended 30 June 2015;
 - (f) the report from the Reporting Accountant to the Company on the unaudited pro forma financial information referred to in Part IV ("*Unaudited Pro Forma Financial Information of the Enlarged Group*") of this document;

- (g) service agreements of all of the 888 Directors and letters of appointment of all of the non-executive directors and the Proposed Directors;
- (h) the consent letters referred to in paragraph 8 (“*Consents*”) of Part V (“*Additional Information*”) of the Circular;
- (i) a copy of the Press Release;
- (j) a copy of the Co-operation Agreement;
- (k) a copy of the Confidentiality Agreement;
- (l) the irrevocable undertakings and letters of intent referred to in paragraph 17 of Part I (“*Letter from the Chairman of 888*”) of the Circular;
- (m) documents relating to the financing of the Offer referred to in paragraph 15 of Part I (“*Letter from the Chairman of 888*”) of the Circular;
- (n) the Scheme Document;
- (o) the 888 Prospectus;
- (p) the Proposed New Memorandum and Articles of Association;
- (q) the MSIP;
- (r) the LTIP 2015; and
- (s) the Circular.

5. Share capital

- 5.1 At the close of business on 26 August 2015 (being the last practicable business day prior to the publication of this notice) the issued share capital of the Company was 356,785,169 ordinary shares of GBP0.005 each.
- 5.2 Each ordinary share carries the right to one vote. Therefore, the total voting rights in the Company as at the close of business on 26 August 2015 was 356,785,169.

6. Website

- 6.1 A copy of this notice, and other relevant information, can be found at www.888holdingsplc.com.

7. Further information for ordinary shareholders

If you have any questions relating to your shareholding or the completion and return of the Forms of Proxy or the Forms of Direction (as applicable), please contact Capita on 0371 664 0321 from within the UK or on +44 (0) 208 639 3399 if calling from outside the UK. 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. The helpline will be open between 9.00 a.m. – 5.30 p.m. (London times), Monday to Friday excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the proposals to be considered at the General Meeting nor give any financial, legal or tax advice.