



888 Holdings Public Limited Company  
Registered office: Suite 601/701, Europort, Europort Road, Gibraltar  
Registered in Gibraltar with registered number 90099

# NOTICE OF ANNUAL GENERAL MEETING

**This document is important and requires your immediate attention.**

**If you are in any doubt as to any aspect of the proposals referred to in the document or about the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other appropriately authorised independent professional adviser who is authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.**

If you have sold or transferred all your Ordinary Shares or underlying Depositary Interests in 888 Holdings Public Limited Company (888 or the Company), you should pass this letter and all other documents enclosed with it to the purchaser or transferee or to the stockbrokers, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

**Notice of the Annual General Meeting (the Meeting) of 888 to be held at 9.00am CET (8.00am GMT) on Monday 9 May 2016 at Suite 601/701, Europort, Europort Road, Gibraltar is set out on pages 07 and 08 of this document.**

## Ordinary Shareholders

The enclosed Form of Proxy, for use in connection with the Meeting by Ordinary Shareholders only, should be completed and returned, in accordance with the instructions printed thereon, as soon as possible and by no later than 9.00am CET (8.00am GMT) on 5 May 2016.

## Depositary Interest Holders

The enclosed Form of Direction, for use in connection with the Meeting by Depositary Interest holders and Employee Shareholders only, should be completed and returned, in accordance with the instructions printed thereon, as soon as possible and by no later than 9.00am CET (8.00am GMT) on 4 May 2016. Alternatively, CREST members may instruct the Depositary how to vote the shares underlying their Depositary Interests by using the electronic voting service. Further details are set out in the notes to the Form of Direction.

888 Holdings Public Limited Company  
Suite 601/701  
Europort  
Europort Road  
Gibraltar

7 April 2016

To:

- » the holders of Ordinary Shares in 888 (**Ordinary Shares**) (the **Ordinary Shareholders**);
- » the holders of depositary interests in Ordinary Shares held in uncertificated form through CREST (the **Depository Interest Holders**); and
- » the participants in the 888 All-Employee Share Plan and 888 Long Term Incentive Plan 2015 (the **Employee Shareholders**).

Dear Sir/Madam

## 2016 ANNUAL GENERAL MEETING

Our 2016 Annual General Meeting will be held at Suite 601/701, Europort, Europort Road, Gibraltar on Monday 9 May 2016 at 9.00am CET (8.00am GMT).

We hope you will be able to join us for the meeting. However, if you are unable to do so, your vote remains important to us and we encourage you to fill in the Form of Proxy if you are an Ordinary Shareholder, or if you are Depository Interest Holder or Employee Shareholder, the Form of Direction. Please see "Action to be taken" below for further details.

The notice convening the Annual General Meeting is set out on pages 07 and 08 and I am writing to give you details of the items of business to be transacted at the Meeting.

The business of the Annual General Meeting will be to consider, and if thought fit, pass the resolutions set out on pages 07 and 08.

### Resolutions 1 to 3

Resolutions 1 to 3 deal with the Annual Report & Accounts 2015 (Resolution 1), the Remuneration Report (Resolution 2) and the revised Remuneration Policy (Resolution 3). These resolutions will be proposed as ordinary resolutions.

### Resolutions 4 to 8

These Resolutions deal with the election or re-election of Directors. These resolutions will be proposed as ordinary resolutions.

### Resolutions 9 to 10

These Resolutions deal with the separate approval of re-election of the Independent Directors. These resolutions will be proposed for separate approval by the Independent Shareholders.

### Resolutions 11 to 15

These Resolutions deal with the appointment of the auditors and the auditors' remuneration (Resolutions 11 and 12), the distribution of a final dividend (Resolution 13) and an additional one-off dividend (Resolution 14) and the Directors' authority to issue shares (Resolution 15). All these resolutions will be proposed as ordinary resolutions.

### Resolution 16

This resolution deals with the authority of the Directors' to disapply pre-emption rights. This resolution will be proposed as a special resolution.

An explanation of each of the Resolutions is set out on pages 04 to 06 of this document.

### Recommendation

Your Board unanimously recommends that shareholders vote in favour of all the Resolutions set out in the Notice of the Annual General Meeting, which they consider to be in the best interests of the Company and the shareholders as a whole. The Directors intend to vote in favour of all resolutions in respect of their beneficial shareholdings totalling 1,300,646 Ordinary Shares representing 0.36% of the present issued ordinary share capital of the Company.

### Action to be taken

As noted above, we hope you will be able to join us for the Annual General Meeting.

### Forms of Proxy for Ordinary Shareholders

Ordinary Shareholders not wishing to attend the Annual General Meeting are requested to complete the enclosed Form of Proxy indicating how they wish to cast their votes on each of the Resolutions.

Instructions on completing and submitting a valid Form of Proxy are included on the form that is enclosed with this letter.

Forms of Direction for Depositary Interest Holders and Employee Shareholders  
Depositary Interest Holders or Employee Shareholders not wishing to attend the Annual General Meeting are requested to complete the enclosed Form of Direction indicating how they wish to cast their votes on each of the Resolutions.

Instructions on completing and submitting a valid Form of Direction are included on the form that is enclosed with this letter.

Yours faithfully



**Brian Mattingley**  
**Chairman**

# EXPLANATION OF BUSINESS

to be considered at the 2016 Annual General Meeting

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 15 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolution 16 is proposed as a special resolution. This means that for such a resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

## Resolution 1: Accounts

The Gibraltar Companies Act requires the Directors to present audited consolidated accounts of the Company (and its subsidiaries) to a general meeting of shareholders.

## Resolution 2: Directors' Remuneration Report

The Directors will present the Remuneration Report (other than that part containing the Revised Remuneration Policy referred to in Resolution 3) for the financial year ended 31 December 2015 for approval by shareholders in general meeting.

As the Company is Gibraltar incorporated, it is not required to prepare a remuneration report pursuant to the UK Directors' Remuneration Report requirements in Schedule 8 to the UK Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (the DRR Regulations).

The Company has, however, prepared the Remuneration Report substantially in line with the requirements of the DRR Regulations on a voluntary basis as if the Company were required to do so, as a matter of good governance.

The Report is set out on pages 46 to 60 of the Company's Annual Report & Accounts 2015. The shareholder vote is advisory in nature and the Directors' entitlement to remuneration is not conditional on it. The Board will take the outcome of the vote into consideration in setting the Company's remuneration policy for its Directors.

## Resolution 3: Revisions to Directors' Remuneration Policy

Shareholders are requested to approve a revised remuneration policy (the **Revised Remuneration Policy**). The current remuneration policy was previously approved by Shareholders at the 2015 Annual General Meeting (the **Current Remuneration Policy**).

The Revised Remuneration Policy is intended, if and when approved, to apply to payments to be made after the date of the Annual General Meeting to be held on 9 May 2016.

Provided it remains unchanged, the Revised Remuneration Policy will continue to apply until the Annual General Meeting in 2019. The proposed Revised Remuneration Policy is set out on pages 48 to 51 of the Company's Annual Report & Accounts 2015. The key changes to the remuneration arrangements under the Revised Remuneration Policy are as follows:

- » Salaries for the Chief Executive and Chief Financial Officer have been set at ILS 3,024,495 (effective from 2 March 2016) and £416,000 respectively. The increase in Itai Frieberger's salary from the salary he received as Chief Operating Officer (ILS 2,571,433) reflects the increased responsibilities involved in the CEO role.
- » Annual bonuses will continue to be based on challenging EBITDA growth targets. The maximum bonus opportunity remains unchanged at 150% of salary and objective performance targets will now be set for the entire award (previously up to 50% of the salary could be awarded at the discretion of the Committee). Payment of the full bonus will require significant increase over the previous year's EBITDA as well as out-performance of budget, and any bonus above 100% of salary will now be deferred into shares. The EBITDA targets will be disclosed in full on a retrospective basis.
- » Shareholding guidelines have been introduced requiring the Executive Directors to build and maintain a shareholding of 200% of salary.
- » Robust recovery and withholding provisions have now been incorporated into both the annual bonus and LTIP (applying to 2016 awards onwards).

The Remuneration Committee considers that the existing performance targets are appropriately stretching and therefore it has determined not to adjust the performance targets in light of the increase in grant opportunity to Executive Directors.

As the Company is Gibraltar incorporated, it is not subject to the DRR Regulations. It is also not subject to section 439A of the UK Companies Act 2006 which requires companies to put their remuneration policy to shareholders.

The Company has, however, prepared the Revised Remuneration Policy substantially in line with the requirements of the DRR Regulations on a voluntary basis as if the Company were required to do so as a matter of good governance.

The Revised Remuneration Policy is also being put to a vote by the Company's shareholders on a voluntary basis.

The vote is advisory in nature, and the Directors' entitlement to remuneration is not conditional on it. Neither the Board nor individual Directors are legally bound by the Revised Remuneration Policy.

#### Resolutions 4 to 8: Election and Re-election of Directors

In accordance with the Company's articles of association, all Directors of the Company will retire at the Annual General Meeting. Itai Frieberger, who was appointed to the Board on 13 May 2015, is offering himself for election by shareholders for the first time. All other Directors are offering themselves for re-election.

Biographical details of the Directors are shown on pages 32 and 33 of the Company's Annual Report & Accounts 2015.

In proposing the election or re-election of the Directors who are offering themselves for election or re-election, the Chairman has confirmed that, following formal performance evaluation, each individual continues to make an effective and valuable contribution to the Board and demonstrates commitment to the role.

Details of the Board evaluation process in relation to the Directors can be found on page 42 of the Company's Annual Report & Accounts 2015.

#### Resolutions 9 to 10: Separate Approval of Independent Directors

As explained on page 36 of the Annual Report & Accounts, the Company has controlling shareholders for the purposes of the Listing Rules, because, together, Sinitus Nominees Limited in trust on behalf of Dalia Shaked, the O Shaked Shares Trust and the Ben-Yitzhak Family Shares Trust (the Controlling Shareholders) exercise or control 30% or more of the votes able to be cast at general meetings of the Company.

This impacts the Company's process for approving the re-election of Ron McMillan and Amos Pickel, who are the Directors determined by the Board to be independent for the purposes of the UK Corporate Governance Code (**Independent Directors**), since, under the Listing Rules, such elections/re-elections must be approved both by (a) shareholders as a whole; and (b) those shareholders other than the Controlling Shareholders who are entitled to vote on the election of Directors (the **Independent Shareholders**).

The re-election of Ron McMillan and Amos Pickel are therefore proposed to the Independent Shareholders for separate approval.

Under the Listing Rules, and pursuant to the Company's Memorandum & Articles of Association, if the re-election of an Independent Director is not approved by a majority vote of both the shareholders as a whole and the Independent Shareholders, the Company may propose a further resolution to re-elect him, provided that such vote is not held before 90 days from the date of the original vote and no more than 120 days after the date of the original vote.

This further resolution must be passed by a majority of the shareholders as a whole only, and there is no requirement for an additional vote by Independent Shareholders. The Listing Rules allow any Independent Director who is not elected or re-elected by the Independent Shareholders to remain in office until the further resolution has been voted on.

The Board considers that each of the Independent Directors proposed for election meet the independence criteria set by the UK Corporate Governance Code and are independent of management in character, judgment and opinion. As regards Amos Pickel, the Board notes that he has served as a Non-executive Director of 888 since March 2006. The Board has carefully considered whether Amos' length of service has compromised his independence and concluded that he remains independent in character and judgement and that there are no relationships or circumstances which are likely to affect, or could appear to affect, his judgement. Moreover, from the rigorous review carried out by the Board of its members' performance, it has concluded that Amos continues to bring invaluable experience and insight to the Board and to contribute positively to Board and committee deliberations. The Board is therefore entirely satisfied as to Amos' performance and continued independence and believes that 888's business will continue to benefit from his experience and knowledge.

Neither Mr. Amos Pickel nor Mr. Ron McMillan has any existing or previous relationship, transaction or arrangement with the Company, its Directors, any controlling shareholder or any associate of a Controlling Shareholder, other than their service as Independent Non-executive Directors of the Company.

#### Resolution 11: Appointment of Auditors

The Company's independent Auditors must be appointed each year at the Annual General Meeting.

The Directors propose that, following the recommendation of the Audit Committee, EY be re-appointed as Auditors, including for the purposes of meeting the Company's statutory requirements under section 257 of the Gibraltar Companies Act, as amended, and the filing of the Company's financial statements in Gibraltar pursuant to section 258 of the Gibraltar Companies Act 2014, as amended. EY have expressed their willingness to continue in office.

#### Resolution 12: Auditors' Remuneration

Resolution 12, in accordance with normal practice, authorises the Directors to determine the Auditors' remuneration.

#### Resolution 13: Final Dividend

Resolution 13 is in relation to the declaration of a final dividend of 4 cents per Ordinary Share payable on 12 May 2016 to those shareholders on the register of members of the Company as at close of business on 15 April 2016, in accordance with the recommendation of the Directors.

# EXPLANATION OF BUSINESS

continued

## Resolution 14: Additional One-Off Dividend

Resolution 14 is in relation to the declaration of an additional one-off dividend of 8 cents per Ordinary Share payable on 12 May 2016 to those shareholders on the register of members of the Company as at close of business on 15 April 2016, in accordance with the recommendation of the Directors.

## Resolution 15: Allotment of Shares by Directors

Resolution 15 is proposed to renew the Directors' authority to allot relevant securities up to an aggregate nominal value of £1,190,780.88 (the lower of: (i) the authorised but unissued capital of the Company; and (ii) two thirds of the Company's issued share capital) which represents 66.66% of the Company's Ordinary Share capital in issue as at 31 March 2016, being the latest practicable date prior to the publication of this notice.

This authority will expire upon the earlier of: (i) the conclusion of the next Annual General Meeting of the Company after passing this resolution; and (ii) 30 June 2017.

The Directors have no present intention of exercising this authority. The Company does not hold any shares in treasury.

## Resolution 16: Disapplication of Pre-emption Rights

Resolution 16 is to renew the Directors' authority to allot equity securities for cash without first offering them to shareholders. Under Articles 19-26 of the Company's Articles of Association, if the Directors wish to allot Ordinary Shares, or grant rights to subscribe for, or convert securities into, Ordinary Shares, they must in the first instance offer them to existing shareholders in proportion to their holdings.

Apart from rights issues or any other pre-emptive offer concerning equity securities, the authority would allow the Directors to issue shares for cash up to a maximum aggregate nominal amount of £178,635.00 representing 35,726,999 Ordinary Shares (approximately 10% of the Company's Ordinary Share capital in issue as at 31 March 2016, being the latest practicable date prior to the publication of this Notice) without first being required to offer such shares to existing shareholders.

The Board will seek to renew the authority annually, provided that: (i) the Board does not intend to effect allotments of this nature to a level exceeding 7.5% of the Company's Ordinary Share capital over any three year period; and (ii) with regard to the authority to issue an aggregate nominal amount of £89,317.50 representing 17,863,500 Ordinary Shares referred to in paragraph (c) of Resolution 15 (approximately 5% of the Company's Ordinary Share capital in issue as at 31 March 2016, being the latest practicable date prior to the publication of this Notice), such authority shall be used only for an acquisition, or a "specified capital investment" announced contemporaneously with the issue or that occurs in less than six months prior to and is disclosed in the announcement of the issue.

This authority will expire upon the earlier of: (i) the conclusion of the next Annual General Meeting of the Company after passing this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired, and (ii) 30 June 2017. The Directors have no present intention of exercising this authority.

**888 Holdings Public Limited Company – no. 90099**

# NOTICE OF 2016 ANNUAL GENERAL MEETING

**NOTICE is hereby given that the Annual General Meeting of 888 Holdings Public Limited Company will be held at Suite 601/701, Europort, Europort Road, Gibraltar on Monday 9 May 2016 at 9.00am CET (8.00am GMT) for the following purposes:**

- 1 To receive the Annual Report & Accounts 2015.
- 2 To approve the Remuneration Report (other than that part containing the Remuneration Policy referred to in Resolution 3).
- 3 To receive and adopt the Revised Remuneration Policy.
- 4 To re-elect Brian Mattingley as a Director.
- 5 To elect Itai Frieberger as a Director.
- 6 To re-elect Aviad Kobrine as a Director.
- 7 To re-elect Ron McMillan as a Director.
- 8 To re-elect Amos Pickel as a Director.
- 9 To re-elect Ron McMillan as a Director, provided that resolution 7 is passed – separate approval by Independent Shareholders.
- 10 To re-elect Amos Pickel as a Director, provided that resolution 8 is passed – separate approval by Independent Shareholders.
- 11 To appoint EY as the Company's Auditors.
- 12 To authorise the Directors to agree the remuneration of the Auditors
- 13 To declare a final dividend of 4 cents per Ordinary Share payable on 12 May 2016 to those shareholders on the register of members of the Company at close of business on 15 April 2016, in accordance with the recommendation of the Directors.
- 14 To declare an additional one-off dividend of 8 cents per Ordinary Share payable on 12 May 2016 to those shareholders on the register of members of the Company at close of business on 15 April 2016, in accordance with the recommendation of the Directors.
- 15 THAT the Board be and it is hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 94 of the Gibraltar Companies Act 2014) up to an aggregate nominal amount of £1,190,780.88 provided that this authority shall expire upon the earlier of: (i) the conclusion of the next Annual General Meeting of the Company after passing this resolution, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired; and (ii) 30 June 2017. All previous unutilised authorities will cease to have effect as of 9 May 2016.
- 16 THAT the Board be and it is hereby empowered pursuant to Article 27 of the Company's Articles of Association (the "Articles") to allot equity securities (within the meaning of Article 25 of the Articles) for cash as if Articles 19-26 of the Articles did not apply to any such allotment provided that this power shall be limited:
  - (a) to the allotment of equity securities in connection with an offer or issue of equity securities to or in favour of:
    - (i) Ordinary Shareholders where the equity securities respectively attributable to the interests of all Ordinary Shareholders are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by them; and
    - (ii) holders of other equity securities if this is required by the rights of those securities, or if the Directors consider it necessary, as permitted by the rights of those securities;

so that the Directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter;

# NOTICE OF 2016 ANNUAL GENERAL MEETING

continued

- (b) to the allotment (otherwise than pursuant to sub-paragraphs (a) above and (c) below) of equity securities up to an aggregate nominal value of £89,317.50; and
- (c) to the allotment (otherwise than pursuant to sub-paragraphs (a) and (b) above) of equity securities in connection with an acquisition or specified capital investment up to an aggregate nominal value of £89,317.50,

and shall expire upon the earlier of: (i) the conclusion of the next Annual General Meeting of the Company after passing this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired; and (ii) 30 June 2017.

In paragraph (c) "specified capital investment" means one or more specific capital investments in respect of which sufficient information regarding the effect of the transaction on the Company, the assets the subject of the transaction and (where appropriate) the profits attributable to those assets is made available to shareholders to enable them to reach an assessment of the potential return.

On behalf of the Board



**Brian Mattingley**  
**Chairman**

Suite 601/701  
Europort  
Europort Road  
Gibraltar

7 April 2016

**Notes:**

- (a) The right to vote at the Meeting and the number of votes a shareholder is entitled to cast at the Meeting is determined by reference to the Company's register of members at 6.00pm CET (5.00pm GMT) on 5 May 2016 (or, in the event of any adjournment, on the date not more than 48 hours prior to the time of the adjourned meeting), excluding any part of a day that is not a working day.
- (b) A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, speak and, on a poll, to vote instead of him or her. A proxy need not be a member of the Company and the appointment of a proxy will not preclude a member from attending and voting at the meeting instead of the proxy. A Form of Proxy, which must be lodged with the Company's registrars at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU in person or by post by no later than 9.00am CET (8.00am GMT) on 5 May 2016, is enclosed for this purpose. You must inform the Company's registrars in writing of any termination of the authority of a proxy by 9.00am CET (8.00am GMT) on 5 May 2016. The enclosed Form of Direction, for use in connection with the Meeting by Depositary Interest holders and Employee Shareholders only, should be completed and returned, in accordance with the instructions printed thereon, as soon as possible and by no later than 9.00am CET (8.00am GMT) on 4 May 2016. Alternatively, CREST members may instruct the Depositary how to vote the shares underlying their Depositary Interests by using the electronic voting service. Further details are set out in the notes to the Form of Direction.
- (c) A member of the Company may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to a different share or shares held by the member. To do this, a member must complete a separate Form of Proxy for each proxy or, if appointing multiple proxies electronically, follow the instructions given on the relevant electronic facility (see note (e)). Members can copy their original Form of Proxy, or additional Forms of Proxy can be obtained from Capita Asset Services by telephone: 0871 664 0300. Calls cost 12 pence per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00am and 5.30pm, Monday to Friday excluding public holidays in England and Wales. A member appointing more than one proxy should indicate on the relevant Forms of Proxy the number of shares for which each proxy is authorised to act on his or her behalf. When two or more valid proxy appointments are delivered or received in respect of the same share for use, the one which was last delivered or received (regardless of its date or signature) shall be treated as replacing and revoking the others as regards that share; if the Company is unable to determine which was last received, none of them shall be treated as valid in respect of that share.
- (d) Depositary Interest holders may instruct the depositary how to vote utilising the CREST electronic voting service. To instruct the depositary how to vote or amend an instruction to vote via the CREST system, the CREST message must be received by the issuer's agent, using the Receiving Agent ID RA10, by not less than 72 hours (excluding weekends and bank holidays) before the time of the holding of the Annual General Meeting or any adjournment thereof. 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 Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of voting instructions through CREST should be communicated to the issuer's agent by other means. CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance. For further information on CREST procedures, limitations and system timings please refer to the CREST manual.
- (e) Shareholders may also vote electronically by logging on to <https://www.capitashareportal.com> and following the instructions given on the website. Such participants will need to register first before using this internet voting facility and will be asked to agree to certain terms and conditions.
- (f) The register of Directors' interests, copies of all Directors' service contracts and appointment letters, and the rules of the 888 All-Employee Share Plan and 888 Long Term Incentive Plan 2015 will be available for inspection at the registered office of the Company at any time during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) up to and including the date of the meeting and at the place of the meeting for 15 minutes prior to, and during, the meeting.
- (g) As at 31 March 2016 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consisted of 357,269,991 Ordinary Shares, carrying one vote each. Therefore the total number of voting rights in the Company as at 31 March 2016 is 357,269,991. All resolutions put to the Annual General Meeting shall be decided by poll. This will result in a more accurate reflection of the views of shareholders by ensuring that every vote is recognised, including the votes of all shareholders who are unable to attend the meeting but who appoint a proxy for the meeting. On a poll, each shareholder has one vote for every share held.
- (h) Any member attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, or (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- (i) The Company will publish this Notice of Meeting and other relevant information on its corporate website [corporate.888.com](http://corporate.888.com). Members of the Company can require the publication of a statement on the Company's corporate website, setting out any matter that the members propose to raise at the Meeting, regarding the audit of the Company's accounts that are to be laid before the Meeting, or any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting of the Company. Such requests must be made by members representing not less than 5% of the total voting rights of all members who have a right to vote on the matter, or not less than 100 members with the right to vote on the matter and who hold shares on which an average sum per member of not less than £100 has been paid up.
- (j) Any member has the right to require the Company to give notice of a resolution or other business to be dealt with at the Meeting pursuant to the Gibraltar Listed Companies (Members' Rights) Regulations 2011.





