

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Playtech Limited (the 'Company') will be held at The Sefton Hotel, Harris Promenade, Douglas, Isle of Man, IM1 2RW on 13 May 2009 at 11.00am for the following purposes:

ORDINARY BUSINESS

To consider and if thought fit, pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive the Company's Annual Accounts together with the report of the Directors and Auditors for the financial year ended 31 December 2008.
2. To reappoint BDO Stoy Hayward LLP as auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company.
3. To authorise the Directors to determine the Auditor's remuneration.
4. To approve the payment of a final dividend for the year ended 31 December 2008 of 7.6 cents per Ordinary Share of no par value payable to those shareholders on the register at the close of business on 3 April 2009.
5. To re-elect Roger Withers, who retires by rotation, as a Director.
6. To re-elect Rafi Ashkenazi, who retires by rotation, as a Director.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

7. THAT, pursuant to and for the purposes of, article 4.2.3 of the Company's articles of association, the Directors be and they are empowered to allot new Ordinary Shares of no par value in the Company ('Ordinary Shares') for cash, pursuant to the authority conferred on them by article 4.1 of the Company's Articles of Association, provided that this power shall be limited to the allotment of an aggregate number of 11,933,346 Ordinary Shares and shall expire at the conclusion of the next succeeding Annual General Meeting of the Company or, if shorter, 15 months after the date of the passing of this resolution.

By order of the Board



Jonathan Lockyer
Company Secretary
Trident Chambers
PO Box 146
Road Town
Tortola
British Virgin Islands
3 April 2009

NOTES:

1. Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend, vote and speak at the meeting. A member so entitled may appoint (a) proxy(ies), who need not be (a) member(s), to attend, speak and vote on his/her behalf. A proxy form is enclosed with this Notice. To be valid a proxy appointment must reach the office of the Company's Registrars Computershare Investor Services (Channel Islands) Limited, PO Box 83, Ordnance House, 31 Pier Road, St Helier, Jersey, JE4 8PW by not later than 11.00am on 11 May 2009.
2. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders on the register of members of the Company as at 11.00am on 11 May 2009 (or, if the meeting is adjourned, shareholders on the register of members not later than 48 hours before the time fixed for the adjourned meeting) are entitled to attend and vote at the meeting in respect of the shares registered in their names at that time. Subsequent changes to the register shall be disregarded in determining the rights of any person to attend and vote at the meeting.
3. In the case of joint holders, the signature of only one of the holder joint holders is required on the Form of Proxy, but the vote of the first named on the register of members shall be accepted to the exclusion of the votes of the other joint holders.

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continued

4. If you are a Depositary Interest Holder and you wish to attend and vote at the AGM, you must be entered on the Company's register of Depositary Interests by 11.00am on 8 May 2009 and bring to the AGM a letter of corporate representation validly executed on behalf of the Depositary. A letter of corporate representation can be obtained from the Depositary.

Depositary Interest Holders may then attend in person and vote on a show of hands or on a poll. Depositary Interest Holders not wishing to attend the AGM but wishing to vote in respect of the resolutions to be considered at the AGM can do so by instructing the Depositary. This may be done in one or two ways:

- A. Depositary Interest Holders who are CREST members may give such an instruction utilising the CREST electronic voting service in accordance with the procedures described in the CREST Manual. CREST personal Depositary Holders or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for an instruction made by CREST to be valid, the appropriate CREST voting instruction must be properly authenticated in accordance with Euroclear UK & Ireland requirements and must contain information required for such instructions, as described in the CREST manual. The message, in order to be valid, must be transmitted so as to be received by the Depositary's agent, ID 3RA50 by 8.00pm on 8 May 2009. 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 Depositary's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Depositary may treat as invalid a CREST voting instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertified Securities Regulations 2001.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. 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 to procure that his/her 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. Please refer to the CREST manual for further guidance.

- B. Depositary Interest Holders who cannot give voting instructions via CREST should complete the enclosed Form of Instruction and submit it to the Depositary. If the Depositary Interest Holder is a Corporation then the Depositary Instruction Form must be executed by a duly authorised person or under its common seal or in a manner authorised by its constitution. To be effective, all votes must be lodged with the Depositary at the offices of the Custodian (Computershare Company Nominees Limited), Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by no later than 11.00am on 8 May 2009.

Investors in the Shares or the Depositary Interests holding through a nominee service should arrange with that nominee service provider to be appointed as a corporate representative in respect of their holding in order to attend and vote at the AGM.

Explanatory Notes

Resolution 1 – Report and Accounts

The Directors of the Company are required to present to the meeting the accounts and the Directors' and auditor's report for the financial year ended 31 December 2008.

Resolutions 2 and 3 – Re-appointment and remuneration of auditors

Resolutions 2 and 3 propose the re-appointment of BDO Stoy Hayward LLP as auditors of the Company and authorise the Directors to set their remuneration.

Resolution 4 – Declaration of a dividend

A final dividend can only be paid after the members at a general meeting have approved it. A final dividend of 7.6 cents per Ordinary Share is recommended by the Directors for payment to members who are on the register at the close of business on 3 April 2009.

Resolutions 5 and 6 – Re-election of Directors

Under the articles of association, one-third of the Directors are required to retire by rotation each year and no Director may serve more than three years without being re-elected by members. Roger Withers and Rafi Ashkenazi will each retire by rotation and seek re-election.

Resolution 7 – Disapplication of pre-emption rights

It is proposed to renew the authority to the Directors to allot equity securities for cash without first being required to offer such securities to existing members. This will include the sale on a non-pre-emptive basis of any shares the Company holds in treasury for cash. The authority relates to up to 5% of the issued Ordinary Shares of the Company as at 29 March 2009. The authority sought at the Annual General Meeting will expire at the conclusion of the next Annual General Meeting of the Company or, if shorter, 15 months after the date of passing the resolution.