



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 about the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other authorised independent professional adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all your Ordinary Shares or underlying Depositary Interests in 888 Holdings Public Limited Company, you should pass this letter and all other documents enclosed with it 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 of 888 Holdings Public Limited Company to be held at 9.00am on Wednesday 14 May 2014 at Suite 601/701, Europort, Europort Road, Gibraltar is set out on page 4 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 on 12 May 2014.

Depositary Interest Holders

The enclosed Form of Direction, for use in connection with the Meeting by Depositary Interest holders only, should be completed and returned, in accordance with the instructions printed thereon, as soon as possible and by no later than 9.00am on 9 May 2014. 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

11 April 2014

To the holders of Ordinary Shares, holders of Depositary Interests and participants in the 888 All-Employee Share Plan

Dear Sir/Madam

2014 ANNUAL GENERAL MEETING

Our 2014 Annual General Meeting will be held at Suite 601/701, Europort, Europort Road, Gibraltar on Wednesday 14 May 2014 at 9.00am.

The notice convening the Annual General Meeting is set out on page 4 and I am writing to give you details of the items of business to be transacted at the Meeting.

Resolutions 1 to 3

Resolutions 1 to 3 deal with the Annual Report & Accounts 2013 (Resolution 1), the Remuneration Report (Resolution 2) and the Remuneration Policy (Resolution 3). These resolutions will be proposed as Ordinary Resolutions.

Resolutions 4 to 12

These Resolutions deal with re-election of Directors (Resolutions 4 to 8), the reappointment of Auditors and Auditors' remuneration (Resolutions 9 and 10) and the distribution of a final dividend (Resolution 11) and an additional one-off dividend (Resolution 12). All these resolutions will be proposed as Ordinary Resolutions.

Resolutions 13

Resolution 13 deals with the authority of the Directors' to disapply pre-emption rights and will be proposed as a Special Resolution.

An explanation of each of the Resolutions is set out on page 3 of this document.

Recommendation

Your Board 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 shareholders as a whole. The Directors intend to vote in favour of all Resolutions in respect of their beneficial shareholdings totalling 421,631 Ordinary Shares representing 0.12% of the present issued Ordinary Share capital of the Company.

Action to be taken

A Form of Proxy/Form of Direction is enclosed with this Notice of Annual General Meeting for use by Ordinary Shareholders/Depositary Interest holders respectively. Members not wishing to attend the Annual General Meeting and Depositary Interest holders are requested to complete the Form of Proxy/Form of Direction indicating how they wish to cast their votes on each of the Resolutions. Instructions on completing and submitting a valid Form are included on the Form.

Yours faithfully

Richard Kilsby
Chairman

EXPLANATION OF BUSINESS TO BE CONSIDERED AT THE 2014 ANNUAL GENERAL MEETING

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 Remuneration Policy referred to in Resolution 3) for the financial year ended 31 December 2013 for approval by shareholders in general meeting. The Remuneration Report has been prepared on a voluntary basis as a matter of good governance substantially as if the Company were required to do so 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 Report is set out on pages 34 to 48 of the Company's Annual Report & Accounts 2013. The shareholder vote is advisory in nature and the Board will take the outcome of the vote into consideration in setting the Company's remuneration policy for its directors.

Resolution 3: Directors' Remuneration Policy

Shareholders are requested to approve the Remuneration Policy. The Remuneration Policy is set out on pages 35 to 41 of the Company's Annual Report & Accounts 2013. The Remuneration Policy has been prepared on a voluntary basis as a matter of good governance substantially as if the Company were required to do so pursuant to Schedule 8 to the UK Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, and a separate Resolution on the Remuneration Policy put to a vote by Shareholders substantially as if the Company were required to do so pursuant to section 439A of the UK Companies Act 2006. The vote is advisory in nature, meaning that obligations to make payments to Directors will continue to be enforceable in the event that the vote is not passed, and neither the Board nor individual Directors are legally bound by the Remuneration Policy. Companies to which section 439A of the UK Companies Act 2006 applies must put their remuneration policy to shareholders at least every three years, unless during that time it is to be changed. The Company currently intends to submit the Remuneration Policy for approval by Shareholders in three years' time.

Resolutions 4 to 8: Re-election of All Directors

All Directors of the Company shall retire and offer themselves for re-election at the Annual General Meeting this year. Their biographical details are shown on page 21 of the Company's Annual Report & Accounts 2013. In proposing the re-election of the Directors, 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 28 of the Company's Annual Report & Accounts 2013.

Resolution 9: Re-appointment of Auditors

The Company's independent Auditors must be appointed each year at the Annual General Meeting. The Directors recommend that BDO LLP and BDO Limited Chartered Accountants be re-appointed as Auditors, with BDO Limited Chartered Accountants being appointed for the purposes of meeting the Company's statutory requirements under section 182 of the Gibraltar Companies Act, as amended, and the filing of the Company's financial statements in Gibraltar pursuant to section 10 of the Companies (Accounts) Act 1999, as amended.

Resolution 10: Auditors' Remuneration

Resolution 10, in accordance with normal practice, authorises the Directors to determine the Auditors' remuneration.

Resolution 11: Final Dividend

Resolution 11 is to declare a final dividend of 4.0 cents per ordinary share payable on 21 May 2014 to those shareholders on the register of members of the Company on 4 April 2014, in accordance with the recommendation of the Directors.

Resolution 12: Additional One-Off Dividend

Resolution 12 is to declare an additional one-off dividend of 7.0 cents per ordinary share payable on 21 May 2014 to those shareholders on the register of members of the Company on 4 April 2014, in accordance with the recommendation of the Directors.

Resolution 13: Disapplication of Pre-emption Rights

Resolution 13 is to renew the Directors' authority to allot equity securities for cash without first offering them to shareholders. The authority allows the issue of up to an aggregate nominal amount of £88,022.51 representing 17,604,502 Ordinary Shares (5% of the Company's Ordinary Share capital in issue as at 31 March 2014). The Board will seek to renew the authority annually, provided that 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.

NOTICE OF 2014 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 Wednesday 14 May 2014 at 9.00am for the following purposes:

- 1 To receive the Annual Report & Accounts 2013
- 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 Remuneration Policy
- 4 To re-elect Richard Kilsby as a Director
- 5 To re-elect Brian Mattingley as a Director
- 6 To re-elect Aviad Kobrine as a Director
- 7 To re-elect Amos Pickel as a Director
- 8 To re-elect John Anderson as a Director
- 9 To re-appoint BDO LLP and BDO Limited Chartered Accountants as the Company's Auditors
- 10 To authorise the Directors to agree the remuneration of the Auditors
- 11 To declare a final dividend of 4.0 cents per ordinary share payable on 21 May 2014 to those shareholders on the register of members of the Company on 4 April 2014, in accordance with the recommendation of the Directors.
- 12 To declare an additional one-off dividend of 7.0 cents per ordinary share payable on 21 May 2014 to those shareholders on the register of members of the Company on 4 April 2014, in accordance with the recommendation of the Directors.
- 13 THAT the Board be and it is hereby empowered pursuant to Article 21 of the Company's Articles of Association (the "Articles") to allot equity securities (within the meaning of Article 19 of the Articles) for cash as if Articles 13-20 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 a rights issue in favour of 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
 - (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £88,022.51;

and shall expire at 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.

On behalf of the Board

Richard Kilsby
Chairman
Suite 601/701
Europort
Europort Road
Gibraltar

11 April 2014

Notes:

- (a) The right to vote at the Meeting is determined by reference to the Company's register of members not more than 48 hours prior to the time of the 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 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. A Form of Proxy, which must be lodged with the Company's registrars in person or by post by no later than 9.00am on 12 May 2014, is enclosed for this purpose.
- (c) The register of Directors' interests, copies of all Directors' service contracts and appointment letters, and the rules of the 888 All-Employee Share Plan 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.
- (d) As at 31 March 2014 the Company's issued share capital consisted of 352,090,037 Ordinary Shares, carrying one vote each. Therefore the total number of voting rights in the Company as at 31 March 2014 is 352,090,037.
- (e) 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.
- (f) The Company will publish this Notice of Meeting and other relevant information on its corporate website www.888holdingsplc.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 per cent 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.
- (g) 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 Sections 338 and 338A of the UK Companies Act 2006.

