

Proposed disposal of the Finalto Business and Notice of adjourned General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you sell or transfer or have sold or otherwise transferred all of your Ordinary Shares, please forward this document to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. However, this document should not be forwarded to or sent in or into any jurisdiction in which to do so would constitute a violation of the relevant laws of such jurisdiction.

If you have sold or otherwise transferred part only of your Ordinary Shares, you should retain this document but please consult the stockbroker, bank or other agent through whom the sale or transfer was effected at once.

This document (the “Supplementary Circular”) is a supplementary circular relating to the Disposal and has been prepared for the purposes of complying with the laws of the Isle of Man and the Listing Rules and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any other jurisdiction.

This document is supplemental to, and must be read in conjunction with, the original circular distributed to the Company’s Shareholders dated 24 June 2021 (the “Original Circular”).

Unless otherwise defined in this Supplementary Circular, capitalised terms have the meanings ascribed to them in the Original Circular.

The Original Circular is available for viewing on Playtech’s website at <http://playtech-ir.production.investis.com/>.

The Original Circular set out notice of the General Meeting of the Company to be held at Midcity Place, 71 High Holborn, London WC1V 6EA at 10.00 a.m. on 15 July 2021. At the General Meeting, a resolution to adjourn the General Meeting to a date to be notified by the Company to Shareholders in due course was duly passed. This is intended to allow Shareholders sufficient time to consider the recent developments which are summarised in Part I of this Supplementary Circular.

Notice is given that the General Meeting will be resumed at 10.00 a.m. on 18 August 2021 at Midcity Place, 71 High Holborn, London WC1V 6EA to consider and, if thought fit, pass the Resolution to approve the Disposal.

A summary of the action to be taken by Shareholders is set out below and on page 2 of this document.

As a result of the current COVID-19 pandemic and the legislative measures and associated guidance introduced by the UK government in response, for the safety of our Shareholders, our employees, our advisers and the general public, the adjourned General Meeting will be held as a closed meeting. Attendance by Shareholders at the adjourned General Meeting in person will not be possible and Shareholders or their appointed proxies (other than the chair of the General Meeting) will not be permitted entry to the adjourned General Meeting. We will continue to closely monitor the rapidly developing impact of COVID-19, including latest government guidance, and how this may affect the arrangements for the adjourned General Meeting. If it becomes necessary or appropriate to revise the current arrangements for the adjourned General Meeting, further information will be made available on our website at www.playtech.com and/or via RNS. We want to assure Shareholders that their views and questions are important to us and therefore, we are asking Shareholders to submit their questions relating to the business to be dealt with at the adjourned General Meeting in writing at least 48 hours prior to the adjourned General Meeting and we will deal with all questions raised. Written questions should be submitted to our Company Secretary, Brian Moore, at Brian.Moore@playtech.com and/or our Director of Investor Relations & Strategic Analysis, Chris McGinnis, at Chris.McGinnis@playtech.com.

A Form of Proxy for the General Meeting accompanied the Original Circular.

If you have already submitted a Form of Proxy for the General Meeting and now wish to change your voting instruction, you can obtain a new Form of Proxy either (i) by contacting the Company’s registrars, Computershare Investor Services (Jersey) Limited at The Pavilions, Bridgwater Road, Bristol BS99 6ZY or on 0370 707 4040 or (ii) by downloading a blank pdf Form of Proxy which will be available on Playtech’s website at <http://playtech-ir.production.investis.com/>.

If you have already submitted a Form of Proxy for the General Meeting and do NOT wish to change your voting instruction, you need take no further action as your Form of Proxy will continue to be valid in respect of the adjourned General Meeting.

If you are yet to submit the Form of Proxy for the General Meeting sent to you with the Original Circular, it is very important that you complete and return the Form of Proxy to ensure the outcome of the adjourned General Meeting reflects the wishes of the Shareholders.

Shareholders who wish to submit a new proxy must complete, sign and return the Form of Proxy in accordance with the instructions printed on it as soon as possible but, in any event, so as to be received by the Registrars no later than 10.00 a.m. on 16 August 2021. Forms of Proxy received after this time will be invalid.

Shareholders who received a personalised Form of Proxy with the Original Circular and wish to submit such proxy electronically may do so by accessing www.investorcentre.co.uk/eproxy. If you have previously submitted your proxy electronically at www.investorcentre.co.uk/eproxy and now wish to change your instruction, you may do so by submitting a revised Form of Proxy electronically at www.investorcentre.co.uk/eproxy. To be valid, the electronic submission must be received by no later than 10:00 a.m. on 16 August 2021.

Shareholders who hold their Ordinary Shares in CREST may utilise the CREST electronic proxy appointment service in accordance with the procedures set out in the Notice of General Meeting included at the end of the Original Circular. If you have previously submitted instructions through the CREST electronic proxy appointment service and now wish to change your instruction, you may do so by submitting a revised instruction through CREST, following the procedures set out in the Notice of General Meeting included at the end of the Original Circular. To be valid, the electronic submission must be received by no later than 10:00 a.m. on 16 August 2021. The time of receipt will be taken to be the time from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

If you have purchased, or otherwise come to hold, shares in the Company and did not therefore receive the Original Circular or a personalised Form of Proxy and wish to submit a proxy, you can obtain a Form of Proxy either (i) by contacting the Company’s registrars, Computershare Investor Services (Jersey) Limited at The Pavilions, Bridgwater Road, Bristol BS99 6ZY or on 0370 707 4040 or (ii) by downloading a blank pdf Form of Proxy which will be available on Playtech’s website at <http://playtech-ir.production.investis.com/>. If you have purchased, or otherwise come to hold, shares in the Company and did not therefore receive the Original Circular or a personalised Form of Proxy and wish to submit a proxy and you hold your Ordinary Shares in CREST, you may utilise the CREST electronic proxy appointment service in accordance with the procedures set out in the Notice of General Meeting included at the end of the Original Circular.

General information

Currency presentation

Unless otherwise indicated in this document, all references to:

- (a) "£", "GBP", "pounds", "Pound Sterling", "Sterling", "p", "penny" or "pence" are to the lawful currency of the UK;
- (b) "\$", "US\$", "USD", "U.S. Dollars" or "cents" are to the lawful currency of the United States; and
- (c) "€", "EUR" or "Euros" are to the lawful currency of the European Union.

Notice to overseas Shareholders

The release, publication or distribution of this document in jurisdictions other than the United Kingdom and the Isle of Man may be restricted by law and therefore persons into whose possession this document comes should inform themselves about, and observe, any applicable restrictions or requirements. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction. This document has been prepared for the purposes of complying with Isle of Man law and the Listing Rules and the applicable rules and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of the Isle of Man.

No person has been authorised to give any information or to make any representations other than those contained in this document and, if given or made, such information or representations must not be relied on as having been authorised by the Company, the Directors, UBS AG London Branch and Goodbody Stockbrokers UC.

The contents of this document are not to be construed as legal, business, financial or tax advice. Each Shareholder should consult its own legal adviser, business adviser, financial adviser or tax adviser for legal, business financial or tax advice respectively.

No incorporation of website information

Without limitation, unless expressly stated in this document, the content of the Company's website, and any link accessible through the Company's website, do not form part of this document.

No offer or solicitation

This document is not a prospectus and it does not constitute or form part of any offer or invitation to purchase, acquire, subscribe for, sell, dispose of or issue, or any solicitation of any offer to sell, dispose of, purchase, acquire or subscribe for, any security pursuant to this document or otherwise.

Original Circular

The Original Circular is available for viewing on Playtech's website at <http://playtech-ir.production.investis.com/>.

Directors, Company Secretary, registered office and advisers

Directors

Brian Mattingley (Group Chairman)

Mor Weizer (Chief Executive Officer)

Andrew Smith (Chief Financial Officer)

John Jackson (Non-executive Director)

Ian Penrose (Non-executive Director)

Anna Massion (Non-executive Director)

John Krumins (Non-executive Director)

Claire Milne (Non-executive Director)

Company Secretary

Brian Moore

Registered Office

Ground Floor, St George's Court, Upper Church Street,
Douglas, Isle of Man IM1 1EE

Financial Adviser and Joint Sponsor

UBS AG London Branch

5 Broadgate, London, EC2M 2QS

Joint Sponsor

Goodbody Stockbrokers UC

Ballsbridge Park, Ballsbridge,
Dublin 4, D04 YW83 Republic of Ireland

Legal Advisers

Bryan Cave Leighton Paisner LLP

Governors House, 5 Laurence Pountney Hill,
London EC4R 3AF

Reporting Accountants

PricewaterhouseCoopers LLP

1 Embankment Place,
London, WC2N 6RH

Registrars

Computershare Investor Services (Jersey) Limited

The Pavilions, Bridgwater Road,
Bristol BS99 6ZY

Important notice

Voting at the adjourned General Meeting

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Shareholders are referred to the notice of General Meeting in the Original Circular and the notes to such notice of General Meeting which also apply to this notice of adjourned General Meeting.

In particular:

- (a) in respect of note 2 to the notice of General Meeting in the Original Circular, the Company specifies that only those holders of Ordinary Shares registered in the register of members of the Company as at 6.00 p.m. on 16 August 2021 (or 6.00 p.m. on the day that is two days before any further adjourned meeting) shall be entitled to vote at the adjourned General Meeting, or any further adjourned meeting, in respect of the number of shares registered in their names at that time. Any changes to the register of members after 6.00 p.m. on 16 August 2021 (or 6.00 p.m. on the day that is two days before any further adjourned meeting) shall be disregarded in determining the right of any person to vote at the adjourned General Meeting;
- (b) in respect of note 4 to the notice of General Meeting in the Original Circular, if you are a member of the Company at the time set out in note (a) above that is entitled to attend and vote, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote and, on a poll, vote instead of you, at the meeting and a proxy need not also be a member. Further details relating to proxy voting at the adjourned General Meeting are set out above; and
- (c) in respect of note 5 to the notice of General Meeting in the Original Circular, pursuant to Regulation 22 of the Uncertificated Securities Regulations 2006 (Isle of Man), shareholders who hold shares in uncertificated form must be entered on the Company's share register at 6.00 p.m. on 16 August 2021 (or, if the meeting is further adjourned, not later than 48 hours before the time fixed for the further adjourned meeting) in order to be entitled to vote at the adjourned General Meeting. Changes to entries on the register after that time will be disregarded in determining the rights of any person to vote at the adjourned General Meeting. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.

PLAYTECH PLC

(Incorporated in the Isle of Man with registered number 008505V)

Directors

Brian Mattingley (Group Chairman)
Mor Weizer (Chief Executive Officer)
Andrew Smith (Chief Financial Officer)
John Jackson (Non-executive Director)
Ian Penrose (Non-executive Director)
Anna Massion (Non-executive Director)
John Krumins (Non-executive Director)
Claire Milne (Non-executive Director)

Registered Office

Ground Floor
St George's Court
Upper Church Street
Douglas
Isle of Man IM1 1EE

2 August 2021

Dear Shareholder,

Proposed disposal of the Finalto Business and Notice of adjourned General Meeting

Introduction

On 26 May 2021, the Company announced the signing of a sale and purchase agreement (the "Consortium SPA") with the consortium led by Barinboim Group and backed by Leumi Partners Limited and Menora Mivtachim Insurance Limited, together with key members of the Finalto management team (together the "Consortium"), for the sale of the Company's financial trading division ("Finalto") for up to US\$210 million (the "Consortium Agreement"). Details of the Consortium Agreement were set out in the Original Circular published on 24 June 2021.

I am writing today to update you on various developments since the Original Circular.

As announced on 2 July 2021, the Company received on 29 June 2021 an indicative non-binding conditional offer from Gopher Investments ("Gopher") to acquire Finalto for US\$250 million (the "Gopher Proposal"). As announced on 25 June 2021, Gopher is a 4.97% shareholder in the Company.

The Company announced on 9 July 2021 that, having consulted with a large proportion of its major Shareholders, it intended to adjourn the General Meeting, which had been convened for the purposes of approving the proposed sale of Finalto to the Consortium.

On 15 July 2021, the Company announced such adjournment and confirmed that the Company would publish a supplementary circular to the one sent to Shareholders on 24 June 2021, which would update Shareholders on the Finalto sale process, including the Gopher Proposal.

This document is the Supplementary Circular and notice that the adjourned General Meeting to consider and, if thought fit, pass the Resolution to approve the Disposal will resume at 10.00 am on 18 August 2021 at Midcity Place, 71 High Holborn, London WC1V 6EA.

Background to the Consortium Agreement and the Gopher Proposal

As the Company has announced previously, it is a strategic focus of the Playtech Group to simplify its business operations and dispose of non-core assets. The Company's strategy is to focus on its core gambling businesses, where it can leverage its market leading technology and particularly on specific significant opportunities in its key target growth markets of the US, Latin America and Europe. As such, it had for some time been evaluating its options in relation to the Finalto Business.

As part of this strategy, UBS was appointed in 2019 to run a process to maximise value from a disposal of the business. Details as to the process run, including the evaluations of the Board, and certain facts relating to that process were set out in detail in the Original Circular.

Following analysis of expressions of interest, and as announced on 25 January 2021 (including the outline terms of the proposed transaction agreed at that time), Playtech entered into a period of exclusivity regarding the possible sale of Finalto to the Consortium.

As noted above, a binding agreement with the Consortium in respect of the Disposal was entered into on 26 May 2021 and in the Original Circular the Board unanimously concluded that the agreement reached with the Consortium should be recommended to Shareholders and that Shareholders should vote in favour of the Disposal at the General Meeting which was to be held on 15 July 2021.

As well as for Shareholders, the Board stated in the Original Circular that it believed that the Disposal represented a good outcome for all other stakeholders, including providing certainty for Finalto colleagues, customers and trading counterparties after an extensive process. The Disposal would also allow the Company's senior management to focus on the opportunities available to the Playtech Group in its core business.

As noted above, subsequent to the publication of the Original Circular and as announced on 2 July 2021, the Company received on 29 June 2021 the Gopher Proposal.

The Board recognises that the Gopher Proposal values Finalto at a price higher than that in the binding agreement agreed with the Consortium, which provides for cash proceeds of up to US\$210 million of which \$185 million is fixed (including \$15m deferred for up to 2 years) and up to \$25 million is contingent, and the Gopher Proposal is expressed to have no deferred or contingent component. The Board also notes that since the Company received the Gopher Proposal, Gopher has stated publicly that it has arranged financing, that it is prepared to enter into binding documentation on terms materially equivalent to those in the Consortium Agreement, and that it is prepared to offer a conditional break fee of US\$10 million payable to the Company in certain specific circumstances but, in any such case, subject to certain conditions including the Board changing its recommendation to Shareholders in respect of the Consortium Agreement in the Original Circular.

Part I continued

Letter from the Chairman continued

Background to the Consortium Agreement and the Gopher Proposal continued

Under the restrictions in the Consortium SPA (which include the Company not encouraging, soliciting or responding to an approach from another party to purchase Finalto), the Company is not entitled to directly engage with Gopher. However, at the request of the Company to so engage, the Consortium granted permission for the Company to raise a limited set of clarificatory questions, which were focussed on determining the ultimate ownership and funding structure, source of funds of Gopher and its ability to obtain the required regulatory clearances. Gopher provided some initial responses to those questions and, again with the Consortium's consent, Playtech sent some further questions to request additional clarity. Over the last three weeks, Playtech and Gopher have had dialogue on the basis upon which Gopher would be prepared to provide this additional information, but the Company has not received responses to these additional questions. This means Playtech has not yet been able to achieve the necessary clarity on Gopher's ultimate ownership and funding structure, source of funds or ability to obtain the required regulatory clearances.

In addition, the Board notes that the Gopher Proposal remains non-binding and is subject to a number of conditions, including due diligence, the preparation and agreement of transaction documentation and receipt of regulatory approvals.

Therefore, in light of all of the above, should the Consortium Agreement not be approved by Shareholders and the Company ultimately becomes free to engage with Gopher (having regard to the timings set out below in the Consortium SPA), Shareholders should be aware there can be no certainty that the transaction proposed by Gopher would proceed to signing or completion (or if they do so proceed whether they would do so on the current terms (including price) set out in the Gopher Proposal and the public statements made by Gopher).

Consequently, Shareholders should be aware that if the Consortium Agreement is not approved at the General Meeting or does not otherwise proceed to completion, there can be no certainty that any disposal of Finalto would ultimately occur or the terms upon which it might occur and, in any event, there may be a significant delay in the timing of any Finalto disposal.

The Board notes the following terms of the Consortium SPA:

- The Consortium Agreement is agreed on the basis of a "locked box" closing mechanism, whereby the economic risks/benefits associated with the Finalto Business transfer to the Consortium from 31 December 2020 onwards;
- In the event that the Resolution for the Consortium Agreement is not passed, there is a 30-day period following the General Meeting where the Consortium alone can choose whether or not to terminate the Consortium SPA and during such period, if the Consortium chooses not to terminate the Consortium SPA, the Company will not be free to engage with Gopher or any other party as regards the possible sale of Finalto. Should the Consortium not terminate the Consortium SPA by the end of this 30-day period, the Company is then able to terminate the Consortium SPA (resulting in the Consortium Agreement terminating) and the Company would then be free to engage with another party; and
- If a successful transaction is agreed with another party, whether or not that is Gopher, a fee of US\$8.8 million will become due and payable to the Consortium by the Company if the sale agreement for such transaction is entered into within 12 months of termination of the Consortium SPA and the sale price in respect of such successful transaction has an enterprise value of Finalto in excess of US\$200 million.

The Board understands that Shareholders may wish to have the opportunity for the Company to enter into detailed negotiations with Gopher in order to potentially benefit from the Gopher Proposal and may therefore vote against the Resolution. In that circumstance, the Board wishes to make it clear that such Shareholders should be willing to accept the risks outlined in this letter.

Current trading

As announced on 27 July 2021, Playtech continues to perform in-line with expectations, as its online B2B and B2C Gambling businesses continue to perform very strongly and retail in Italy began to reopen from mid-June. The Playtech Group continues to make significant progress against its strategic and operational objectives in 2021, including in its key target growth markets of the US, Latin America and Europe. The Board is confident of the Company's prospects for the remainder of 2021, while mindful of the possibility for further unexpected lockdowns.

Voting at the adjourned General Meeting

Your attention is drawn to the voting instructions in respect of the adjourned General Meeting, which are set out in the Important Notice section of this document on page 2.

Board Recommendation

The Board's stated strategy is to simplify Playtech's business and to dispose of Finalto for the maximum available proceeds.

The Gopher Proposal is uncertain in terms of its deliverability, principally because it is not binding in nature and remains subject to a number of conditions including due diligence and the preparation and agreement of the required transactional documentation.

Accordingly, the Board is currently not in a position to change its recommendation to Shareholders in respect of the Disposal (which is the proposed disposal of the Finalto Business to the Consortium) and the Resolution as set out in the Original Circular (which is the shareholder resolution to approve the Disposal to the Consortium which will be put to Shareholders at the General Meeting which will resume at 10.00 am on 18 August 2021).

If Shareholders do not approve the Resolution, and in accordance with the Company's strategy, the Company's intention would be to continue to pursue a sale of Finalto to interested parties which may include the Consortium (if it would still be interested in pursuing such a transaction at such time) and/or Gopher pursuant to the terms of the Gopher Proposal (if still available at such time), and/or any other interested third party.

The Board has received financial advice from UBS in relation to the disposal of Finalto, and UBS and Goodbody are acting as Joint Sponsors. In providing such financial advice to the Board, UBS has relied on the Board's commercial assessment of the Disposal and the Consortium Agreement.

Yours faithfully,

Brian Mattingley
Chairman

Part II

Additional information

1. Responsibility

The Company and the Directors, whose names appear on page 3 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Company and the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. The Company

- 2.1 The Company was incorporated and registered in the British Virgin Islands on 12 September 2002 under the International Business Companies Act (cap 291) of the British Virgin Islands with registered number 513063 as a company limited by shares and was automatically re-registered under the British Virgin Islands Business Companies Act, 2004 on 1 January 2007. On 21 June 2012, the Company's registration was re-domiciled to the Isle of Man with registration number 008505V.
- 2.2 The registered office of the Company is Ground Floor, St George's Court, Upper Church Street, Douglas, Isle of Man IM1 1EE. The principal place of business of the Company is Midcity Place, 71 High Holborn, London WC1V 6EA and its telephone number is +44 1624 645 999.
- 2.3 The principal legislation under which the Company operates and under which the Ordinary Shares have been created is the Isle of Man Companies Act 2006 and regulations made thereunder.
- 2.4 The secretary of the Company is Brian Moore.

3. Consents

- 3.1 UBS has given and has not withdrawn its written consent to the issue of this document with the inclusion of its name and references to it in the form and context in which they appear.
- 3.2 Goodbody has given and has not withdrawn its written consent to the issue of this document with the inclusion of its name and references to it in the form and context in which they appear.

4. Significant change

Except as disclosed in this Supplementary Circular, there has been no significant change affecting any matter contained in the Original Circular and no other significant new matter has arisen which would have been required to be mentioned in the Original Circular if it had arisen at the time of the preparation of the Original Circular.

