

Governance Report

In this section

Governance Report

Chairman's introduction to governance	99
Governance Report	100
Board of Directors	102
Nomination Committee Report	108
Sustainability and Compliance Committee Report	112
Audit and Risk Committee Report	114
Remuneration Committee report	120
Directors' report	134
Statement of Directors' Responsibilities	138

▶ Progress driven by responsibility and sustainability



▶ John Gleasure
Chairman

Dear shareholder

As Chairman of the Board, I am pleased to present the Governance Report for 2025.

Board changes

During the year, the Board underwent planned changes to support a smooth leadership transition. As announced in January 2025, Brian Mattingley informed the Board of his intention to step down as Chairman. I was appointed to the Board in April as a Non-Executive Director and Chairman Elect, and assumed the role of Chairman following a staged handover at the May 2025 AGM, at which point Brian stepped down. We all want to sincerely thank Brian for his great contribution and leadership of the business.

We also saw further refreshment, with Anna Massion stepping down as a Non-Executive Director and Chair of the Remuneration Committee in February 2025. In parallel, the Board approved several Committee changes effective 1 March 2025, including the creation of the new Sustainability and Compliance Committee, chaired by Linda Marston-Weston, and the appointment of Samy Reeb as Chairman of the Remuneration Committee.

These changes strengthen our governance structure and ensure we have the right mix of experience, skills and oversight as Playtech continues its transition to a pure-play B2B business.

Board oversight of strategy and performance

The Board remains firmly focused on the long-term strategy of the Group and provides ongoing oversight, challenge and support to ensure its effective delivery. Throughout the year, the Board worked closely with the Executive team to monitor progress against strategic priorities, assess opportunities in both new and existing markets, and review the implications of key regulatory and industry developments. We continue to test

management's assumptions, evaluate opportunities and risks, and ensure that they are aligned with the Group's values and purpose. As the business advances its transition to a pure-play B2B model, the Board will maintain strong oversight to ensure the business remains robust, sustainable and capable of delivering long-term value for shareholders and other stakeholders.

Board effectiveness

During the year, the Board undertook an externally facilitated Board Performance Review (the Review). This provided valuable insights, and the Board is now focused on embedding the recommendations into our ways of working.

Further detail on the scope, findings and actions arising from the Review can be found on page 110, and progress will be reported in next year's Annual Report.

This underscores our commitment to high standards of governance and delivering continuous improvement as the Group enters its next phase of development.

This is also the first year in which the Company is required to comply with the FRC UK Corporate Governance Code 2024 (the Code), and we have set out our compliance in the Governance framework section on page 101.

Sustainability and stakeholder engagement

Our people remain central to Playtech's success, and the Board continues to closely monitor the business culture through workforce insights and engagement activities, supported by regular reports from management. We are mindful of the challenges many colleagues face across our global locations and have maintained our focus on wellbeing, development and ensuring a supportive and inclusive culture. Social responsibility also remains a core part of how we operate, with continued progress on safer gambling, regulatory compliance and our community investment initiatives. The Board will continue to closely oversee these areas as the Group advances its strategic transition.

Our focus for the year ahead

In the year ahead, the Board will maintain its focus on delivering excellent results while strengthening culture, supporting our people across all regions, and ensuring we continue to foster a safe, inclusive and high-performing environment. A key priority will be embedding the recommendations arising from the Review.

The Board has strong confidence in the future of the Group and sees significant growth opportunities ahead, particularly given the operational progress made in 2025 across new and existing regulated markets, including the US. The Board plays an essential role in upholding the highest standards of regulation, compliance and responsibility, and we will continue to work closely with regulators to ensure full alignment with local requirements. As custodians of the Group's governance framework, we will also continue to set the tone for the organisation – supporting sustainability, safer gambling, diversity and inclusion, and ensuring that our governance structures protect the long-term sustainability of the business and the communities in which we operate, while maximising value for shareholders.

Annual General Meeting

Information on our 2026 Annual General Meeting (AGM) arrangements will be provided in the Notice of AGM and I look forward to engaging with our shareholders during this in-person event.

I would like to thank my fellow Directors, the Executive team, and our colleagues across the business for their contributions and continued dedication across the year. The Board remains committed to maintaining high standards of governance, strengthening Playtech's culture and capabilities, and ensuring we are well-positioned for future growth.

▶ John Gleasure
Chairman

26 March 2026

Governance framework

The Board

The Board has collective responsibility for the **long-term sustainable success** of the Company and provides the leadership, oversight and challenge needed to support the Group's strategic direction and transformation.

▶ See page 104

- Sets and oversees the Group's **strategic aims, purpose, values and standards**, ensuring they guide decision-making across the organisation.
- Provides **leadership** within a framework of prudent and effective controls.
- Oversees the effectiveness of the **internal control and risk management framework**, ensuring risks are identified, assessed and appropriately managed.
- Ensures the Group has the **resources, capabilities and governance structures** required to deliver its strategy.
- Rigorously reviews **management performance** and holds the Executive team to account for delivery.

Board Committees

To support effective governance, the Board delegates certain responsibilities to its Committees. Each Committee operates under clear terms of reference, regularly reports to the Board, and provides assurance in its designated area.

Audit and Risk Committee

- Oversees financial reporting processes, internal controls, and the Group's risk management framework.
- Monitors the effectiveness of the internal audit function and the external auditor.

▶ See page 114

Nomination Committee

- Reviews the structure, size and composition of the Board and its Committees.
- Leads **succession planning** for the Board and the Executive Committee.
- Ensures diversity, skills and experience expectations are met.

▶ See page 108

Remuneration Committee

- Sets the Directors' Remuneration Policy.
- Determines the remuneration structure for Executive Directors and senior executives.
- Aligns pay with performance, culture and long-term shareholder value.

▶ See page 120

Sustainability and Compliance Committee

- Oversees the Group's sustainability, compliance, financial crime, privacy and data risk frameworks.
- Supports the identification, investigation and resolution of key regulatory and compliance matters.

▶ See page 112

Executive Committee

- Reviews operational and product-level plans against Group strategy and budgets.
- Oversees material decisions within its remit and escalates matters to the Board where required.

Board leadership and responsibilities

The Board has a clear division of roles and responsibilities to ensure that it operates effectively and maintains an appropriate balance of authority, accountability and independent oversight.

- **Chairman** – Leads the Board, sets its agenda and ensures it operates effectively with a culture of open debate and good decision-making.
- **Chief Executive Officer** – Manages day to day operations and is responsible for delivering the Group's strategy.
- **Chief Financial Officer** – Oversees financial planning, performance, reporting and the effectiveness of financial controls.
- **Senior Independent Director** – Acts as a sounding board to the Chairman and an additional contact point for shareholders.
- **Non-Executive Directors** – Provide independent challenge, experience and judgement to ensure decisions support long-term value creation.
- **Company Secretary** – Supports the Board in fulfilling its governance responsibilities and ensures Directors receive timely, high-quality information.

Detailed role descriptions are reviewed regularly and are available on our website.

Delegation of authority

The Board has a Delegation of authority framework which sets out the matters reserved for the Board and those delegated to Board Committees and to the Executive Committee. This ensures decisions are taken at the appropriate level and that oversight is maintained over key strategic, financial, operational and regulatory matters.

Matters Reserved for the Board

The Board reserves responsibility for decisions relating to:

- Overall strategy and long-term objectives.
- Approval of the annual budget and capital allocation.
- Oversight of the internal control and risk management framework.
- Major transactions, investments and material contracts.
- Significant regulatory matters.
- Board and Committee composition and senior leadership succession.
- Approval of financial statements and dividend policy.

This schedule of matters reserved is reviewed annually to ensure it remains appropriate for the Group's size, structure and strategic direction.

The Terms of Reference for each of the Board Committees can be found on the Company's website (www.playtech.com).

Corporate governance statement 2025

The Board considers that it has complied with the provisions of the 2024 UK Corporate Governance Code (the Code) during the year. Information on how we have applied the Code is set out throughout this Governance Report and in the Directors' Remuneration Report, with a summary provided in the adjacent table. The Code can be found at www.frc.org.uk.

This section should be read in conjunction with the Audit and Risk Committee Report on page 114, the Nomination Committee Report on page 108, and the Directors' Report on page 134, which together provide further detail on the Group's governance activities, oversight and compliance during the year.

The enhanced internal controls reporting requirements under Provision 29 will apply to reporting periods beginning on or after 1 January 2026, and therefore will be included in next year's Annual Report. During the year, the Board has continued to monitor and review the effectiveness of the Group's internal control and risk management systems in line with the provisions of the 2018 UK Corporate Governance Code requirements.

The table opposite summarises Playtech's compliance with the provisions of the 2024 UK Corporate Governance Code and signposts where each area is addressed within this report.

Section	Topic	Page Reference(s)	Compliance
Board leadership and Company purpose	A. Board's role	99–107	✓
	B. Company's purpose, values, strategy and culture	2–3, 28, 48, 62	✓
	C. Resources, and prudent effective controls	101–107	✓
	D. Shareholder and stakeholder engagement	42–45	✓
	E. Workforce policies, practices and concerns	62, 106	✓
Division of responsibilities	F. Chairman's role	100	✓
	G. Board balance and division of responsibilities	100	✓
	H. Non-Executive Directors' time and role	105	✓
	I. Information and resources	105	✓
Composition, succession and evaluation	J. Board appointments	108	✓
	K. Board and Committee composition, skills and tenure	108–113	✓
	L. Board evaluation	109	✓
Audit, risk and internal control	M. Policies and procedures for internal and external audit	116, 119	✓
	N. Fair, balanced and understandable assessment	119	✓
	O. Risk and internal control framework, risk assessment and management	88–95, 114–121	✓
Remuneration	P. Remuneration policies and practices	122–123	✓
	Q. Director and senior management remuneration	122–133	✓
	R. Independent judgement and discretion on remuneration	122–135	✓

Board focus areas

In addition to its structured programme of recurring business, the Board's oversight during 2025 reflected the Group's transition to a pure-play B2B model. As a result, the Board applied heightened focus to the priority matters outlined as follows:

January 2025

Strategic oversight and transformation

- FY24 results & FY25 budget review
- Strategic planning post-Snaitech transaction
- Transformation priorities and cost efficiencies

February 2025

Financial performance and capital allocation

- Business performance overview
- Structured agreement reporting
- Oversight of Snaitech completion

March 2025

Regulatory & compliance oversight

- Global regulatory updates
- Compliance and licensing monitoring
- Snaitech completion updates

May 2025

Culture, workforce and leadership

- Strategic alignment and leadership planning
- Organisational engagement and culture updates

June 2025

Governance & capital planning

- Governance oversight and reporting

September 2025

Stakeholder engagement

- Shareholder engagement themes
- Regulatory issues affecting stakeholders

November 2025

Technology, cyber & data governance

- Technology and partnership updates

December 2025

Budget and risk oversight

- FY26 budget and risk considerations

▶ Board of Directors



John Gleasure

Chairman

Appointment

April 2025

Career

- Co-Founder, Acting Chairman, and Non-executive Director at DAZN Group, a leading global sports subscription service.
- Vice Chairman of The Sporting News, a global sports digital publisher.
- Co-founder of Perform, a digital sports media company that is a major provider of live data and video services and content to online betting operators, publishers, and broadcasters; Part of the leadership team that led the business through its 2011 FTSE listing.
- Previously held management roles at Sky Sports, EMI Records, Hutchison Whampoa and Sony Pictures.

Skills, experience and contribution

- Strong Board-level strategic leadership through 30+ years of extensive, strategic, commercial and technical experience in international companies, across sports, technology and content businesses.

Current external commitments

- Acting Chairman and Non-Executive Director of DAZN Group.
- Vice Chairman of The Sporting News.
- Executive Chairman of Everclime.
- Non-Executive Director of Beyond Sport.



Mor Weizer

Chief Executive Officer

Appointment

May 2007

Career

- Served as CEO of the Group's subsidiary, Techplay Marketing Ltd., with responsibility for licensee relationship management, product management for new licensees, and oversight of the Group's marketing activities.
- Worked for Oracle for over four years, initially as a development consultant and subsequently as a product manager, where he was responsible for establishing sales and consulting channels across Oracle Israel and Oracle's Europe, Middle East and Africa operations.
- Held roles as an auditor and financial consultant with PricewaterhouseCoopers.
- Served as system analyst at Tadiran Electronic Systems Limited, an Israeli company specialising in the design of electronic warfare systems.

Skills, experience and contribution

- Leads the Group's strategic direction and operational delivery, bringing strong financial and commercial acumen, significant cross-border experience, and long-standing sector knowledge to support sustainable growth.

Current external commitments

- None.



Chris McGinnis

Chief Financial Officer

Appointment

November 2022

Career

- Began his career at Deloitte in Canada.
- Qualified as a Chartered Professional Accountant (CPA) and a Chartered Financial Analyst (CFA).
- Worked in Equity Research at UBS in Canada and at Bank of America Merrill Lynch in the UK.
- Served as Head of Corporate Strategy at Temenos, a global software company.
- Served as Deputy CFO and Director of Investor Relations for the Group.

Skills, experience and contribution

- Contributes rigorous financial oversight, supports strategic decision-making and risk management, and enhances investor engagement through his background in finance, equity research and corporate strategy.

Current external commitments

- None.



Ian Penrose

Senior Independent Non-Executive Director

Appointment

September 2018

Career

- Ian has held Executive and Non-Executive leaderships roles in the global gambling, technology and sport industries for three decades.
- He was CEO of two London Stock Exchange listed companies for nearly 20 years.
- He has Board experience of an Australian (ASX) listed business and several leading privately owned businesses.
- Served as CEO of Sportech plc from 2005 to 2017 and CEO of Arena Leisure plc from 2001 to 2005 (and CFO from 1998-2000), two businesses involved in global sport, media and gambling technologies with offices and activities worldwide.
- Retired as Chairman of the National Football Museum in 2022, following over a decade of service as a trustee.

Skills, experience and contribution

- Brings extensive board-level and executive leadership experience, contributing significant sector, governance and operational insight to strategy and risk oversight.
- Brings financial and operational oversight to the Audit and Risk Committee, having qualified as a Chartered Accountant with EY.

Current external commitments

- Chairman of Preston North End Football Club.
- Vice Chairman of Weatherbys Limited.
- Non-Executive Director of DataWorks Group Limited.

Key to Committees

- A Audit and Risk Committee
 S Sustainability and Compliance Committee
 N Nomination Committee
 R Remuneration Committee
 Committee Chair
 Committee membership is as at 26 March 2026



S A
R N

Linda Marston-Weston
Independent Non-Executive Director

Appointment

October 2021

Career

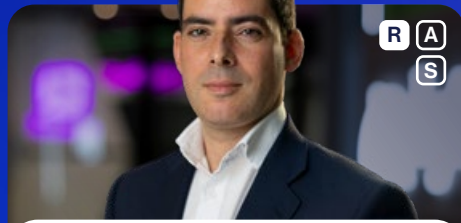
- Served as senior tax partner at EY. Appointed as a member of the EY Midlands Board and Head of Tax for EY Midlands.
- Experienced leader who established and led the Transaction Tax team at Cooper Parry, later becoming Head of Deals and Head of Tax for the Midlands.
- Committed advocate for sustainable business and inclusive leadership.
- Active member of Chapter Zero and the 350 Club.

Skills, experience and contribution

- Provides strong governance, sustainability, people and DE&I expertise, supported by significant professional services leadership experience and capability across audit, risk and organisational culture.

Current external commitments

- Non-Executive Director and Audit Committee Chair of Pathos Communications Plc.



R A
S

Sammy Reeb
Independent Non-Executive Director

Appointment

January 2023

Career

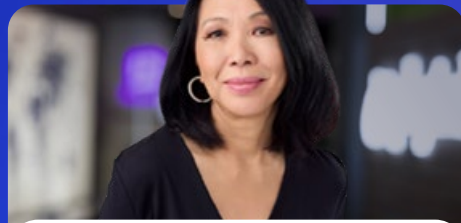
- Extensive experience working with global businesses across wealth and tax advisory.
- Commenced his career in tax advisory at Ernst & Young before moving into tax management at Credit Suisse.
- Specialised focus in wealth advisory during his tenure as an Executive Director at Julius Baer.
- Served as Managing Partner at 1291 Group, where he built a leading advisory franchise serving Asia-based ultra-high-net-worth clients.
- Serves as Group Chief Executive Officer of Alpina LEGACY.

Skills, competences and experience

- Possesses broad international business, governance and financial expertise, with balanced capability in tax, risk, remuneration and stakeholder considerations.

Current external commitments

- CEO of Alpina LEGACY.



Doreen Tan
Independent Non-Executive Director

Appointment

July 2024

Career

- Possesses more than 30 years' experience in senior roles within major international financial institutions, bringing a broad range of skills and an extensive global network.

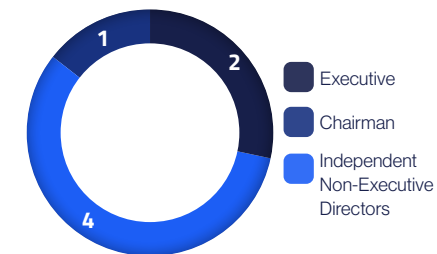
Skills, experience and contribution

- Enhances independent oversight and Board deliberations through her financial sector perspective, that add further depth and valuable insights to the Board's discussions.

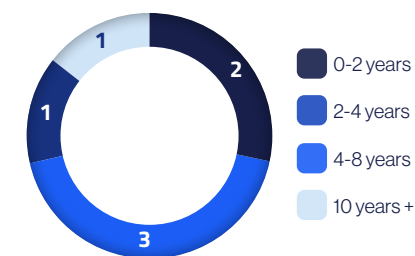
Current external commitments

- None.

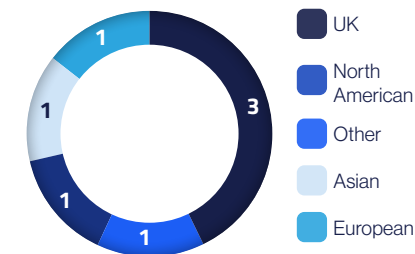
Board independence



Board Director tenure



Board diversity



Key to Committees

- A** Audit and Risk Committee
 - S** Sustainability and Compliance Committee
 - N** Nomination Committee
 - R** Remuneration Committee
 - Committee Chair
- Committee membership is as at 26 March 2026

Board composition, succession and evaluation

Culture assessment and outcomes

The Board continued to monitor and assess culture throughout the year using a range of indicators, including workforce insights, results from employee engagement activities, site visits and regular updates from senior management. These insights enabled the Board to gain a clear view of how Playtech's purpose, values and behaviours are reflected across the organisation. Overall, the assessment confirmed a culture that is increasingly aligned with the Group's strategic transition and regulatory expectations.

Focus areas identified during the year — particularly around communication, wellbeing and strengthening leadership capability include:

- Regular culture reporting from the Executive team
- Review and endorsement of refreshed values and leadership behaviours
- Board deep dives into specific cultural themes and products
- Workforce engagement by Directors

Case Study

Monitoring Culture During Strategic Transformation

As Playtech progressed its transition to a pure-play B2B business, the Board recognised that cultural alignment would be critical to the success of the transformation. The shift required new ways of working across the organisation — deeper regulatory discipline, greater cross business and functional coordination, and, crucially, a relentless focus on putting customers at the heart of what we do with a stronger focus on innovation and product integration.

To ensure that culture supported the Group's evolving strategic direction, the Board increased its consideration and oversight of culture and values. During the course of the year, the Board engaged and endorsed the output of a year-long process to refresh the Company's values alongside development of a new set of defined leadership behaviours. The Board will continue to be engaged and updated on the progress to communicate and hardwire the refreshed values and behaviours into everything the Company does. This work will continue into next year and is part of the ongoing transformation work. The Board was also briefed on workforce sentiment during the year.

Directors received regular updates on how teams were adapting to increased regulatory expectations

and stakeholder scrutiny, particularly in newly regulated markets. The Board reviewed insights from employee engagement data, senior leadership observations and management reports on values, behaviours and ways of working. Particular attention was given to cultural dynamics in teams supporting high-growth B2B markets, where collaboration across borders and functions is essential.

The Board also considered cultural risks associated with the integration of B2B platforms, including potential pressure points around workload, resourcing, communication and leadership development. These themes were incorporated into strategic discussions, and Directors sought assurance that management actions — such as enhanced training, clearer communication and targeted leadership development — were reducing friction and reinforcing the desired culture.

By embedding cultural considerations into major decisions and transformation projects, the Board ensured that the evolution of culture remained aligned with Playtech's long-term strategic objectives and regulatory responsibilities, supporting the overall sustainability of the Group during a pivotal period of change.

Board performance and effectiveness

During the year, the Board undertook an externally facilitated Board performance review as part of its commitment to continuous improvement and best practice. These reviews assessed the effectiveness of the Board, its Committees and individual Directors, including decision-making processes, quality of information, succession planning, culture and overall dynamics. The Board is now focused on implementing the agreed actions arising from these reviews, many of which are already underway.

Further details are provided on page 110, and progress will be reported in next year's Annual Report.

Board development and training

To ensure the Board maintains an up-to-date understanding of the evolving regulatory, commercial and governance landscape, Directors receive ongoing training and development throughout the year. Training is delivered through external advisers, internal experts and Committee updates.

During the year, the Board received training on:

- The UK Economic Crime and Corporate Transparency Act 2023 and Playtech's implementation plans
- Developments in global gambling regulation
- Technology, data governance and cybersecurity trends
- Investor expectations and emerging areas of governance focus

Committee members also received specialist updates relevant to their remit, including accounting and audit developments (Audit and Risk Committee), remuneration trends (Remuneration Committee), and sustainability, regulatory and compliance updates (Sustainability and Compliance Committee).

Board induction

On appointment to the Board, all Directors undertake a structured induction programme, overseen by the Chairman or Senior Independent Director and coordinated by the Company Secretary.

During 2025, Playtech introduced an enhanced induction framework for Non-Executive Directors to ensure new Board members quickly gain a thorough understanding of the Group's strategy, stakeholder priorities, principal risks and key performance drivers.

The programme provides new Directors with meaningful insight into Playtech's strategic objectives, culture and operations, alongside an overview of the governance structures and internal controls that support effective oversight.

The induction is designed to enable each Director to contribute confidently and constructively from an early stage. While the core elements are consistent, every programme is tailored to reflect the individual Director's experience, skills and areas where additional depth is beneficial.

For more on the induction of Chairman, John Gleasure, see the Nomination Committee report on page 110.

Board site visits

Direct engagement with colleagues remains an essential part of the Board's understanding of the Group's operations, culture and customer environment. During the year, Directors undertook a site visit to Gibraltar, meeting local teams, observing key functions in operation and gaining further insight into customer engagement, regulatory interactions and operational performance. These visits provide valuable context for Board decision-making and support the Board's ongoing assessment of culture.

Board and Committee membership attendance

The Board held eight scheduled meetings and four additional meetings/calls during the year, including a dedicated strategy session. Directors are expected to attend all Board and relevant Committee meetings, and attendance is monitored throughout the year.

Details of attendance by each Director at the scheduled Board and Committee meetings during the financial year are as follows:

	Board meeting	Audit and Risk Committee	Nomination Committee	Remuneration Committee	Sustainability and Compliance Committee
John Gleasure¹	6/6	4/4	1/1	4/4	2/3
Brian Mattingley²	5/5	4/4	–	3/3	2/2
Mor Weizer⁴	8/8	8/8	–	6/6	4/4
Chris McGinnis⁴	8/8	8/8	–	6/6	3/4
Ian Penrose	8/8	8/8	3/3	6/6	4/4
Anna Massion³	1/1	–	–	1/1	–
Linda Marston-Weston⁵	8/8	8/8	3/3	6/6	4/4
Samy Reeb	8/8	8/8	–	6/6	4/4
Doreen Tan	8/8	8/8	–	6/6	4/4

¹ John Gleasure was appointed to the Board as a Non-Executive Director and Chairman elect on 15 April 2025. He became Chairman on 21 May 2025.

² Brian Mattingley stepped down as Chairman and from the Board on 21 May 2025.

³ Anna Massion resigned as a Non-executive Director on 28 February 2025.

⁴ Mor Weizer and Chris McGinnis were unable to attend a Sustainability and Compliance Committee meeting due to a prior commitment.

⁵ Linda Marston-Weston was unable to attend a Remuneration Committee meeting due to a prior commitment.

Independent professional advice

All Directors have access to independent professional advice, at the Company's expense, should they consider it necessary in order to fulfil their duties. The Company Secretary also provides Directors with impartial governance advice and ensures access to all relevant information and resources.

Timely flow of information

The Chairman, CEO and Company Secretary work together to ensure that the Board receives accurate, timely and high-quality information. Board papers are circulated sufficiently in advance of meetings, include clear analysis and recommendations, and are supported by regular presentations from senior management. This enables effective challenge, informed decision-making and robust oversight.

Time commitments

The Board is satisfied that each Director is able to commit sufficient time to their role. Director appointments and any additional external roles are reviewed to ensure they do not impair a Director's capacity to discharge their responsibilities effectively. The Board considers time commitment formally as part of the annual performance review. The Board has assessed the external appointments of all Directors and is satisfied none are over committed.

Conflicts of interest

The Board maintains robust processes to identify and manage actual or potential conflicts of interest, ensuring that no Director's external commitments or relationships compromise their independent judgement or ability to act in the best interests of the Company. In line with the Code, Directors must seek Board approval before accepting any new external appointment, whether paid or unpaid. This enables the Board to assess potential conflicts at an early stage and to confirm that each Director is able to commit sufficient time to their duties.

During the year, the Board reviewed John Gleasure's existing external commitments prior to approving his appointment as Chairman, ensuring that these were compatible with the time and responsibility requirements of the role. The Board also considered the potential time implications of Linda Marston-Weston's appointment as a Non-Executive Director of an AIM listed company and concluded that the additional commitment would not impair her effectiveness on the Playtech Board or its Committees.

Workforce policies, practices and concerns (including Whistleblowing)

The Board oversees workforce policies and practices to ensure they remain fair, consistent and aligned with the Group's values. Regular updates on engagement, wellbeing, talent and key workforce concerns enable the Board to monitor how policies operate in practice and to seek assurance that colleagues are supported appropriately. The Group also operates a confidential, independently hosted SpeakUp whistleblowing service, allowing employees to raise concerns safely and anonymously. The Board receives regular reports on matters raised through SpeakUp and other reporting channels, including themes, investigation outcomes and any remediation required. These insights help the Board monitor culture, conduct and the effectiveness of internal controls, and to ensure that management's responses to concerns are timely, proportionate and aligned with Playtech's regulatory obligations.



Stakeholder engagement

S172(1) Statement

As an Isle of Man registered company, we are not bound by the UK Companies Act 2006. However, we seek to adhere to best practice and, as such, the Board has considered the interests of the Company's stakeholders and the long-term consequences of its decisions throughout the year. This includes:

- Promoting the success of the Company for the benefit of shareholders as a whole
- Considering the interests of employees across all regions
- Fostering constructive relationships with customers, suppliers and technology partners
- Maintaining strong regulatory engagement and upholding high standards of business conduct
- Supporting the communities in which we operate through sustainability and social impact initiatives

The Board recognises that effective stakeholder engagement is essential to responsible governance and long-term sustainability.

Playtech's long-term success depends on strong, open and constructive relationships with the people and groups who are most affected by our decisions. The Board engages throughout the year with colleagues, customers, shareholders, regulators, suppliers and our wider communities to understand their priorities, inform decision-making and ensure their views shape the Board's oversight of strategy, culture and performance.

Workforce engagement

In line with the Code, the Board has designated Linda Marston-Weston, Non-Executive Director and Chair of the Sustainability and Compliance Committee, as the Non-Executive Director responsible for workforce engagement. Linda acts as the Board's conduit to the workforce, helping ensure employee views are heard at Board level.

During the year, the Board engaged with colleagues through a range of direct and indirect channels, including:

- Site visits to Gibraltar and other key locations to observe operations and culture in practice
- Attendance at tradeshows and internal events, allowing Directors to meet colleagues from across global offices
- Insights from employee engagement surveys, People and Culture team briefings and workforce sentiment reports
- Informal interaction through town halls, site lunches and local engagement activities
- Engagement in Playtech Pitch, the first firm-wide ideas competition
- Approving targeted workforce support, including the Benevolent Fund and one-off cost of living payments for eligible employees

The Board is kept informed through regular updates from the Chief Operating Officer and the People and Culture team, reporting on issues such as talent development, remuneration, diversity and inclusion, and insights from the SpeakUp whistleblowing channel. In addition, the Board held a deep dive session on People and Talent, led by the Global Director of People and Culture.

	How the Board seeks to engage	How the Board is kept informed	Outcome of Board decision
Colleagues	<ul style="list-style-type: none"> Direct engagement through site visits (e.g., Gibraltar) and face-to-face interactions Indirect engagement via engagement survey results, People and Culture briefings, SpeakUp data and workforce KPIs Attendance at internal events, tradeshows (ICE, G2E) and global team gatherings 	<ul style="list-style-type: none"> Regular workforce updates from the Chief Operating Officer (COO) and People and Culture team Survey insights, whistleblowing reports and culture metrics Presentation and endorsement of refresh of values and leadership behaviours A People and Talent deep dive delivered by the Global Director of People and Culture 	<p>Enhanced workforce strategy, strengthened leadership and talent programmes, and improvements to hybrid working and wellbeing based on colleague feedback.</p> <p>Endorsement of new value and behaviours.</p>
Shareholders and bondholders	<ul style="list-style-type: none"> Meetings with shareholders throughout the year, led primarily by the Chairman Presentations for analysts and investors following interim and full-year results Engagement at the AGM and through direct responses to shareholder queries 	<ul style="list-style-type: none"> Regular reports from Investor Relations on market sentiment and investor priorities Updates on engagement activities, including meetings with major shareholders Input from brokers on governance expectations and shareholder perspectives 	<p>Improved clarity of strategic priorities, strengthened disclosures, and adjustments to engagement and reporting influenced by investor feedback.</p>
Customers	<ul style="list-style-type: none"> Direct engagement at industry conferences and tradeshows Review of operational performance, service levels, incident management and customer insights Monitoring of industry trends, regulatory expectations and technology developments 	<ul style="list-style-type: none"> Updates from the COO and product leaders Presentations from business verticals on innovation and technology strategy Briefings on emerging customer needs and issues. 	<p>Prioritised investment in product innovation, platform resilience and regulated market capabilities to support evolving customer needs.</p>
Suppliers and technology partners	<ul style="list-style-type: none"> Oversight of major procurement decisions and commercial arrangements Review and approval of policies such as the Modern Slavery Statement and Supplier Code of Conduct Committee oversight of technology, cybersecurity and IT security strategy 	<ul style="list-style-type: none"> Operational updates from the COO Reports on procurement, supply chain governance and third-party risk Internal Audit and Internal Controls updates on supplier-related risks 	<p>Enhanced supplier governance and due diligence processes, including updates to the Supplier Code of Conduct and stronger ESG and compliance expectations.</p>
Regulators and policy makers	<ul style="list-style-type: none"> Participation in regulatory meetings, roundtables and tradeshows Involvement in licensing processes in regulated markets Monitoring of proposed governance and audit reforms 	<ul style="list-style-type: none"> Regular updates on licensing, regulatory matters, compliance and data protection Reports to the Sustainability and Compliance Committee on regulatory developments across jurisdictions Review and approval of key policies (e.g. Safer Gambling, AML, Anti Bribery, ESG) Presentations on safer gambling and use of AI technology in compliance tools 	<p>Increased focus on regulatory readiness, strengthened compliance frameworks across AML, safer gambling and data protection, and resourcing for new licences.</p>
Society and communities	<ul style="list-style-type: none"> Participation in the Stakeholder Advisory Panel to help shape sustainability priorities Approval of management's recommendations on SBTi targets and net zero ambitions 	<ul style="list-style-type: none"> Updates on sustainability strategy and community initiatives Briefings from the Chief Sustainability and Corporate Affairs Officer, a standing attendee at Board meetings Deep dives on Safer Gambling and People and Talent 	<p>Approved next phase of sustainability strategy, increased support for community and wellbeing initiatives, and advanced commitments on climate and responsible gambling.</p>

► Nomination Committee Report

“ We remain firmly committed to broadening the diversity, skills and perspectives across the Board to support effective stewardship of the Company’s future growth.”



▶ John Gleasure
Chairman

Dear shareholder

2025 was a year of significant transition for Playtech, and it has been an honour to take on the role of Chairman during this period of purposeful change. The Board completed a well-planned succession process that ensured continuity of leadership and stability across our governance framework. I succeeded Brian Mattingley, who stepped down after helping guide the Group through several important strategic milestones, including the revised agreement with Caliplay and the planned disposal of Snaitech.

As Chairman, my focus has been on maintaining the strength and effectiveness of the Board as we support Playtech’s continued evolution into a pure-play B2B business. Throughout the year, the Nomination Committee oversaw targeted adjustments to committee structures, advanced long-term succession planning, strengthened the senior leadership pipeline, and led the annual Board performance review in line with the expectations of the UK Corporate Governance Code 2024 (the Code).

The Committee and I recognise that, at 31 December 2025, the Board had not yet reached the FCA’s 40% gender representation target. We believe it is important to address this directly and transparently. During FY25

our primary focus was the successful disposal of Snaitech and the transition of Playtech into a pure-play B2B business — a period that necessarily concentrated the Board’s attention on stability, execution and the skills required to deliver a complex strategic shift. With the business now well positioned for future growth, the Committee’s focus will move firmly to Board composition, succession planning and ensuring that future appointments reflect the balance of skills, experience and diversity required to support the Group’s strategic direction. We remain committed to improving gender representation at Board level and to making continued progress in line with the expectations of the Code and UK Listing Rules.

These actions reflect our commitment to a resilient, diverse and future-ready Board — one that is well positioned to guide Playtech through its next phase of strategic development.

Responsibilities

Against a backdrop of transition and forward planning, the Committee focused on the following core areas of its responsibilities:

- Oversight of Chairman succession (see above)
- Planning for the replacement of Anna Massion, who stepped down on 28 February 2025 as a Non-Executive Director and Remuneration Committee Chair
- Skills mapping and refresh of the Board composition matrix
- Work with the People and Culture team on strengthening internal leadership pipelines
- Ensuring diversity, inclusion and equal opportunity are reflected in all longlists and shortlists, consistent with Code Principle J

A rolling three-year succession plan remains in place and is reviewed at least twice annually.

Committee membership and attendance

During the year, the Committee was chaired by Ian Penrose as Senior Independent Director who oversaw

the process for the appointment of the new Chairman. Following my appointment as Chairman of the Company, I also became Chairman of the Nomination Committee. Linda Marston-Weston and Ian Penrose were also members of the Committee. Attendance of the members is set out on page 105. Standing attendees at Committee meetings comprised the Chief Executive Officer and the Global Director of People and Culture.

Chairman’s succession

During the year, the Committee oversaw a structured and transparent process to identify Playtech’s next Chairman, following confirmation from Brian Mattingley that he would step down at the 2025 AGM. In line with the Code, the Committee conducted a forward-looking review of the skills, experience and leadership attributes required to guide the Board as the Company advances its transformation into a predominantly B2B technology business. Consistent with Principle J, the Committee applied merit-based, objective criteria throughout, ensuring that diversity, inclusion and equal opportunity informed both longlists and shortlists.

Internal and external candidates were assessed against an agreed role profile. As part of this process, the Committee evaluated John Gleasure, whose more than 30 years’ experience across the sports, media, betting and technology sectors — including senior roles at Sky Sports, Hutchison 3G and Sony Pictures, as well as founding and scaling Perform and DAZN Group — demonstrated a strong alignment with the requirements of the role. Following this assessment, the Committee recommended his appointment as a new Non-Executive Director and Chairman Elect, which the Board approved. He assumed the role of Chairman immediately following the 2025 AGM, enabling an orderly and well-planned transition.

The Committee is satisfied that the process was rigorous, aligned with best practice and reflective of Playtech’s strategic priorities.

Chairman appointment and succession planning

Early Notification

- Outgoing Chairman informs the Board of intention to step down
- Nomination Committee begins planning succession

Succession Planning Initiated

- Committee reviews future leadership needs
- Role specification for the next Chair agreed
- Decision made on internal vs external search scope

Candidate Identification

- Internal Non-Executive Directors assessed for suitability
- External market scan conducted for benchmarking
- Search firm engaged (if required)

Candidate Evaluation

- Skills, experience and independence assessed
- Leadership capability and cultural fit reviewed
- Time commitment and potential conflicts considered

Committee Recommendation

- Preferred candidate selected
- Nomination Committee submits recommendation to the Board

Board Approval

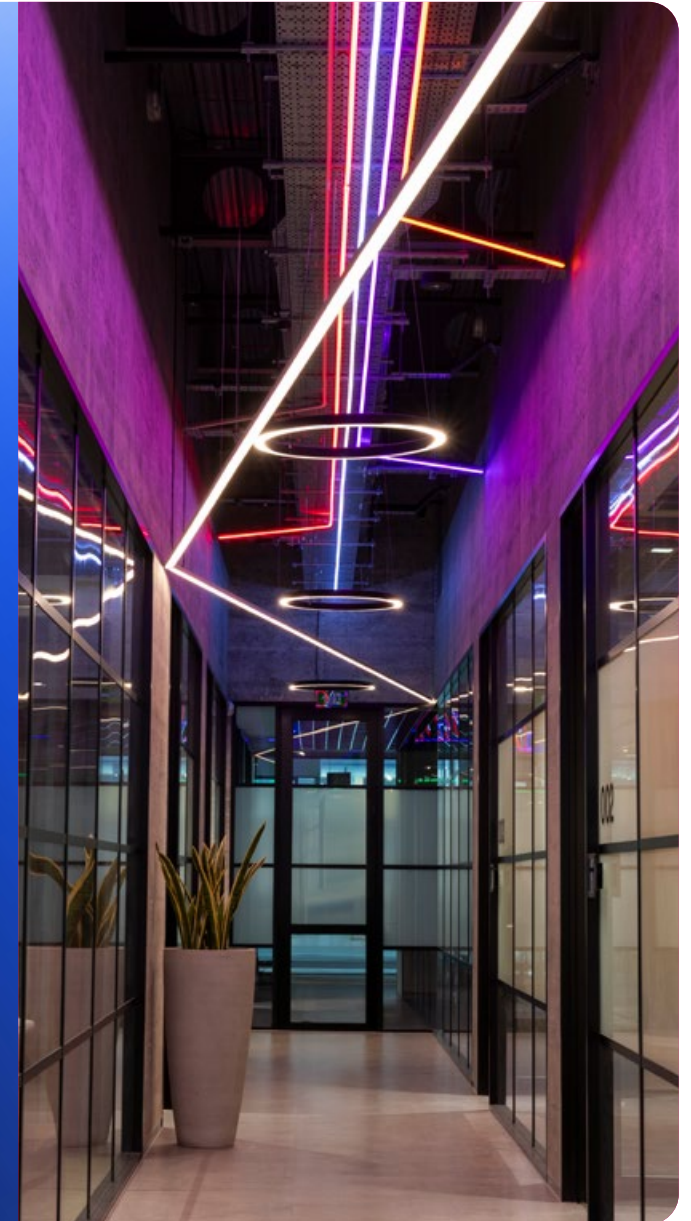
- Board approves appointment
- Candidate formally appointed as Non-Executive Director and Chair-Designate

Transition Period

- Chair-Designate joins/continues on the Board
- Works alongside outgoing Chairman to ensure continuity
- Stakeholder meetings and onboarding activities take place

Formal Handover at AGM

- Outgoing Chairman steps down
- Chair-Designate becomes Chair
- Market notified and governance disclosures update



Chairman induction

The Nomination Committee oversaw a structured and phased induction process for the incoming Chairman during the year. The programme was designed to ensure an effective transition of leadership and to support the incoming Chairman in rapidly developing a strong understanding of the Group, its governance framework and strategic priorities.

The Company Secretary coordinated the induction plan, with oversight from the Committee. Prior to the public announcement of the appointment, the incoming Chairman participated in a series of introductory meetings and targeted briefings, with content limited appropriately to maintain confidentiality.

Following the regulatory announcement, the full induction programme commenced. This combined formal briefings, stakeholder engagement and operational insight-gathering, ensuring the incoming Chairman was well positioned to assume Board leadership responsibilities following the the 2025 Annual General Meeting.

The Committee is satisfied that the induction programme was comprehensive, appropriately tailored and enabled the incoming Chairman to contribute effectively to the Board's leadership from the outset.

Pre Appointment (Confidential Phase)	<ul style="list-style-type: none"> • Introductory meetings with members of the Board. • Initial engagement with the Chief Executive Officer and senior executives. • Completion of all governance and appointment-related documentation. • Focused governance briefings arranged by the Company Secretary and external advisers.
Post Announcement (Full Induction Phase)	<ul style="list-style-type: none"> • Detailed briefings on the Group's: <ul style="list-style-type: none"> • strategy and business model • culture and values • principal risks and internal controls • operational structure and key performance drivers • Meetings with the Executive team, functional leaders and operational teams. • Engagement with key external stakeholders, including: <ul style="list-style-type: none"> • corporate brokers • financial advisers • external auditors • communications advisers • Visits to major operational sites and international locations, as appropriate.
Transition of Chairman Responsibilities	<ul style="list-style-type: none"> • The incoming Chairman attended the Board meeting immediately prior to the AGM as a Non-Executive Director. • At the AGM: <ul style="list-style-type: none"> • Directors stood for re-election in line with best practice. • The incoming Chairman formally assumed the Chairman of the Board role. • The incoming Chairman was also appointed as Chairman of the Nomination Committee. • The outgoing Chairman stepped down, having supported the transition. • Post AGM, further meetings and site visits continued to embed the incoming Chairman fully into the role.

Board performance review

The Company is required to carry out Board performance reviews on a three-year cycle in accordance with the Code. An externally facilitated Board performance review (the Review) was carried out at the end of 2025, at the end of the current cycle. A new three-year cycle will begin with an internal review in 2026. Under its terms of reference, the Nomination Committee oversees annual effectiveness reviews of the Board, its Committees and the Non-Executive Directors. For the Review, the Chairman approved the evaluation approach and timetable on behalf of the Committee.

Actions taken in 2025 following the 2024 internal review

The Board remains committed to maintaining and improving its effectiveness. Throughout the year, Directors engaged in ongoing dialogue regarding performance, priorities and Board dynamics, supported by regular informal feedback at and between meetings. These discussions continued to shape the Board's focus areas, particularly as the Company progressed its strategic transition to a pure-play B2B business.

2025 external review

The Review was conducted at the end of 2025 by Independent Audit Limited (IAL), an independent consultancy that has no connection with the Company. IAL carried out a general review of the Board, its Committees and the NEDs, gaining an understanding of how the Board and its Committees consider matters such as strategy, financial oversight, risk management, people, culture, and engagement with management and stakeholders.

Independent Audit's approach involved a meeting between IAL, the Chairman and Company Secretary to gain a deeper understanding of the Company's strategic and operational issues requiring the Board's focus, recent governance developments and how the Board is operating. All Board members completed a short online questionnaire at the start of the review process via Independent Audit's online platform, Thinking Board®, the results of which formed the basis of their individual discussions with IAL. A review of Board and Committee papers was undertaken, IAL also attended Board and Committee meetings as an observer and held individual confidential discussions with each Director, and certain members of the Executive Management team and external advisers.

Following the completion of the review process, IAL prepared a detailed report for an initial discussion with the Chairman, before discussing the outcomes, themes and suggested actions to the full Board in March 2026. Following discussions by the Board and its Committees on the outcomes and actions from the Review, an action plan was agreed and will be implemented in 2026.

Findings

Independent Audit's review concluded that clear progress has been made since the last external review, particularly in the area of oversight of risk, controls and compliance. Detailed work around sustainability and social responsibility in the gambling sphere are also prominent elements of the progress made. The recent appointment of a new Chairman and Company Secretary provides an opportunity for developing the Board governance approach further as the Company adapts to its new scale, structure and strategic direction.

External evaluation: outcomes

- Refine Board agendas and discussions to ensure appropriate focus on the most important strategic and operational matters
- Strengthen Board composition and succession planning to maintain a balanced mix of skills, experience and perspectives
- Improve the clarity and timeliness of Board information to support well-informed decision-making
- Enhance the Board's oversight of culture, risk and controls to ensure continued alignment with the Group's strategy and governance expectations

Diversity, equity and inclusion

In line with Principle J of the Code, the Board remains committed to ensuring that appointments are made on merit, against objective criteria, and in a way that actively promotes diversity, inclusion and equal opportunity. The Committee continues to oversee progress against the Company's diversity and inclusion policy, with particular focus on gender balance, ethnic diversity and the strength of our future talent pipeline.

As required under UKLR 6.6.6(9), we report below the Board and Executive Management's sex/gender and ethnicity representation as at 31 December 2025. The data reflects encouraging gender representation at Executive Management level, where women represent 56% of roles, alongside continued ethnic diversity across both the Board and senior teams. At Board level, women represent 29% of Directors, with 28% identifying as ethnically diverse.

The Committee recognises that further improvement is both expected and achievable. As part of our ongoing succession planning, we continue to shape long-term pipelines to broaden diversity across senior leadership and ensure that future appointments reflect Playtech's global footprint and the range of skills needed to support the Company's strategic direction. The Committee will continue to review progress biannually and ensure consistency with both the Code and the UK Listing Rules.

The Board's D&I policy covers both the Board and senior leadership. In 2025 the Committee monitored progress on:

- Improving representation from diverse professional backgrounds
- Ensuring search processes produce genuinely diverse candidate pools
- Embedding inclusive induction and development practices
- Supporting broader organisational culture initiatives

Progress against objectives was positive, with further enhancements planned for 2026.

PLSA expectations regarding diversity of the senior management team are also reflected in our reporting.

Reporting table on sex/gender representation as at 31 December 2025

	Number of Board members	Percentage of the Board	Number of senior positions on the Board (Chairman, CEO, CFO and SID)	Number in Executive Management	Percentage in Executive Management
Female (including those self-identifying as female)	2	29%	0	5	56%
Male (including those self-identifying as male)	5	71%	4	4	44%
Not specified/prefer not to say	0	0	0	0	0

Ethnicity

Reporting table on ethnicity representation as at 31 December 2025

	Number of Board members	Percentage of the Board	Number of senior positions on the Board (Chairman, CEO, CFO and SID)	Number in Executive Management	Percentage in Executive Management
White British or other White (including minority White groups)	5	72%	3	6	67%
Mixed/multiple ethnic groups	0				
Asian/Asian British	1	14%		1	11%
Black/African/Caribbean/ Black British	0				
Other ethnic group	1	14%	1		
Not specified/prefer not to say	0			2	22%

The Board's diversity extends far beyond the UK's mandatory ethnicity classifications. Although several Directors fall within the "White" reporting category, they represent a genuinely international mix of experience — including Israeli, North American, Belgian, Asian and British. This international composition is a significant strength for Playtech, supporting a global mindset, deeper cultural understanding and more informed decision-making across the regions in which the Group operates.

Diversity of skills and experience

The Board is clear on the range of skills, experience and knowledge required to support the Company's long-term strategy. During FY25, the Board's primary focus was on the successful disposal of Snaitech and the transition of the business to a pure-play B2B model — a period that necessarily concentrated attention on stability, execution and the capabilities needed to deliver this strategic shift. With the business now positioned for future success, the Board and the Committee will focus in the year ahead on a fuller review of Board composition, including the balance of skills, experience and diversity.

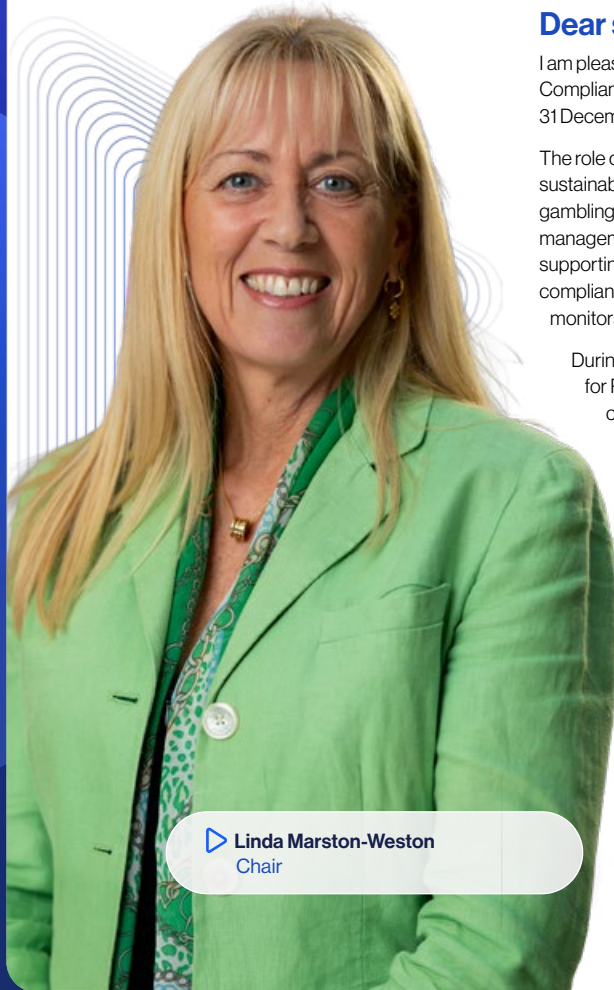
This work will build on the findings of the recent Board performance review and the outcomes of the governance framework review. The Committee will take a considered and forward-looking approach, reflecting the Company's strategic priorities, the expectations of stakeholders, and the composition of the current Board and senior leadership. The priority is to ensure that future appointments strengthen the Board's collective capability and maintain an appropriate balance of skills, experience, perspectives and diversity to support the Company's next phase of development.

 **John Gleasure**
Chairman

26 March 2026

► Sustainability and Compliance Committee Report

“ This year, the Committee strengthened Playtech’s approach to sustainability, compliance and culture, ensuring these priorities remain firmly embedded in how the business operates.”



▶ Linda Marston-Weston
Chair

Dear shareholder

I am pleased to set out the work of the Sustainability and Compliance Committee (the Committee) for the year to 31 December 2025.

The role of the Committee is to oversee and approve sustainability, compliance, safer and sustainable gambling, financial crime, privacy and data risk management strategies and frameworks, and for supporting and investigating any regulatory and compliance issues. The Committee also oversees and monitors the People, Talent and Culture strategy.

During the year, the Committee had responsibility for Playtech’s sustainability, regulatory and compliance frameworks, with a particular focus on key regulatory developments, licensing, safer gambling and financial crime risk. It monitored progress against the Group’s 2025 sustainability commitments, reviewed climate-related plans, and approved core policies across ESG, compliance, human rights and supply chain standards. The Committee also focused on People, Talent and Culture priorities, including development, engagement insights and organisational values. Throughout the year, it ensured that sustainability, compliance and people considerations remained embedded in Playtech’s strategy and day-to-day operations.

Looking ahead to 2026, the Committee will focus on strengthening the Group’s long-term strategic compliance, regulatory,

people and sustainability outcomes. This work will be central to supporting and ensuring these functions enable sustainable growth in both regulated and regulating markets and ensuring the Group maintains a competitive leading industry position as regulation, industry standards and stakeholder expectations evolve.

A major strategic priority for the year will be the approval of the Group’s 2030 Sustainability Strategy. Building on the foundations established through the 2025 strategy, the new framework will further embed sustainability into core business decision-making and position the Group to meet evolving stakeholder expectations and emerging regulatory requirements.

As part of this work, the Committee will examine the strategic opportunities and implications offered by AI and other emerging technologies as it relates to sustainability, compliance, regulation and people and culture. This includes identifying opportunities to further enhance our safer gambling capabilities and technology offering, drive ongoing progress towards our net zero target and deliver our climate initiatives, enhance compliance and supply chain oversight, and support the attraction and retention of future skills and talent.

Responsibilities

The Committee oversaw the effectiveness of the Group’s regulatory and compliance framework, including licensing, responsible gambling, financial crime, privacy and data-protection obligations, and ensured that best practice was applied wherever possible. It reviewed regulatory risks and opportunities across all markets, monitored material regulatory developments and their impact on the Group, and approved significant regulatory communications where these had the potential to affect licensing or reputation.

The Committee also provided oversight of the Group’s sustainability and ESG strategy, including risk appetite, policies and performance across areas such as the environment, safer gambling, diversity and inclusion, culture, wellbeing, community, supply chain and human

rights. It ensured that sustainability commitments were aligned with the Group’s strategy and embedded into its culture and operations, endorsed ESG targets and KPIs, and monitored progress against them. In addition, the Committee reviewed stakeholder engagement and sentiment on ESG matters, including feedback from shareholders, employees, customers, communities, investors and government bodies.

Committee membership and attendance

The Committee was chaired by Linda Marston-Weston, Non-Executive Director, and its membership also included Ian Penrose and Samy Reeb. Attendance of the members is set out on page 105. Standing attendees at Committee meetings comprised the CEO, CFO, Chief Operations Officer, Chief Compliance Officer and Global Compliance Director, Chief Corporate Affairs and Sustainability Officer, and the Global Director of People and Culture. Others that have attended the meetings include the Money Laundering Reporting Officer and the Group Data Protection Officer as appropriate.

Committee performance review

This year’s Committee’s performance review was externally facilitated by Independent Audit Limited as part of the Board performance review. Details of this process are set out on page 110.

Compliance and regulation

During the year, the Committee received regular updates on the regulatory and compliance developments and risks in our key markets across both mature, regulated and newly regulated markets. The Committee was also provided with updates on regulatory enforcement actions, the profile of risk relating to prohibited and restricted jurisdictions as well as regulatory and industry action aimed at combatting black market actors and activity.

Further, the Committee received updates on how the potential and actual changes to betting and gaming duty and the UK Gambling Commission’s (UKGC) funding mechanism and related regulatory

and enforcement posture may be likely to affect the regulatory agenda and UKGC engagement model,

Updates were also provided on ongoing industry and regulatory developments and changes related to new product verticals such as prediction markets as well as issues such as certification and licensing requirements related to suppliers, tax, advertising and responsible gambling.

Sustainable and safer gambling

One of the most significant contributions Playtech makes to the industry and society is the provision of technology to advance safer gambling and player protection. As part of the Company's 2025 Sustainability strategy, we have committed to expanding our portfolio of safer gambling technology, tools and solutions; to harness investment in research and development to advance the next generation of safer gambling solutions; and strengthen safer gambling standards and technology across our operations.

During the year, the Committee also held a deep-dive review of progress against these commitments. A key area of discussion was the review of industry developments and stakeholder expectations as well as risks and opportunities to inform future strategy and focus. The outcome of this discussion also contributed to the development of the Group's 2030 safer-gambling commitments. The Committee's review covered industry and peer benchmarking, progress against safer gambling commitments and targets, the Company's safer gambling technology and services offering (Playtech Protect); regulatory and policy engagement; thought leadership and research partnerships; certification and standards as well as player protection risks, controls and measures across both B2B and B2C operations.

People and culture

During the year, the Committee reviewed the People, Talent and Culture strategy, which included a discussion and presentation on a wide range of elements including:

- Annual salary review, bonus processes as well as new incentive plans
- Retention programmes

- Succession planning
- Learning and development
- Career pathways and levelling exercise
- Diversity and inclusion
- Review and refresh of corporate values

The Committee also reviewed People-related data points including trends and insights on indicators such as voluntary and involuntary turnover, engagement survey results as well as qualitative feedback from leaders on learning and development programming.

Progress against our 2025 commitments

During the year, the Committee reviewed the FY25 performance and year-on-year progress against the Company's 2025 commitments and targets. As part of this discussion, the Committee considered the implications of the Snaitech sale on the sustainability targets; with particular focus on climate science-based targets and transition plan, gender diversity target and CSRD requirements. The Committee also reviewed the Group's 2025 sustainability commitments, and our performance is set out on page 6. As part of this discussion, the Committee also reviewed the priorities for 2025 including the Group's 2030 sustainability strategy development.

Climate change

During the year, the Committee was provided with updates on our climate change strategy and progress towards reaching our 2025 target and actions to progress against our net zero target, engagement with the Science Based Targets initiative (SBTi) on obligations and requirements to SBTi and implications for baseline emissions (2022) following the Snaitech sale. The Committee also considered and approved updates to the Group Environment Policy.

Policy review and approvals

Over the course of the year, the Committee reviewed and approved a range of corporate policies and statements, including updates to existing documents as well as newly developed policies, such as:

- Modern Slavery and Human Rights Statement 2025
- Human Rights Policy
- New Group Corporate Communications and Image Use Policy (new)
- Group Environment Policy
- Business Ethics Policy
- Supplier Code of Conduct
- Anti-Money Laundering and Counter-Terrorist Financing Policy
- SpeakUp Policy

Anti-Money Laundering risks and controls

The Committee received regular updates on developments in Anti-Money Laundering (AML) and Counter-Terrorist Financing (CTF) guidance across relevant regulatory jurisdictions and reviewed updated risk assessments for several specific product verticals and licensing regimes. Successful AML/CTF regulatory Compliance Assessments were concluded without material findings. Under the Committee's direction the Money Laundering Reporting Officer (MLRO) and Deputy MLRO strengthened due diligence standards and undertook a wholesale revision of the B2B AML risk assessment to reflect significant enforcement actions and changes to regulatory posture across key markets.

Human rights and modern slavery

The Committee is responsible for regularly reviewing and updating our Human Rights Policy which outlines the Company's commitment to ethical practices and respect for all individuals. The policy aligns with our core values to foster a positive work environment, enhance our reputation, and ensure compliance with international standards. As part of the annual review, the Committee approved updates with regards to the organisational structure, enhanced responsibilities and reference to related policies.

Each year, the Committee also reviews Playtech's Human Rights and Modern Slavery Statement. This statement is a regulatory obligation in the UK, which commits commercial organisations, that meet certain criteria, to publish an annual statement setting out

the steps they take to prevent modern slavery in their business and supply chains.

The statement is publicly available on the Company's website at www.playtech.com.

In 2025, key updates considered and adopted by the Committee included:

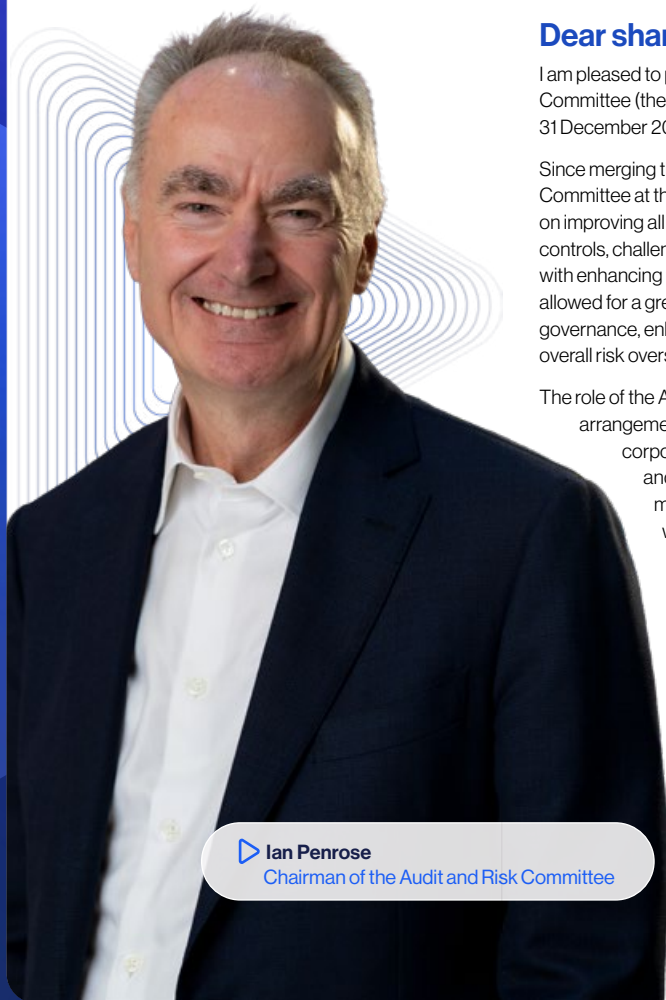
- Transparency over the sale of Snaitech
- Policy reviews and updates during the year 2024; including material updates regarding recruitment practices
- Inclusion of the new human rights risk assessment at the workplace conducted in 2024, as well as an update on the annual supplier risk assessment
- Annual supplier engagement using a structured self-assessment questionnaire
- SpeakUp line incidents

 **Linda Marston-Weston**
Chair

26 March 2026

Audit and Risk Committee Report

“ We enhanced our control environment and deepened our oversight of risk to reinforce trust and resilience across the Group.”



Ian Penrose
Chairman of the Audit and Risk Committee

Dear shareholder

I am pleased to present the work of the Audit and Risk Committee (the ARC or the Committee) for the year to 31 December 2025.

Since merging the Audit Committee with the Risk Committee at the end of 2024, the ARC has focused on improving all aspects of financial and operational controls, challenging the Group's risk appetite, together with enhancing the Internal Audit function. This has allowed for a greater focus on strengthening the Group's governance, enhancing internal controls and improving overall risk oversight.

The role of the ARC is to establish formal and transparent arrangements for considering how it should apply corporate reporting, risk management and internal control principles, and for maintaining an appropriate relationship with the Company's external auditors. This has been the first full reporting year for the Committee since the consolidation of the former Audit and Risk Committees.

During FY25, the Committee oversaw the integrity of financial reporting, reviewing significant valuations, key accounting judgements and the treatment of major transactions across both interim and year-end cycles. It monitored impairment reviews, loan recoverability assessments, discontinued operations, and the impact of evolving regulatory and

tax requirements. The Committee reviewed audit plans and findings, assessed audit effectiveness and independence, and approved key accounting treatments. It also oversaw internal audit activity, enhancements to internal controls, fraud risk management, and the Group's preparations for strengthened governance standards, including those introduced under the 2024 UK Corporate Governance Code (the Code).

Looking ahead to 2026, the Committee will continue to strengthen the Group's risk management and internal control framework, with a particular focus on meeting the enhanced requirements of Provision 29 and supporting the Board's future effectiveness declaration. Key priorities will include progressing the development and testing of material controls, enhancing assurance activities, and improving risk identification, horizon scanning and fraud risk management across the business.

Responsibilities

The Committee is responsible for providing independent oversight of the Group's financial reporting, internal controls and risk management framework. Throughout the year, the Committee reviewed the integrity of the Group's interim and annual financial statements, with particular attention paid to key accounting judgements, disclosures and the clarity of information provided to shareholders. The Committee also ensured that the Annual Report and Financial Statements were fair, balanced and understandable, and that they offered a transparent view of the Company's performance, business model and strategy.

In fulfilling its role, the Committee monitored the effectiveness and independence of both the internal and external audit functions, approving audit plans, reviewed findings and ensured that recommendations were acted upon. It also oversaw the Group's whistleblowing arrangements, ensuring that employees could raise concerns confidentially. The Committee reviewed and approved the Internal Audit Charter and its own Terms of Reference,

and maintained oversight of the external auditor's independence, including the approval of audit fees and any non-audit services.

The Committee continued to oversee the Company's Risk Management and Internal Control Framework, assessing the adequacy of controls, the identification of Principal Risks and the alignment of risk management with the Group's strategic objectives. This included consideration of the skills and experience required across the Board and senior management, as well as the Company's broader risk culture and behaviours. The Committee also worked closely with the Sustainability and Compliance Committee to ensure appropriate governance of ESG matters and the continued effectiveness of the Group's ESG strategy.

Committee membership and meetings

In accordance with the Code, all members of the Committee are independent Non-Executive Directors and have been appointed to the Committee based on their individual financial and commercial experience. As Chairman of the Committee, I have recent and relevant financial experience having held the positions of a CEO, a CFO and Non-Executive Director across the global gaming, leisure and technology sectors. I am also a Chartered Accountant, having qualified with EY. In addition, Linda Marston-Weston and Samy Reeb bring recent and relevant financial expertise from both their current and previous professional roles.

Our combined financial and commercial expertise allows the Committee to address matters effectively and challenge management when needed. The Committee is also authorised to obtain independent advice if considered necessary.

Attendance of the Committee members is set out on page 105. The Group's Chairman, CEO, CFO, Chief Operations Officer, VP of Finance, Director of Risk, Internal Audit and Assurance, Corporate Finance Director, Head of Tax and other relevant people from across the Group attended Committee meetings where appropriate. External meeting attendees have included representatives from BDO LLP as external auditors. The secretary of the Committee is the Company Secretary.

The Committee meets with the external auditor twice a year without Executive Directors present to receive independent feedback, including on the quality of interactions with management. In addition, the Chairman meets or engages regularly with BDO to discuss audit-related matters and other issues of relevance to

the Group. No concerns were raised regarding matters discussed in these private meetings in respect of FY25.

Committee Performance Review

This year's Committee performance review was externally facilitated by Independent Audit Limited as part of the Board performance review. Details of this process are set out on page 110.



Group's financial reporting calendar to ARC

March 2025

- Management updates the Committee on the key accounting issues and judgements for approval by the Committee and for recommendation to the Board in respect of the full-year results
- External auditors present the findings of their audit, together with their Auditors' Report, and provide confirmation of their independence
- The Committee considers and makes a recommendation to the Board on whether the Annual Report and Financial Statements are fair, balanced and understandable
- The Committee considers the proposed reappointment of the external auditors at the AGM

June 2025

- Management updates the Committee on the outcome of the external auditors' effectiveness review
- The Committee considers the interim financial statements review plan
- The Committee considers the auditors' engagement letter in respect of the interim financial statements

September 2025

- Management updates the Committee on the key accounting issues and judgements for approval by the Committee and for recommendation to the Board in respect of the interim financial statements
- Management presents the interim financial statements
- External auditors present their interim review memorandum, together with their external Auditors' Report, and confirmation of their independence
- The Committee reviews the external auditors' independence
- The Committee considers the full-year audit strategy, plan, fee and engagement letter

November 2025

- Management provides the Committee with an overview of the key accounting issues and judgements in respect of the full-year results
- The Committee receives an update on the audit strategy, plan and fee
- The Committee reviews the policies delegated to it by the Board
- The Committee considers the Group tax strategy for recommendation to the Board

Provision 29 – preparation and oversight

As part of this oversight, the Committee monitored the Group's preparations for future reporting under Provision 29. The Committee received updates on progress against the agreed implementation plan, including the outcomes of a readiness and dry-run assessment undertaken during the year to support the Board's understanding of preparedness and to identify areas for further enhancement.

The Committee reviewed and challenged the findings arising from this work, with particular focus on the prioritisation of remediation actions and the continued development of the control environment. Further detail on the Group's principal risks, material controls and Provision 29 preparations is set out in the Principal Risks and Uncertainties section of this Annual Report pages 90 to 94.

Looking ahead into 2026, the Committee will focus on the continued enhancement of the Group's control environment and the maturity of controls assurance and reporting. This will support the Board in making its annual declaration on the effectiveness of the Group's risk management and internal control framework in accordance with the Code.

Risk management and internal control framework

An effective approach to risk management and internal control remains fundamental to the Group's ability to deliver its strategy and respond to an evolving risk environment. During the year, the Committee focused on the operation and ongoing development of the Group's risk, control and assurance framework, taking into account external developments relevant to the Group's business and regulatory environment.

The Committee considered the effectiveness of the Group's system of risk management and internal control, having regard to the requirements of the Code, including the enhancements introduced in the Code. In particular, the Committee oversaw work led by the Director of Risk, Internal Audit and Assurance to refresh the Principal Risk Framework and to identify controls assessed as material for the purposes of Provision 29. The Committee received regular updates on the development of the framework and the design and implementation of those controls.

Fraud prevention and detection process

During the year, the Committee maintained oversight of the Group's approach to fraud risk management and prevention, taking into account the evolving regulatory landscape, including the introduction of the new "failure to prevent fraud" offence under the Economic Crime and Corporate Transparency Act. The Committee reviewed management's assessment of fraud risks across the Group, including financial reporting, regulatory and compliance, cyber, third party and employee-related fraud risks, and considered the adequacy of the prevention measures in place.

The Committee received updates on the Group's fraud prevention framework, including the results of a targeted fraud risk assessment, enhancements to policies and training, and the integration of fraud risks within the wider risk management and internal control framework. The Committee also considered management's arrangements for monitoring and escalation of fraud and attempted fraud, including reporting through established whistleblowing and assurance mechanisms, and the role

of Internal Audit in providing independent assurance over key fraud-related controls.

The Committee will continue to oversee the development and effectiveness of the Group's fraud prevention measures, including further assurance over the operation of key controls and the ongoing alignment of fraud risk management with regulatory expectations and the Group's broader risk and control framework.

Financial reporting

The Group has clear policies and procedures which are designed to ensure the reliability and accuracy of financial reporting, including the process for preparing the Group's interim and annual financial statements. The Group's financial reporting policies and procedures cover financial planning and reporting, the preparation of financial information, and the monitoring and control of capital expenditure. The Committee reviewed the accounting judgements, assumptions and estimates as set out in the ARC papers prepared by management and determined, with external auditor input, the appropriateness of these assumptions and estimates. The significant issues considered by the Committee in relation to this year's financial statements are listed on pages 117-118.

Internal reporting

The Director of Risk, Internal Audit and Assurance reports to the Chairman of the ARC and has direct access to all Executives, with the scope of Internal Audit covering all processes, systems and activities of the Group. Audit engagements are selected using a risk-based approach, informed by the Group's principal risk assessment and strategic priorities, and focused on areas with the greatest potential impact on the achievement of the Company's objectives; the audit plan and individual engagements are reviewed, challenged and approved by the Committee. The results of audit engagements and progress against management actions are reported regularly to the Committee, and the Director of Risk, Internal Audit and Assurance met regularly with the Chairman of the ARC throughout the year.

The primary objective of the Internal Audit function is to provide the Board, the Committee and management with independent and objective assurance over the Group's risks and related controls, and to support the Board in fulfilling its corporate governance and regulatory responsibilities. The results of Internal Audit engagements provide insight into the effectiveness of the control environment and identify opportunities for improvement.

Actions required to address significant findings identified through Internal Audit are agreed with management and monitored through to completion. The Committee reviews the quality and effectiveness of the Internal Audit function annually, including consideration of its independence and objectivity.

External audit

FY25 audit

The Committee has taken the following key steps in overseeing the FY25 BDO external audit:

- Reviewed the BDO FY25 audit plan, resources and audit risk assessments
- Agreed the materiality level for the audit
- Reviewed and agreed the timetable for the FY25 Annual Report and audit plans for the Group including the key areas of focus
- Agreed and approved the FY25 audit fee
- Discussed and reviewed the going concern and viability statements
- Discussed and reviewed the audit findings, significant issues and other accounting judgements
- Approved the management representation letter, following a review by management, and noted BDO's independence

Key estimates, judgements and financial reporting standards

Caliplay – Impact of dispute resolution and revised strategic agreement

Following the completion of the revised strategic agreement with Caliplay on 31 March 2025, and the receipt of Mexican antitrust approval, all legal proceedings between the parties were dismissed and Playtech exercised the amended Playtech M&A Call Option, resulting in a 30.8% equity interest in the newly formed Caliente Interactive Group (refer to Note 7). The updated arrangements include a revised eight-year software licensing and services agreement, revised shareholder rights, and a separate agreement under which Playtech will receive \$140 million in fixed consideration over four years. Management has exercised judgement in assessing the accounting treatment of this fixed consideration, concluding that recognition over the eight-year contract term best reflects the pattern of service delivery. The Committee considered these judgements, including the conclusion that no significant financing component exists, and is satisfied that they are appropriate and in line with IFRS 15. Management also exercised judgement in concluding that the reduction of Playtech's equity interest from a previously modelled 49% (before any subcontractor rights) to 30.8% was appropriate in the context of the revised arrangements as a whole, which collectively delivered financial settlement, dismissal of all legal proceedings, transition to a US holding structure, and the termination of legacy option mechanics; the Committee is satisfied that this judgement is reasonable.

Caliente Interactive Group – Investment in associate

Following completion of the revised arrangements, Playtech assessed that its 30.8% holding in Caliente Interactive confers significant influence, resulting in classification as an associate under IAS 28. Management has applied significant judgement in determining the fair value of Playtech's share of the Caliente Interactive Group's identifiable net assets at the date significant influence was obtained, including the valuation of customer-related and brand-related intangible assets using Level 3 inputs. The Committee reviewed these key judgements and estimates—further detailed in Note 7 – Significant accounting judgements, estimates and assumptions—and is satisfied that the methodologies applied are appropriate, that the resulting fair values are supportable, and that the overall accounting treatment of the revised arrangements is reasonable.

Snaitech disposal

The disposal of the Snaitech business was successfully completed on 30 April 2025, noting that this division was shown under assets held for sale on the Group consolidated balance sheet as at 31 December 2024, and within discontinued operations in the consolidated income statement in the year ended 31 December 2024. Having reviewed the transaction, the Committee is satisfied that all associated cash flows have been properly processed and that the accounting treatment is complete, accurate, and fully in accordance with the relevant financial reporting requirements.

Sun Bingo prepayment impairment

The Audit and Risk Committee reviewed management's assessment of the carrying value of the Sun Bingo prepayment asset, following the deterioration in the long-term profitability outlook resulting from the increase in Remote Gaming Duty from April 2026. Management concluded that the future economic benefits originally expected to be generated under the extended contract could no longer be supported, and therefore fully impaired the remaining prepayment balance during the year.

Having considered the analysis presented, including the updated forecast cash flows and the application of judgement outlined in Note 7 – Significant accounting judgements, estimates and assumptions, the Committee agrees that management's conclusion to impair the asset is reasonable and consistent with the requirements of IFRS.

Revenue recognition

The Audit and Risk Committee reviewed the judgements made in respect of revenue recognition, in particular in assessing whether under its B2B division, it is acting as a principal or an agent. In making these judgements, the Group considers, by examining each contract with its business partners, which party has the primary responsibility for providing the services and is exposed to the majority of the risks and rewards associated with providing the services, as well as if it has latitude in establishing prices, either directly or indirectly. The business model of this division is predominately a revenue share model, which is based on software fees earned from B2C business partners' revenue. The Committee concluded the Group's revenue recognition policy relating to these types of contracts are in line with IFRS requirements.

Valuation of derivative financial assets and other investments

The Group engaged external valuation specialists from a big four firm to assist in the valuations of the Playtech M&A Call Option (Caliplay) immediately before it was modified and subsequently exercised and the small minority interest in Hard Rock Digital, who were guided by management in terms of judgements made, with the rest of the valuations, including the Wplay option, being completed in-house by the Playtech finance team. The Audit and Risk Committee reviewed and challenged the resulting values of each arrangement and is comfortable with the assumptions, estimates and judgements in each of the valuations, including the valuation methodology applied.

Goodwill and intangible assets

During the year, the Audit and Risk Committee also considered the judgements made in relation to the valuation methodology adopted by management to support the carrying value of goodwill and other intangible assets, to determine whether there was a risk of material misstatement in the carrying value of these assets and whether an impairment should be recognised.

The Committee considered the assumptions, estimates and judgements made by management to support the models that underpin the valuation of goodwill and other intangible assets in the balance sheet. Business plans and cash flow forecasts prepared by management supporting the future performance expectations used in the calculations were reviewed, as were the valuation methodologies applied.

The Committee particularly considered the outcome of the impairment reviews performed by management. The impairment reviews were also an area of focus for the external auditor, who reported their findings to the Committee. The Committee satisfied itself that the conclusions made on the impairments of Bingo VF and Services cash-generating units were reasonable, and, aside from that, there were no other material impairments to the carrying value of goodwill or other intangible assets.

Other financial statement areas

The Audit and Risk Committee also reviewed the level of judgement and estimation required in the following areas of the financial statements, documented in management papers, and it is satisfied that the judgements made and disclosures included in the financial statements are reasonable and in line with each applicable IFRS:

- The classification of equity investments, investments in associates and derivative financial assets as further explained in Note 7 of the financial statements, and, in particular, using the appropriate guidance under the accounting standards to determine the existence of control or significant influence; each classification is further explained and disclosed in Note 20 of the financial statements
- Recoverability assessment of the loan receivable from Ocean88 Holdings Ltd as at 31 December 2025
- Impairment review of investments held by Playtech plc in other Group companies, and, in particular, the investment in Playtech Software Limited, where it was concluded that there are no indicators of impairment or reversal of previously recognised impairment
- Impact of the Pillar Two rules for the year ended 31 December 2025 and assessment of deferred tax asset recognition within the Group
- In assessing whether a provision was required in relation to matters referenced by Evolution AB, management considered the information available, including the absence of any claim served on the Group. The Directors concluded that the matter gives rise only to a contingent liability at this time. Further details are provided in Note 29 – Contingent Liabilities

- Classification of the IGS assets and liabilities as held for sale was considered appropriate and in line with IFRS 5, although the associated operations were determined not to meet the conditions required for presentation as discontinued operations
- The accounting treatment of the NorthStar financial guarantee and the resulting expected credit loss provision was reviewed and considered appropriate and in line with IFRS 9. Similarly, the Committee agrees with management's assessment and the resulting impairment in the Group's investment in NorthStar

Furthermore, the Committee reviewed management's going concern and viability assessment, including the relevant disclosures as per Note 2, as well as the Viability Statement and is satisfied with the conclusion that the Group is a going concern and that there is a reasonable expectation the Group will continue to operate and meet its liabilities throughout the viability period.

Finally, the Audit and Risk Committee assessed the Adjusted performance measures as further explained in Note 6U and Adjusting items in Note 11 with reference to European Securities and Markets Authority (ESMA) guidelines and is satisfied that these are reasonable and appropriately disclosed.

External auditor effectiveness

During the year, the Committee assessed the effectiveness of the external audit by reviewing audit planning, risk assessments, materiality updates and the quality of reporting on key accounting matters. The Committee also evaluated the auditor's independence, including the nature and level of non-audit services and the annual confirmation of objectivity. As part of its continuous improvement approach, management held a lessons learnt session with the external auditor to review the audit process, strengthen future planning and enhance the efficiency of information flow. Overall, the Committee concluded that the audit had been conducted effectively and continued to provide appropriate challenge and insight.

Provision of non-audit services

During the year, BDO LLP provided a limited number of non-audit services to the Group. Non-audit services requested through the Group's established approval channels were reviewed and approved by the Audit and Risk Committee, which monitored the nature of the work performed and the associated fees to ensure they did not compromise BDO's independence or objectivity. BDO LLP also informed the Committee that they had previously provided services to one of the Group's subsidiaries which is not permitted for Public Interest Entities. These services, which related to financial years 2020 to 2025 and totalled approximately €60,000, have now been terminated. BDO LLP concluded that the provision of these services does not compromise their independence as external auditor, and having considered the matter, the Committee concurred with this assessment.

The Committee also reviewed and enhanced the Group's Non-Audit Fee Policy during the year to ensure continued alignment with the Financial Reporting Council's Revised Ethical Standard (2024) and evolving best practice. While oversight of non-audit services has been an established element of the Committee's remit, the updated policy introduces a more formalised and structured framework for future periods, including strengthened documentation requirements, mandatory pre-approval for all permitted non-audit services, and enhanced monitoring of cumulative non-audit fees relative to the statutory audit fee cap. These enhancements further reinforce the Committee's oversight and safeguarding of auditor independence going forward.

External auditor independence

The Committee concluded that BDO's independence and objectivity were not compromised by the provision of these services. As part of the FY25 audit, BDO confirmed that it was independent within the meaning of applicable regulatory and professional requirements.

Oliver Chinneck is the lead BDO audit partner, currently in his sixth year in the role. Under independence rules, he would ordinarily have rotated off the Playtech Group audit after completing the FY24 year-end audit. However, given the significant transactions completed in 2025, BDO agreed to extend Oliver's tenure as lead audit partner for an additional year. David Butcher will assume responsibility as audit partner for the FY26 year-end audit.

Tenure


A resolution to re-appoint BDO as the external auditors will be proposed at the 2026 Annual General Meeting.

Annual Report and Accounts 2025 (the Annual Report) – fair, balanced and understandable statement

The Board and the Committee discussed the "fair, balanced and understandable" statement and the work undertaken to support it, which included:

Who	How assurance was provided
Annual Report working group	The working group comprised individuals from Investor Relations, Company Secretariat and Group Finance who were involved in the drafting of the Annual Report. Material disclosure items were discussed by the working group. The working group members reviewed the sections drafted by them considering the "fair, balanced and understandable" requirement.
Key contributors to the Annual Report	Certain key contributors to sections of the Annual Report were asked to confirm the accuracy of the information provided.
External review	<p>PwC, the Remuneration Committee's independent adviser, drafted and reviewed the Directors' Remuneration Report.</p> <p>PwC, the external valuation specialists, provided us with support for the valuation of our business investments and options.</p> <p>SLR, our sustainability consultants, supported us with our climate-related reporting, including TCFD.</p> <p>These external reviews were undertaken to enhance the quality of our reporting.</p> <p>Feedback was provided by BDO on the overall Annual Report.</p>
The Committee and the Board	Drafts of the Annual Report were circulated individually to Board members, the Committee and the full Board for review.

The Directors consider that this Annual Report, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's position, performance, business model and strategy.

 **Ian Penrose**
Chairman of the Audit and Risk Committee

26 March 2026

▶ Remuneration Committee Report

“ A revised approach to incentivisation, initiated by the Company’s shareholders and approved at the 2024 general meeting following a detailed consultation process, will drive earnings growth, improvement in cash generation, and the delivery of further returns to Playtech shareholders.”

Dear shareholder

On behalf of the Board, I welcome the opportunity to present the Remuneration Committee’s Report on Directors’ remuneration for the year to 31 December 2025.

This report describes how the Board has applied the principles of the 2024 UK Corporate Governance Code (the Code) to Directors’ remuneration. Although Playtech is an Isle of Man incorporated entity and, as such, is not required to comply with the UK regulations on Directors’ remuneration, we recognise the importance of shareholder transparency. Accordingly, we can confirm that the Company adheres to the UK regulations as they relate to Directors’ remuneration and the report below is divided into: (i) this Annual Statement; (ii) a summary of the Directors’ Remuneration Policy (the Policy) as approved by shareholders at the December 2024 General Meeting (GM); and (iii) the Annual Report on Remuneration that reports on the implementation of the Company’s stated Remuneration Policy for the year to 31 December 2025. The Annual Report on Remuneration and this Statement will be the subject of an advisory shareholder resolution at the forthcoming AGM.

Business context

Playtech successfully completed the material and transformational sale of the Snaitech business in

April 2025 at an attractive valuation, which facilitated the return of a special dividend to shareholders of €1,766m in June 2025. Following the completion of the sale, Playtech has focused on its technology-led offering in high-growth B2B gambling markets with an accelerated growth plan and an extensive portfolio of highly valuable assets. The sale has unlocked significant capital for the Playtech Group and is in line with our strategy to maximise value for all shareholders. In this context, Playtech performed very strongly over the year and delivered Adjusted EBITDA of €197m, significantly ahead of analyst expectations prior to the February Trading Update.

LTIP vesting during 2025

As disclosed in the 2024 Directors’ Remuneration Report, the vesting outcome for Mor Weizer (share award) and Chris McGinnis (cash award) in respect of 2024 was an estimate as the TSR performance period had not completed. Following the end of the TSR performance period, the overall vesting outcome was 100% of maximum. Further details on the final outcome for the 2022 LTIP awards are set out on page 126.

The estimated vesting outcome of the 2023 LTIP as at 31 December 2025 is 60.9% for the CEO and CFO. Following the end of the Relative TSR performance period on 4 May 2026, the final vesting levels will be calculated and the LTIP amounts disclosed in the single figure table for the financial year ending 31 December 2025 will be updated in the 2026 Directors’ Remuneration Report to reflect the final outcome.

Implementation of Policy in 2025

The Policy approved by shareholders at the December 2024 General Meeting was implemented in line with the statement of our intentions set out in last year’s report including the grant of awards under the newly approved share schemes.

Annual bonus

Reflective of the very strong business performance, the 2025 annual bonus outcome for the CEO and

CFO is 95% of maximum, corresponding to 190% and 142.5% of salary respectively, which results in a total payment of £1,603,600 and £570,000, a third of which (£534,533 and £190,000) will be used to purchase shares in the market, which will be subject to recovery for two years.

The Committee is satisfied that the annual bonus payments to Executive Directors are a fair reflection of corporate and individual performance during the year, and therefore no discretion has been applied to the formulaic outcome. Full detail of the performance targets and the Committee’s assessment of performance against these is set out in this report.

Shareholder-approved incentive plans

As previously set out, the redesign of the Directors’ Remuneration Policy and associated incentive plans which were approved by shareholders at the 2024 General Meeting was driven by several of the Company’s largest shareholders who held, in aggregate, approximately 34.38% of the entire issued share capital of the Company at the time of the December 2024 General Meeting. These shareholders considered it important that the senior team are incentivised more strongly to drive earnings growth, improve cash generation and deliver further returns to Playtech shareholders. This comprised two main elements, namely a one-off cash award (known as the Playtech Shareholder Incentive Plan) to be paid following completion of the sale of the Snaitech business, and a new one-off long-term incentive plan (known as the Playtech Transformation Plan or PTP). The final terms of the Directors’ Remuneration Policy reflect careful consideration and input from the Remuneration Committee, informed by extensive consultation with a large proportion of the Group’s shareholders.

Following the successful sale of the Snaitech business and the resulting delivery of a significant return to shareholders, the CEO and CFO received a one-off cash award under the Playtech Shareholder Incentive Plan, structured such that 60% was payable immediately on the completion of the sale, with a



▶ **Samy Reeb**
Chairman of the Remuneration Committee

further 20% remaining outstanding to be paid on the first and second anniversaries of the sale respectively. The overall value of the award was subject to the final distribution to shareholders, being reduced from the amounts included in the Policy (CEO: €50m, CFO: €12m) if this was below €1,700m. As the final distribution to shareholders was €1,766m, the full value was awarded and 60% was paid during the year, equating to €30m and €7.2m for the CEO and CFO respectively. The balance remains subject to deferral.

In line with the shareholder-approved policy, one-off awards under the PTP were granted on 4 August 2025. Full details on the PTP awards are set out on page 128. The Committee recognises that the PTP is a non-standard incentive model in the UK market, however we are confident that this has been designed to clearly align the interests of management and shareholders and with the delivery of our strategy to become the leading global B2B gambling business.

NED fees

In recognition of the substantial additional efforts undertaken by the Chairman and Non-Executive Directors during 2024 and 2025 in relation to the sale of the Snaitech business and to ensure fair compensation for their extra time dedicated to the Company, a temporary increase to the cap on the Non-Executive Directors' fees as stipulated in the Company's articles of association from £1,500,000 to £3,000,000 was approved by shareholders at the December 2024 General Meeting. This adjustment applies to the financial years 2024 and 2025 only, and the cap has reverted to £1,500,000 per annum for the financial year commencing on 1 January 2026.

The first half of the 2025 financial year saw a continuation of the significant and intense period of activity for the Remuneration Committee and wider Board in the context of the sale of the Snaitech business. As set out in the 2024 Directors' Remuneration Report, the Non-Executive Directors (excluding Brian Mattingley and Anna Massion, both of whom stood down from the Board during the year, and our new Chairman John Gleasure) and Senior Independent Director each received additional fees in 2025 in recognition of this substantial additional workload. The additional fee was equivalent to

1x the annual total fee for the Non-Executive Directors, and 2x the annual total fee for the Senior Independent Director. It is not anticipated that any further additional fees will be paid to the Non-Executive Directors beyond their normal annual fees from 1 January 2026.

Directors' Remuneration Policy and how we will operate it in 2026

Base salary

The average salary increase for 2026 awarded to those employees across the UK workforce who were eligible to receive a salary increase was 4%. The Committee reviewed the CEO's and CFO's salaries and determined that no increase would be made for the financial year beginning 1 January 2026.

Annual bonus

The annual bonus opportunity for 2026 will remain unchanged at 200% and 150% of salary for the CEO and CFO respectively. Financial performance will continue to drive 80% of the bonus, split equally between EBITDA and cash flow measures. As in previous years, stretching financial targets have been set which provide clear annual milestones towards the Company's long-term ambitions. A key focus of the Committee over 2025 and early 2026 has been to articulate robust non-financial targets for the balance of the annual bonus which are aligned with the Company's refreshed business strategy following the sale of the Snaitech business. These include strong execution of strategic global expansion, delivery of cost efficiencies and progress on sustainability, governance, people and culture objectives. In line with the Directors' Remuneration Policy, one-third of any annual bonus payment will be deferred into shares for two years.

Playtech Transformation Plan

No further awards will be granted to Executive Directors during 2026.

Pension

Executive Director pension contributions continue to be aligned with the wider workforce contribution of 7.5% of salary.

Concluding remarks

Following the successful completion of the sale of the Snaitech business, the Committee has implemented the recently approved Directors' Remuneration Policy which we believe more strongly aligns the Executive Directors with the strategy of driving earnings growth, improving cash generation and delivering returns to Playtech shareholders. In this context, the Policy has and continues to drive the pay for performance culture in the business to ensure that the refreshed business strategy following the sale of Snaitech is delivered.

The Committee and I hope that you find the information in this report helpful and informative. The Company has engaged proactively with shareholders over the course of the year, including on matters related to remuneration and I am committed to continued engagement with shareholders with regards the design and implementation of our Directors' Remuneration Policy, and welcome any comments or questions ahead of the 2026 AGM.

 **Samy Reeb**
Chairman of the Remuneration Committee

26 March 2026

Summary of Directors' Remuneration Policy

Approved at the December 2025 GM

The Directors' Remuneration Policy was approved by shareholders at the GM on 19 December 2024 (59.04% of votes cast being in favour) and became effective from that date. A summary of the policy is set out below for reference to assist with the understanding of the contents of this report. The full policy is detailed in our 2024 Annual Report, which can be found in the "Investors" section under "Annual Reports" on the Company's corporate website (www.playtech.com).

	Element of remuneration	Remuneration Policy	Implementation in 2026
Fixed Pay	Salary	<p>Normally reviewed annually by the Remuneration Committee, with any increases typically effective in January.</p> <p>Takes account of the external market and other relevant factors including internal relativities and individual performance. In reviewing salary levels, the Remuneration Committee may also take into account the effect of any exceptional exchange rate fluctuations in the previous year.</p>	<p>No increases will be awarded to the Executive Directors.</p> <p>Further details on the salaries for 2026 are set out on page 128</p>
	Pension	Pension for Executive Directors will be in line with the pension plan operated for the majority of the workforce in the jurisdiction where the Director is based.	The Executive Directors receive a cash allowance of 7.5% of salary.
	Benefits	Benefits may include private medical insurance, permanent health insurance, life insurance, rental and accommodation expenses on relocation and other benefits such as long-service awards. Other additional benefits may be offered that the Remuneration Committee considers appropriate based on the Executive Director's circumstances. Non-pensionable.	No change versus implementation in 2025.
Annual Bonus	Cash element	<p>Performance measured over one year.</p> <p>Based on a mixture of financial performance and performance against strategic objectives.</p> <p>Normally, at least 70% of the bonus will be dependent on financial performance.</p> <p>Bonus is paid on a sliding scale of 0% for threshold increasing to 100% for maximum performance.</p>	<p>CEO and CFO maximum bonus opportunity is 200% and 150% of salary respectively.</p> <p>80% will be measured against financial metrics split equally between Adjusted EBITDA and cash flow, with the remaining 20% measured against key non-financial metrics aligned with the business strategy.</p>
	Shares element	<p>33.3% of any payment is normally deferred into shares for two years which are subject to recovery provisions.</p> <p>Clawback and malus provisions apply whereby bonus payments may be required to be repaid for financial misstatement, misconduct, error, serious reputational damage and corporate failure.</p>	33.3% of any bonus earned by the CEO and CFO will be deferred into shares for two years.
Playtech plc Shareholder Incentive Plan (Directors)	<p>One-off cash awards paid as follows:</p> <ul style="list-style-type: none"> • 60% paid on or shortly after the distribution following completion of the sale of the Snaitech business; • 20% paid on or around the first anniversary of completion of the sale of the Snaitech business; and • Final 20% paid on or around the second anniversary of completion of the sale of the Snaitech business. 	The first deferred payment of the plan will be paid in 2026 to the CEO and CFO, subject to continued employment.	
Dividend equivalent payment in respect of the existing LTIP	Cash payments made on the relevant dividend payment date, or in the case of unvested awards on the vesting date, in respect of any distributions to Playtech shareholders prior to the exercise of these awards.	Amounts will be payable in respect of the 2023 LTIP awards that are due to vest in May 2026, subject to the achievement of performance targets.	

	Element of remuneration	Remuneration Policy	Implementation in 2026
Long-term incentives	Playtech plc Transformation Plan (PTP)	<p>One-off awards made in 2025 following completion of the sale of the Snaitech business.</p> <p>The PTP will provide participants with a share in a pool of units. Units will be convertible to a nil cost option over Playtech shares at the end of the Measurement Period.</p> <p>Subject to the achievement of performance conditions and continued employment (or "Good Leaver" status) until each of the vesting dates, awards will vest 50% immediately and, if the performance conditions have been achieved as at the end of the Measurement Period, 50% after a further two years (or on the event of a Change of Control if sooner than two years), subject to continued employment (or "Good Leaver" status) over this further two-year period.</p> <p>The PTP pool will have a value equal to 10% of the market capitalisation of the Company (on a diluted basis including to take account of the awards under the PTP and based on a 30-day averaging period ending on the final day of the Measurement Period). Awards will vest subject to the application of stretching performance conditions being achieved as follows:</p> <ol style="list-style-type: none"> Adjusted EBITDA: Nil vesting for Adjusted EBITDA, equal to €250 million, increasing on a straight-line basis to maximum vesting for the achievement of €300 million (37.5% weighting). Cash generation (Adjusted EBITDA less IFRS 16 leases, capex and capital development, financing costs and taxes): Nil vesting for improvement in cash generation equal to €70 million, increasing on a straight-line basis to maximum vesting for the achievement of €100 million. (37.5% weighting). Continued employment only (25% weighting). <p>If the full Adjusted EBITDA and/or cash generation targets are achieved in a financial year earlier than 2029, then the target for the relevant element will be deemed to have been achieved, regardless of actual performance in 2029, but entitlements resulting from the achievement of that element will remain subject to continued employment (or "Good Leaver" status) until the five-year anniversary of completion of the sale of the Snaitech business and will vest in line with the normal timescales (i.e. 50% following the end of the Measurement Period and 50% after a further two years (or on an earlier Change of Control)).</p> <p>In the event that either of the financial performance targets have not been met in full at any point during the Measurement Period, the relevant element will not lapse for a further two years. If, during the two-year period following the end of the Measurement Period, enhanced Adjusted EBITDA and cash generation targets calibrated at a 5% increase to the five-year performance conditions set out are achieved, then, subject to continued employment (or "Good Leaver" status) awards will vest 50% immediately and 50% on the seven-year anniversary of the completion of the sale of the Snaitech business.</p> <p>Any unvested awards on the seven-year anniversary of the completion of the sale of the Snaitech business will lapse.</p> <p>The Adjusted EBITDA and the cash generation targets will be adjusted to take account of disposals during the Measurement Period where such disposals result in a distribution of value to shareholders (including, for avoidance of doubt, a distribution in specie).</p> <p>The sale of any shares resulting from reaching the end of the Measurement Period and the satisfaction of the applicable performance conditions will be limited in any rolling 12-month period to the lower of:</p> <ol style="list-style-type: none"> The sum of one-third of the number of shares vesting on each vesting date and the balance of any prior year's sale limit unutilised; £30.0 million in the case of the CEO and £10.0 million in the case of the CFO (valued based on a 30-day averaging period ending on the final day of the Measurement Period). 	<p>No further awards to be granted in 2026 – the CEO and CFO have an ongoing allocation in the pool of 30% and 10% respectively following the grant made in 2025.</p>
Share Ownership	Shareholding requirements	<p>Executive Directors are expected to accumulate a shareholding in the Company's shares.</p> <p>Executive Directors are required to retain at least 50% of the net of tax out-turn from the vesting of awards under the deferred bonus plan, LTIP and PTP until the minimum shareholding guideline has been achieved.</p>	<p>The CEO and CFO's shareholding requirement is 200% of salary.</p>
	Post-cessation shareholding requirements	<p>Shares must be held for two years after cessation of employment (at lower of the 200% of salary guideline level, or the actual shareholding on departure).</p>	

▶ Annual report on remuneration

The sections of this report subject to audit have been highlighted. The figures are shown both in Pounds and Euros, for ease of reference.

Directors' emoluments (in £) (audited)

Executive Director	Mor Weizer		Chris McGinnis	
	2025	2024	2025	2024
Salary ¹	844,000	844,000	400,000	400,000
Bonus ²	33,266,859	1,688,000	6,955,733	600,000
Annual long-term incentive ^{3,4,5}	10,986,743	3,226,668	3,631,901	300,000
Benefits ⁶	41,896	37,469	18,537	3,177
Pension	63,300	62,950	30,000	30,000
Total emoluments	45,202,798	5,859,087	11,036,171	1,333,177
Total fixed pay⁷	949,196	944,419	448,537	433,177
Total variable pay⁷	44,253,602	4,914,668	10,587,634	900,000

Directors' emoluments (restated in €) (audited)

Executive Director	Mor Weizer		Chris McGinnis	
	2025	2024	2025	2024
Salary ¹	967,257	1,018,471	458,416	482,688
Bonus ²	39,147,268	2,036,942	8,324,352	724,031
Annual long-term incentive ^{3,4,5}	12,665,233	3,728,274	4,186,042	343,812
Benefits ⁶	48,014	45,214	21,244	3,834
Pension	72,544	75,693	34,381	36,201
Total emoluments	52,900,316	6,904,594	13,024,435	1,590,566
Total fixed pay⁷	1,087,815	1,139,648	514,040	522,723
Total variable pay⁷	51,812,501	5,764,946	12,510,395	1,067,843

¹ Basic salary of the Executive Directors is determined in Pounds Sterling and then converted into Euros at the average exchange rate applicable during the relevant financial year for the purpose of this report.

² The figures for bonuses represent payments as determined by the Remuneration Committee for the Executive Directors based on the Company's performance during each financial year and by reference to their actual salary earned during the respective period. The bonuses were determined in Pounds Sterling and then converted into Euros at the exchange rates applicable as at 31 December 2024 and 31 December 2025 respectively. Details of (a) how the annual performance bonus for the Executive Directors was determined; and (b) the timing of bonus payments are set out below. In addition, for 2025, the value includes the first instalment under the Shareholder Incentive Plan being 60% of the overall value of the one-off cash awards which was paid on completion of the sale of Snitech. As the distribution to shareholders (c.€1,766 million) was above €1,700 million, the participants were entitled to the full bonus and thus the amounts paid to Mor Weizer and Chris McGinnis were €30 million and €7.2 million respectively. In respect of 2025, the value also includes the payment of the dividend equivalent bonus on vested LTIP awards as at the dividend payment date in June 2025. These amounts correspond to £6,162,869 (€7,309,480) and £265,639 (€313,432) for Mor Weizer and Chris McGinnis respectively.

³ As disclosed in the 2024 Directors' Remuneration Report, the vesting outcome for Mor Weizer (share award) and Chris McGinnis (cash award) in respect of 2024 was an estimate as the TSR performance period had not completed. The overall vesting outcome under this award was 100% of maximum and the amount shown for 2024 has been updated to reflect this, and in the case of Mor Weizer, the share price on the vesting date and the cash dividend equivalent payment. Further details on the final LTIP outcome for the 2022 LTIP awards are set out on page 126.

⁴ The LTIP awards granted in May 2023 vest after three years subject to an EPS performance condition (measured over a three-year period from 1 January 2023 to 31 December 2025) and relative TSR performance conditions (measured over a three-year period from 5 May 2023 to 4 May 2026). Based on performance to 31 December 2025, the final vesting outcome under the EPS condition is 100%. However, as we are still partway through the performance period for the relative TSR performance conditions, we have used an estimate of the vesting as at 31 December 2025 (equal to 47.9% of the relative TSR element, 35.9% of the overall award). Considering both the EPS and estimated relative TSR outcomes, 60.9% of the award is estimated to vest for both the CEO and CFO. This performance outcome corresponds to a total of 178,169 and 55,414 nil cost options for the CEO and CFO, respectively. The value included (inclusive of the estimated dividend equivalent payments) in the table is therefore £1,359,968 (€1,599,958) for Mor and £422,976 (€497,617) for Chris, based on the share price on 31 December 2025 of £2.835 (€3.25), of which nil relates to share price appreciation. Further details on the estimated LTIP outcomes for the 2023 awards are set out on page 127.

⁵ Recognising that the continued employment element of the PTP is not subject to any performance conditions, we have included the value of the award that relates to this element with the annual long-term incentive number for 2025. The value of this element of the PTP has been estimated based on the proportion of the PTP pool that relates to this portion based on the market capitalisation of the Company as at the grant date.

⁶ Benefits include private medical insurance, permanent health insurance, car and life assurance.

⁷ The "Total fixed pay" and "Total variable pay" rows set out in the table may not appear to add up to the "Total emoluments" row due to rounding.

Non-executive Directors' emoluments (in £) (audited)^{3,4}

Director	Fees		Total emoluments	
	2025	2024	2025	2024
Brian Mattingley ¹	204,167	350,000	204,167	350,000
John Gleasure ²	228,756	—	228,756	—
Ian Penrose	525,000	525,000	525,000	525,000
Anna Massion ³	25,833	155,000	25,833	155,000
Linda Marston-Weston	310,000	310,000	310,000	310,000
Samy Reeb	310,000	310,000	310,000	310,000
Doreen Tan ⁴	280,000	127,487	280,000	127,487

Non-executive Directors' emoluments (in €) (audited)^{2,3}

Fees are paid in Sterling and are translated into Euros in the table below:

Director	Fees		Total emoluments	
	2025	2024	2025	2024
Brian Mattingley ¹	243,455	422,352	243,455	422,352
John Gleasure ²	263,849	—	263,849	—
Ian Penrose	604,690	633,527	604,690	633,527
Anna Massion ³	31,013	187,041	31,013	187,401
Linda Marston-Weston	358,263	374,083	358,263	374,083
Samy Reeb	358,263	374,083	358,263	374,083
Doreen Tan ⁴	323,593	153,841	323,593	153,841

¹ Brian Mattingley stepped down from the Board from the date of the 2025 AGM (21 May 2025).

² John Gleasure joined the Board on 16 April 2025 and replaced Brian Mattingley as Chairman of the Board from the date of the 2025 AGM.

³ Anna Massion stepped down from the Board on 28 February 2025.

⁴ Doreen Tan joined the Board on 9 July 2024.

⁵ Non-executive Directors are not eligible to receive any variable pay under the Remuneration Policy, nor do they receive any remuneration in respect of benefits or pension.

⁶ The Chairman and Non-executive Directors received additional fees in respect of the significant additional work performed in the year 2024 and 2025, arising from the sale of the Snaitech business. In order to enable the Non-Executive Directors to be compensated for the additional time committed to the Company, a temporary increase for the 2024 and 2025 financial years to the cap on Directors' fees set out in the Company's articles of association was approved by shareholders at the December 2024 General Meeting. In 2024 and 2025, the Non-Executive Directors (excluding Brian Mattingley, John Gleasure and Anna Massion) and the Senior Independent Director each received additional fees equivalent to 1x and 2x their annual total fees respectively, with this amount pro-rated for Doreen Tan who joined the Board part way through the year.

Determination of 2025 bonus

In accordance with the Company's Remuneration Policy, the CEO and CFO had the opportunity to earn a bonus in respect of 2025 of 200% and 150% of salary respectively. 2025 performance was assessed against a mixture of financial and non-financial targets as set out below. The bonus was payable on a sliding scale of 0% for threshold to 100% for maximum performance.

Performance metric	Weighting	Threshold	Maximum	Actual	CEO payout level (% of maximum)	CFO payout level (% of maximum)
Financial (80%)						
Adjusted EBITDA ¹ (€'m)	40%	€180m	€186m	€197m	100%	100%
Adjusted Free Cash Flow ^{1,2} (€'m)	40%	€16m growth	€31m growth	€35m growth	100%	100%
Strategic and non-financial (20%)						
	20%	See below			75%	75%
Total	100%				95%	95%

¹ Adjusted EBITDA and Adjusted Free Cash Flow targets will be measured against 2024 figures which have been adjusted to reflect:

- Removal of Snaitech results and related items (i.e. financing costs)
- Adjustment for new Caliplay terms to 2024 and 2025 results
- Adjustment for releases of any one-off provisions
- Note some of the above adjustments are not reflected in the Free Cash Flow figures reported in the FY25 results

² Adjusted Free Cash Flow is defined as Adjusted EBITDA less IFRS 16 leases, capex and capital development, financing costs and taxes.

As set out in the 2024 Directors' Remuneration Report, the financial performance targets were divided this year between Adjusted EBITDA and cash flow, with a 40% weighting each. Adjusted EBITDA and cash generation are the key financial performance metrics of the Company most closely representing the underlying trading performance of the business. When setting the EBITDA targets for 2025, the Committee and Board took into consideration both consensus estimates and internal forecasts. The Adjusted EBITDA and cash flow targets were set above City consensus in line with the business plan.

The non-financial performance targets (representing 20% of the total bonus potential) were selected to underpin key strategic objectives of the Group which outlast the completion of the sale of the Snaitech business partway through the financial year and therefore reflect the whole financial year, as follows:

- 10% weighting – Development of new and expansion of existing markets and offerings across the Americas, including but not limited to:
 - Strategic partnership with Draftkings
 - Development and launch strategic partnerships in Brazil
 - Expansion of product offering and licensing in additional US states
- 10% weighting – Delivery of strong progress on strategic review, including but not limited to:
 - Conduct thorough strategic review of the remaining Playtech business post the sale of Snaitech, culminating in Board approval of the strategic direction of the Company
 - €10 million cost reduction through cost-out or implementation of broader efficiencies
 - Discrete plans and actions to dispose / restructure underperforming/non-strategic business units

The Group made strong progress against many of the key strategic and operational objectives set at the beginning of the year.

Development of new and expansion of existing markets and offerings across the Americas:

- Successful expansion of strategic partnership with DraftKings in 2025
- Development of PMR product for Hard Rock Digital in Florida and successful launch of product in 2025
- Launch of Galerabet in newly regulated Brazil market in 2025
- Significant investment and planning in 2025 for launch of Caixa

Delivery of strong progress on strategic review:

- Successful completion of strategic review of B2B business (undertaken by Playtech management with support of external management consulting firm) including Board approval of refreshed strategy
- Cost reduction in excess of €10m in 2025 and strategic review underway to identify further opportunities for cost-out and efficiency savings to be delivered in 2026
- Action taken to dispose of businesses including IGS (investment bank engaged for sale process) and Retail Sports (advanced discussion with current management re: MBO). HAPPYBET business being wound down following completion of sale of Snaitech

While significant progress was made against all of the strategic goals set for the Executive Directors, the completion of a small number of objectives was delayed into the first part of 2026, including the completion of Caixa, disposal of certain underperforming business units and commencement of the strategic review, and therefore the Committee determined that the outcome under the strategic objectives was 75% of maximum which reflects delivery in 2025.

The financial performance of Playtech was strong in 2025 with performance exceeding the maximum target for both Adjusted EBITDA and cash flow. In combination with the performance against the strategic and non-financial metrics, this resulted in a 2025 annual bonus outcome for the CEO and CFO of 95% of maximum, corresponding to 200% and 150% of salary. The outcomes result in a total payment of £1,603,600 and £570,000 for the CEO and CFO respectively. These payments will be made once the 2025 Annual Report and Accounts have been signed off, with a third of these amounts (after tax) being used to purchase shares in the market at this time which are subject to recovery for two years.

The Committee is satisfied that the annual bonus payments to Executive Directors are a fair reflection of corporate and individual performance during the year.

LTIP awards vesting in the year

2022 LTIP

The LTIP award granted to Mor Weizer in August 2022 was subject to an EPS performance condition measured over a three-year period from 1 January 2022 to 31 December 2024, and a relative TSR performance condition measured over a three-year period from 19 August 2022 to 18 August 2025. The outcome was as follows:

	Weighting	% of award vesting for threshold performance	Threshold performance	Maximum performance	Actual performance	Outcome (% of maximum) ²
Relative TSR – FTSE 250 index (excluding investment trusts) ¹	37.5%	25%	-0.3% (median)	46.2% (upper quartile)	118.0%	100%
Relative TSR – bespoke ^{1,2}	37.5%	25%	70.4% (median)	115.7% (upper quartile)	118.0%	100%
EPS growth	25%	0%	10% p.a. compounded	15% p.a. compounded	20.58%	100%
Total	100%					100%

¹ A significant bid premium was included in the Company's share price for the first part of 2022 as a result of the potential TTB takeover. The share price normalised following the announcement on 14 July 2022 that TTB would not be proceeding with any offer due to challenging underlying market conditions and the economic climate, with a reduction of 18% on the date of that announcement. Recognising the magnitude of the bid premium and that this announcement was made prior to the grant date for the 2022 LTIP, the Committee discussed and approved an adjustment to the TSR averaging periods such that these have been reduced from three months to one month at both the start and end of the TSR performance period to eliminate the period of time relating to the bid. Based on this approach the TSR element of the award vested in full.

² The bespoke peer group for the 2023 LTIP awards consisted of 888 Holdings plc, Aristocrat Leisure Limited, Betsson AB (B shares), DraftKings A, Entain plc, Evolution AB, Flutter Entertainment plc, International Game Technology plc, Kindred Group plc, Light & Wonder inc, Greek Organization of Football Prognostics S.A. (OPAP S.A.), and Rank Group plc.

The award for Mor Weizer vested on 18 August 2025 as follows:

Director	Original number of awards granted	Number of awards vested	Additional cash dividend equivalent	Total value ¹	Total value due to share price appreciation ²
Mor Weizer	351,724	351,724	£1,749,427	£3,226,668	Nil

¹ Based on the closing share price of £4.20 (€4.87) on 18 August 2025. The total value corresponds to €3,728,274.

² As the share price at grant date was higher than the share price at vesting, no value can be attributed to share price appreciation.

Prior to his appointment to the Board, in 2022, Chris McGinnis was granted a cash-based LTIP award on equivalent terms to other below-Board employees at that time. The final vesting outcome for the award was 100% of maximum which corresponds to a cash payment of £300,000 (€343,812).

2023 LTIP

The LTIP awards granted to Mor Weizer and Chris McGinnis in May 2023 will vest subject to an EPS performance condition measured over a three-year period from 1 January 2023 to 31 December 2025, and a relative TSR performance condition measured over a three-year period from 5 May 2023 to 4 May 2026. Based on performance to 31 December 2025, the outcome is expected to be as follows:

	Weighting	% of award vesting for threshold performance	Threshold performance	Maximum performance	Actual performance	Outcome (% of maximum) ²
Relative TSR – FTSE 250 index (excluding investment trusts) (Estimated as at 31 December 2025)	37.5%	25%	13.6% (median)	50.7% (upper quartile)	27.9%	53.84%
Relative TSR – bespoke ¹ (Estimated as at 31 December 2025)	37.5%	25%	19.4% (median)	57.0% (upper quartile)		41.90%
EPS growth	25%	0%	8% p.a. compounded	12% p.a. compounded	18%	100%
Total	100%					60.9%

¹ The bespoke peer group for the 2023 LTIP awards consisted of 888 Holdings plc, Aristocrat Leisure Limited, Betsson AB (B shares), DraftKings A, Entain plc, Evolution AB, Flutter Entertainment plc, International Game Technology plc, Kindred Group plc, Light & Wonder inc, Greek Organization of Football Prognostics S.A. (OPAP S.A.), and Rank Group plc.

² Vesting outcome has been determined based on the final EPS outcome and estimated Relative TSR outcomes based on performance to 31 December 2025.

Recognising the material sale of the Snaitech business during 2025, the Committee determined that the original three-year EPS targets for the 2023 LTIP were no longer relevant for the full performance period. Therefore in determining the vesting outcome the Remuneration Committee considered the performance to 31 December 2024 relative to the original CAGR targets, with a discretionary assessment of the performance of the continuing B2B business over the course of the financial year ending 31 December 2025. The growth in EPS over the two-year period to 31 December 2024 was 18% per annum, significantly in excess of the 12% per annum maximum target, and the Committee was satisfied that 2025 performance also exceeded budget and consensus forecasts. As such the overall outcome under the EPS condition was determined to be 100% of maximum.

The number of awards estimated to vest is therefore as follows:

Director	Original number of awards granted	Number of awards expected to vest	Estimated additional cash dividend equivalent	Total estimated value ¹	Total estimated value due to share price appreciation ²
Mor Weizer	292,548	178,169	£854,859	£1,359,968	Nil
Chris McGinnis	90,988	55,414	£265,877	£422,976	Nil

¹ Based on the closing share price on 31 December 2025 of £2.835 (€3.25). The total estimated value corresponds to €1,599,958 and €497,617 for Mor Weizer and Chris McGinnis respectively.

² As the share price at grant date was higher than the share price at year end, no estimated value can be attributed to share price appreciation.

Playtech Shareholder Incentive Plan awards (audited)

As part of the Directors' Remuneration Policy that was approved by shareholders at the 2024 General Meeting, the CEO and CFO were entitled to receive a one-off cash award based on delivering the significant return to Playtech shareholders following the completion of the sale of the Snaitech business. The award was structured such that 60% was payable immediately on the completion of the sale, with a further 20% payable on the first and second anniversaries of the sale respectively. The overall value of the award was subject to the final amount delivered to shareholders with the final amount payable being reduced from the amounts included in the Policy (CEO: €50m, CFO: €12m) if the final distribution was below €1,700m. As the final distribution was c.€1,766m, the full value was awarded and 60% was paid during the year, equating to €30m and €7.2m for the CEO and CFO respectively. The balance remains subject to deferral.

Playtech Transformation Plan awards (audited)

On 4 August 2025, one-off awards were made under the Playtech Transformation Plan (PTP), approved by shareholders at the December 2024 General Meeting.

Executive Directors are entitled to participate in a pool (the "PTP pool") of value, which shares 10% of any future distributions or other returns (excluding the Distribution from the net proceeds of the sale of the Snaitech business) of value (including the part of such value attributed to the PTP) to Playtech shareholders, and up to 10% of the market capitalisation of the Company (on a diluted basis including to take account of the awards under the PTP) at the end of a five-year measurement period, subject to the achievement of stretching performance conditions over the same measurement period.

Awards were granted to the CEO and CFO as follows:

	Number of Incentive Units	Measurement Period
Mor Weizer	3,000 Incentive Units (representing 30% of the total PTP pool)	30 April 2025 – 29 April 2030
Chris McGinnis	1,000 Incentive Units (representing 10% of the total PTP pool)	

Awards will be subject to the below performance measures, which are measured on an annual basis. The financial targets will be measured over the annual financial year at the end of the measurement period. To the extent that these performance targets are met in a financial year earlier than in respect of financial year ending 31 December 2029 (the last financial year in the measurement period), then the target for the relevant element will be deemed to have been achieved, regardless of actual performance in 2029, but entitlements resulting from the achievement of that element will remain subject to continued employment (or "Good Leaver" status) until the five-year anniversary of completion of the sale of the Snaitech business and will vest in line with the normal timescales.

In the event that either of the financial performance targets have not been met in full at any point during the measurement period, the relevant element will not lapse for a further two years. If, during the two-year period following the end of the measurement period, enhanced Adjusted EBITDA and cash-generation targets calibrated at a 5% increase to the five-year performance conditions set out below are achieved, then, subject to continued employment (or "Good Leaver" status), awards will vest 50% immediately and 50% on the seven-year anniversary of the completion of the sale of the Snaitech business.

	Weighting	Threshold (0% vesting)	Maximum (100% vesting)
Adjusted EBITDA ²	37.5%	€250m	€300m
Cash generation ^{1,2}	37.5%	€70m	€100m
Continued employment	25%	–	–

¹ Cash generation is defined as Adjusted EBITDA less IFRS 16 leases, capex and capital development, financing costs and taxes.

² Vesting between threshold and maximum occurs on a straight-line basis.

PTP awards will be subject to recovery and withholding provisions in relation to material misstatement, gross misconduct, fraud, error, serious reputational damage, material failure of risk management and corporate failure. These provisions will apply for a period of two years post vesting.

Implementation of Policy for 2026

This section sets out the proposed implementation of the Directors' Remuneration Policy in 2026. The proposed implementation does not contain any deviations from the Directors' Remuneration Policy approved by shareholders at the December 2024 General Meeting.

Salary and fee review

As stated last year, salary reviews for the Executive Directors take place at the beginning of the financial year.

The average salary increase for 2026 awarded to those employees across the UK workforce who were eligible to receive a salary increase was 4%. The Committee reviewed the CEO's and CFO's salaries and determined that no salary increase would be awarded for 2026.

The Committee reviewed the fees paid to the Chairman and the Non-executive Directors, and it was decided that these remain appropriate. There will therefore be no increases to the fees for 2026.

As such, the current basic salary levels of the Executive and Non-executive Directors from 1 January 2026 (together with the Euro equivalent at 31 December 2025 based on the exchange rate between Sterling and Euro used in the accounts) are:

- CEO: £844,000 (€967,257)
- CFO: £400,000 (€458,416)
- Chairman: £350,000 (€401,114)
- Non-executive Director base fee: £140,000 (€160,445)
- Additional Committee Chair fee: £15,000 (€17,191)
- Senior Independent Director fee: £160,000 (€183,366)

Benefits

Benefits will continue to be provided in line with the approved Policy.

Pension

The pension contributions to Executive Directors will be 7.5% of salary, which is in line with the wider workforce.

Annual bonus

The annual bonus opportunity will remain unchanged at 200% of salary for the CEO and 150% of salary for the CFO.

For 2026, bonuses for the Executive Directors will be based on the following:

	Weighting	Performance target
Adjusted EBITDA	40%	Commercially confidential
Cash flow	40%	Commercially confidential
Non-financial and strategic objectives	20%	Commercially confidential

The Adjusted EBITDA and cash flow targets have been set in line with the Company's internal business plan and the non-financial metrics reflect the core pillars of the Company's refreshed business strategy. The Committee considers the precise targets to be commercially confidential at this time, but these will be disclosed retrospectively in next year's Annual Report on Remuneration.

The level of bonus payable by reference to the financial performance of the Company will be determined on a sliding scale. There will be retrospective disclosure of the targets and performance in next year's report.

The annual bonus will be subject to recovery and withholding provisions in relation to material misstatement, gross misconduct, or material error in calculation, for a serious reputational event and in the event of corporate failure. These provisions will apply for a period of three years after payment.

In line with the proposed Policy, 33.3% of any bonus earned will be payable in deferred shares.

LTIP and PTP awards

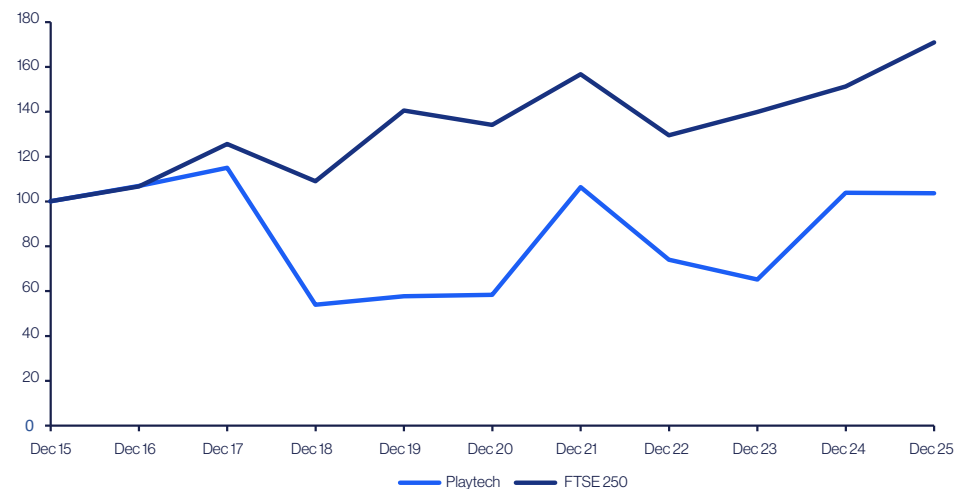
No LTIP or PTP awards will be granted to the Executive Directors during 2026.

Dilution limits

All of the Company's equity-based incentive plans incorporate the current Investment Association Guidelines on headroom which provide that overall dilution under all plans (excluding the PTP) should not exceed 10% over a ten-year period in relation to the Company's issued share capital (or reissue of treasury shares). The Committee monitors the position and prior to the making of any award considers the effect of potential vesting of options or share awards to ensure that the Company remains within these limits. Any awards which are required to be satisfied by market purchased shares are excluded from such calculations. No Treasury Shares were held at 1 January 2025 and this position was unchanged as at 31 December 2025.

Review of performance

The following graph shows the Company's total shareholder return (TSR) performance over the past ten years; the Company's TSR is compared with a broad equity market index. The index chosen here is the FTSE 250, which is considered the most appropriate published index.



The Remuneration Committee believes that the Remuneration Policy and the supporting reward structure provide a clear alignment with the strategic objectives and performance of the Company. To maintain this relationship, the Remuneration Committee constantly reviews the business priorities and the environment in which the Company operates. The table below shows the total remuneration of the CEO over the last ten years and annual variable and long-term incentive pay awards as a percentage of the plan maxima.

Remuneration of the CEO

(Mor Weizer)	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
Total remuneration (€'000)	2,346	4,192	2,055	2,931	1,905	10,802	4,789	2,930	6,904	51,813
Annual bonus (% of maximum)	100%	93%	25%	65%	24%	100%	100%	95%	100%	95%
LTIP vesting (% of maximum) ¹	—	70%	22%	—	—	46.16%	74.21%	N/A	100%	60.9%

¹ As disclosed above, the LTIP award granted in 2023 is based on relative TSR performance until 4 May 2026, and therefore this figure represents the known EPS vesting and an estimate of the relative TSR vesting as at 31 December 2025.

Percentage change in remuneration of Directors compared with employees¹

The following table sets out the percentage change in the salary/fees, benefits and bonus for each Director from 2021 to 2025 with the average percentage change for employees. All percentages are calculated based on the GBP value of pay, as this reflects how pay is set, ignoring the impact of exchange rate fluctuations. The increases, as detailed in this Report, reflect the additional time spent on the business during the intense period of activity during the last two years.

	Salary/fees				Benefits				Bonus			
	2021 to 2022	2022 to 2023	2023 to 2024	2024 to 2025	2021 to 2022	2022 to 2023	2023 to 2024	2024 to 2025	2021 to 2022	2022 to 2023	2023 to 2024	2024 to 2025
Executive Directors												
Mor Weizer ²	+2.0%	+3.4%	0%	0%	+10.5%	-4.1%	+2.1%	+11.8%	+2.0%	-1.7%	+5.3%	+1,870.8%
Chris McGinnis	N/A	+1,029.3% ³	+6.7%	0%	N/A	+1,101.7% ³	+1.6%	+483.5%	N/A	N/A ³	0%	+1,059.3%
Non-executive Directors⁴												
Brian Mattingley ⁶	+69.6% ⁵	-25.5%	0%	-41.7%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
John Gleasure ⁷	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Ian Penrose	+12.3%	-33.2%	+200.0%	0%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Anna Massion ⁸	+9.2%	-38.5%	0%	0%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Linda Marston-Weston	+260.0% ⁵	-38.5%	+100.0%	0%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Samy Reeb	N/A	N/A	+115.7%	0%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Doreen Tan ⁹	N/A	N/A	N/A	+119.6%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Wider workforce												
Average employee – UK based	+4.5%	+8%	+3.1%	+6.7%	+9.4%	+6.8%	+8%	-15.8%	+83%	-10%	+24%	+323.2%

¹ Playtech plc has no employees. The UK workforce was chosen as a comparator group as the Remuneration Committee looks to benchmark the remuneration of the Chief Executive Officer with reference mainly to the UK market (albeit that he has a global role and responsibilities, and remuneration packages across the Group vary widely depending on local market practices and conditions).

² The increase in the value of Mor Weizer's benefits in 2022 was due to the provision of a fully expensed company car.

³ The increase in the value of Chris McGinnis' salary and benefits in 2023 was due to his appointment to the Board part way through 2022. No change in the bonus amount can be provided for 2023 as he did not receive a bonus in respect of service as an Executive Director in 2022.

⁴ The increase for the Non-executive Directors in 2022 reflects additional fees paid in respect of the significant additional work performed in the year.

⁵ The increase in the value of Brian Mattingley and Linda Marston-Weston's fees in 2022 was due to their appointment to the Board part way through 2021.

⁶ Brian Mattingley stepped down from the Board from the date of the 2025 AGM (21 May 2025).

⁷ John Gleasure joined the Board on 15 April 2025 and replaced Brian Mattingley as Chairman of the Board from the date of the 2025 AGM.

⁸ Anna Massion stepped down from the Board on 28 February 2025.

⁹ Doreen Tan joined the Board on 9 July 2024.

Pay ratio information in relation to the total remuneration of the Director undertaking the role of Chief Executive Officer

The table below compares the single total figure of remuneration for the Chief Executive Officer with that of the Group employees who are paid at the 25th percentile (lower quartile), 50th percentile (median) and 75th percentile (upper quartile) of its UK employee population between 2021 and 2025.

Year	Methodology	25th percentile pay ratio	Median pay ratio	75th percentile pay ratio
2025	Method A	938:1	645:1	414:1
2024	Method A	99:1	68:1	46:1
2023	Method A	59:1	41:1	28:1
2022	Method A	114:1	75:1	51:1
2021	Method A	229:1	160:1	107:1

The employees included are those employed on 31 December 2025 and remuneration figures are determined with reference to the financial year to 31 December 2025. The CEO is paid in GBP Sterling and the ratios have been calculated using the CEO's 2025 total single figure of remuneration expressed in GBP Sterling (£45,202,797).

Option A, as set out under the reporting regulations, was used to calculate remuneration for 2025, in line with the approach taken in 2024, as we believe that that is the most robust methodology for calculating these figures.

The value of each employee's total pay and benefits was calculated using the single figure methodology consistent with the CEO, with the exception of annual bonuses, where the amount paid during the year was used (i.e. in respect of the 2024 financial year) as 2025 employee annual bonuses had not yet been determined at the time this report was produced. No elements of pay have been omitted. Where required, remuneration was approximately adjusted to be on a full-time and full-year equivalent basis based on the employee's contracted hours and the proportion of the year they were employed.

The table below sets out the salary and total pay and benefits for the three quartile point employees:

	25th percentile		50th percentile		75th percentile	
	Salary	Total pay and benefits	Salary	Total pay and benefits	Salary	Total pay and benefits
2025	£44,100	£48,197	£68,000	£70,040	£91,200	£109,116

The Committee considers that the median CEO pay ratio is consistent with the relative roles and responsibilities of the CEO and the identified employee. Base salaries of all employees, including our Executive Directors, are set with reference to a range of factors including market practice, experience and performance in role. The CEO's remuneration package is weighted towards variable pay (including the annual bonus and LTIP) due to the nature of the role, and this means the ratio is likely to fluctuate depending on the outcomes of incentive plans in each year. The higher ratio this year is primarily driven by the one-off incentives paid to the CEO in respect of the completion of the sale of the Snaitech business and strong performance against annual bonus targets, which paid out in full.

The Committee also recognises that, due to the flexibility permitted within the regulations for identifying and calculating the total pay and benefits for employees, as well as differences in employment and remuneration models between companies, the ratios reported above may not be comparable to those reported by other companies.

Relative importance of spend on pay

The following table sets out the amounts paid in share buybacks and dividends, and total remuneration paid to all employees:

Payouts	2025 €'m	2024 €'m	Change %
Dividends	1,766.2	—	N/A
Share buybacks	76.5	—	N/A
Total employee remuneration ¹	559.7	559.0	0.1%

¹ Total employee remuneration for continuing and discontinued operations includes wages and salaries, social security costs, share-based payments and pension costs for all employees, including the Directors.

Directors' interests in ordinary shares (audited)

Director	Ordinary shares		Share awards and share options 31 December		Total interests at December 2025
	2025	2024	2025	2024	
Executive Directors^{2,3,4,5}					
Mor Weizer ¹	563,891	412,475	1,989,066	2,061,662	2,552,957
Chris McGinnis ¹	111,147	19,284	90,988	151,766	202,135
Non-executive Directors⁵					
Brian Mattingley	—	—	—	—	—
John Gleasure	95,000	—	—	—	95,000
Ian Penrose	50,000	20,000	—	—	50,000
Anna Massion	32,000	32,000	—	—	32,000
Linda Marston-Weston	—	—	—	—	—
Samy Reeb	—	—	—	—	—
Doreen Tan	—	—	—	—	—

¹ The CEO's and CFO's share ownership is 189% and 79% of salary respectively based on the closing share price of £2.835 on 31 December 2025.

² Share options are granted for nil consideration.

³ These options were granted in accordance with the rules of the Playtech Long Term Incentive Plan 2012, the Playtech Long Term Incentive Plan 2022 or the Playtech Transformation Plan (the "Option Plans"). Options under the Option Plans are granted as nil cost options and in the case of Executive Directors exclusively, the options vest and become exercisable on the third anniversary of the notional grant date. Unexercised options expire ten years after the date of grant, unless the relevant employee leaves the Group's employment, in which case the unvested options lapse and any vested options lapse three months after the date that the employment ends.

⁴ As set out earlier in the Directors' Remuneration Report, Mor Weizer and Chris McGinnis also hold an interest of 3,000 and 1,000 incentive units under the PTP, representing 30% and 10% of the total PTP pool respectively.

⁵ There was no change in share interests between 31 December 2025 and the date of publication. Figures shown for Brian Mattingley and Anna Massion are as at the dates at which they stepped down from the Board.

Service contracts

The Executive Directors have service contracts that were signed on 1 January 2013 and 28 November 2022 for the CEO and CFO respectively. The notice period is 12 months' notice from Company or employee for the CEO and six months' notice for the CFO.

The Non-executive Directors each have specific letters of appointment, rather than service contracts. Non-executive Directors are appointed for an initial term of three years and, under normal circumstances, would be expected to serve for additional three-year terms, up to a maximum of nine years, subject to satisfactory performance and re-election at the Annual General Meeting as required. The table below is a summary of the key terms of the letters of appointment for the Non-executive Directors.

Name	Date	Term
John Gleasure	21 May 2025	Until third AGM after appointment unless not re-elected
Ian Penrose	1 September 2018	
Linda Marston-Weston	1 October 2021	
Samy Reeb	4 January 2023	
Doreen Tan	9 July 2024	

Role and membership

The Remuneration Committee is currently comprised entirely of three independent Non-executive Directors as defined in the Code. Samy Reeb chairs the Committee, and the other members are Ian Penrose and Linda Marston-Weston.

Details of attendance at the Remuneration Committee meetings are set out on page 105 and their biographies and experience on pages 102 to 103.

The Committee operates within agreed terms of reference detailing its authority and responsibilities. The Committee's terms of reference are available for inspection on the Company's website, www.playtech.com, and include:

- determining and agreeing the Policy for the remuneration of the CEO, the CFO, the Chairman and other members of the senior management team;
- reviewing the broad Policy framework for remuneration to ensure it remains appropriate and relevant;
- reviewing the design of and determining targets for any performance-related pay and the annual level of payments under such plans;
- reviewing the design of and approving any changes to long-term incentive or option plans; and
- ensuring that contractual terms on termination and payments made are fair to the individual and the Company and that failure is not rewarded.

The Remuneration Committee also considers the terms and conditions of employment and overall remuneration of Executive Directors, the Company Secretary and members of the senior management team and has regard to the Company's overall approach to the remuneration of all employees. Within this context the Committee determines the overall level of salaries, incentive payments and performance-related pay due to Executive Directors and senior management. The Committee also determines the performance targets and the extent of their achievement for both

annual and long-term incentive awards operated by the Company and affecting the senior management. In order to manage any potential conflicts of interest, no Director is involved in any decisions as to his/her own remuneration.

The Remuneration Committee takes advice from both inside and outside the Group on a range of matters, including the scale and composition of the total remuneration package payable to people with similar responsibilities, skills and experience in comparable companies, sectors and geographies that have extensive operations inside and outside the UK. The Remuneration Committee commissioned a market benchmarking exercise of the participants in the PTP, including those below Board level, to provide assurance that the remuneration levels and structures remain appropriate in the context of the business following the sale of Snaitech.

During the year the Remuneration Committee received assistance and advice from the Company Secretary who was also secretary to the Committee.

The Remuneration Committee has a planned schedule of at least three meetings throughout the year, with additional meetings and zoom calls held when necessary. During 2025, the Committee met six times formally. A wide variety of issues were addressed during these meetings, including:

Month	Principal activity
February / March	<ul style="list-style-type: none"> • Approval of 2024 Executive Director bonus payouts • Approval of performance criteria for 2025 Executive Director bonus awards • Consideration of treatment of incentives for Snaitech employees • Approval of Directors' Remuneration Report • Discussion of proposed approach to granting RSP awards to below-Board participants
June	<ul style="list-style-type: none"> • Approval of grant of PTP and RSP awards
September	<ul style="list-style-type: none"> • Review of market remuneration benchmarking for all roles in the Committee's remit • Vesting of 2022 LTIP awards • Review of Committee's terms of reference
December	<ul style="list-style-type: none"> • Approval of incentive treatment of below-Board leavers • Initial discussion of 2026 annual bonus metrics • Initial view of draft Directors' Remuneration Report

External advisers

PwC served as the independent adviser to the Committee during 2025. PwC is a member of the Remuneration Consultants Group and, as such, voluntarily operates under the code of conduct in relation to executive remuneration consulting in the UK. Total fees for advice provided to the Committee were £142,050 on a time and materials basis.

Engagement with shareholders and shareholder voting

The Directors' Annual Report on Remuneration and the Directors' Remuneration Policy were each subject to a shareholder vote at the AGM and General Meeting held on 21 May 2025 and 19 December 2024, respectively, the results of which were as follows:

Payouts	For	Against	Withheld
Approval of Remuneration Report (21 May 2025)	153,089,109 (65.13%)	81,964,686 (34.87%)	11,428
Approval of Remuneration Policy (19 December 2024)	148,939,100 (59.04%)	103,317,987 (40.96%)	1,309,976

The Board understands that the underlying theme for certain shareholders opposing the above resolutions is the association with the Directors' Remuneration Policy and new incentive plans which were approved by shareholders at the December 2024 General Meeting. There has been extensive consultation with a broad spectrum of Playtech's shareholders and advisers on the topic of remuneration over recent years, including prior to the December 2024 General Meeting and subsequently, ahead of the May 2025 AGM. Samy Reeb is committed to continued engagement with shareholders on remuneration in his role as Chairman of the Remuneration Committee.

The Remuneration Committee remains confident that the remuneration arrangements that have been put in place this year will strengthen the "pay for performance" culture and better align the Executive Directors with the strategy of driving earnings growth, improving cash generation and delivering returns to Playtech shareholders. As a result, and given that overall support was obtained for the above resolutions, the Remuneration Committee is not currently considering making any changes to the Directors' Remuneration Policy. The Remuneration Committee will keep the Directors' Remuneration Policy under review and will continue to take the views of shareholders into account in this regard.

Engagement with the wider workforce

With respect to employee engagement, the Board and Chairman of the Remuneration Committee engage regularly with the Chief Operating Officer and the Global Director of People and Culture on strategic and operational issues affecting and of interest to the workforce, including remuneration, talent pipeline and diversity and inclusion. In addition, the Company has established a Speak Up hotline, which enables employees to raise concerns confidentially and independently of management. Any concerns raised are reported into the Head of Legal and Head of Compliance for discussion and consideration by the Audit and Risk Committee. The Board considers the current mechanisms appropriate for understanding and factoring in stakeholder concerns into plc-level decision-making. However, the Board will assess whether additional mechanisms can strengthen its understanding and engagement of stakeholder concerns in the future.

Wide-ranging discussions were held during 2025 around remuneration for the wider workforce, reviewing the approach to reward for below-Board participants including the structure and cascade of long-term incentives to ensure the most effective allocation of budget, both in respect of the ongoing annual awards and those in connection with the sale of the Snaitech business. Annual bonus metrics were also reviewed for this population to continue to improve the alignment of individual and Group operating and strategic performance.

By order of the Board

 **Samy Reeb**
Chairman of the Remuneration Committee

26 March 2026

▶ Directors' Report

The Directors present their report and the audited financial statements for the year ended 31 December 2025.

This report should be read alongside the other sections of the Annual Report including the Strategic Report (comprising the Responsible Business and Sustainability Report) and the Remuneration Report which are incorporated into this Directors' Report by reference.

In accordance with the Disclosure Guidance and Transparency Rules, information required to form part of the corporate governance statement is set out in the Governance Report on page 101 and is incorporated into this report by reference.

Regulatory disclosures

The following disclosures are provided in compliance with the UK Listing Rules (UKLR) and the Disclosure Guidance and Transparency Rules (DTRs). Information required by the DTRs to be included within the Directors' Report and which forms part of the corporate governance statement is presented within the Governance Report on page 134 and incorporated by reference.

The following additional information also forms part of this report:

- Financial instrument disclosures, as set out in the notes to the financial statements
- Related party transactions, as described in Note 34 to the financial statements

Statutory and regulatory information located elsewhere

Certain information required to be included in the Directors' Report has been presented in other sections of the Annual Report and Accounts and is incorporated by reference.

A table setting out where this information can be found is provided below.

Subject	Page reference
Likely future developments in the business	6-7, 16-27
Going concern statement	Listed in Note 2
Financial risk management	Included, via references to Note 6 and Note 36 of the financial statements for financial instruments and risk management, and policies.
Risk management and internal controls	116
Stakeholder engagement	42-45
Approach to investing in and rewarding our workforce	62-75
Greenhouse gas emissions, energy consumption and energy efficiency	46-55, 76-79
How the Board monitors culture	104
Diversity	27, 67-68 and 111
Subsidiaries and associated undertakings	232-233
Research and development	21
Section 172(f) statement	106
Key performance indicators (financial and non-financial)	26-27

Disclosure table pursuant to UKLR 6.6.1R

In accordance with UK Listing Rule 6.6.1R, the following table sets out the location of the information required to be disclosed under UK Listing Rule 6.6.1R, where applicable.

Disclosure	Page reference
Interest capitalised	None
Publication of unaudited financial information	None
Details of long-term incentive schemes	192
Details of where a Director has waived emoluments	None
Details of where a Director has agreed to waive future emoluments	None
Non pre-emptive issues of equity for cash (including in respect of major unlisted subsidiaries)	None
Parent participation in a placing by a listed subsidiary	N/A
Contracts of significance	None
Provision of services by a controlling shareholders	None
Shareholder waivers of dividends	None
Shareholder waivers of future dividends	None
A statement made by the Board that the Company continues to comply with the requirement in UKLR 6.2.3R (carry on business independently)	N/A

Annual Report and Accounts

The Directors are aware of their responsibilities in respect of the Annual Report and Accounts. The Directors consider that the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's performance, business model and strategy. The Statement of Directors' Responsibilities appears on page 138.

Principal activities and business review

The Group is the gambling industry's leading technology company, delivering business intelligence-driven gambling software, services, content and platform technology across the industry's most popular product verticals, including casino, live casino, sports betting, virtual sports, bingo and poker. It is the pioneer of omni-channel gambling technology through its integrated platform technology, Playtech ONE. Playtech ONE delivers data-driven marketing expertise, single wallet functionality, CRM and responsible gambling solutions across one single platform across product verticals and across retail and online.

Playtech partners with and invests in the leading brands in regulated and newly regulated markets to deliver its data-driven gambling technology across the online and retail value chain. Playtech provides its technology on a B2B basis to the industry's leading online and retail operators, land-based casino groups and government sponsored entities such as lotteries. For more information on the outcome of Board-decision making, refer to page 107 of the Corporate Governance Report.

Playtech plc is a public listed company, with a listing in the equity shares (commercial companies) category of the Main Market of the London Stock Exchange. It is incorporated in the Isle of Man under the Isle of Man Companies Act 2006 and domiciled in the UK.

As a company registered in the Isle of Man, it is subject to Isle of Man company law, with certain disclosures additionally provided to meet the requirements of the UK Listing Rules, the Disclosure Guidance and Transparency Rules, the Financial Conduct Authority's reporting expectations and the UK Corporate Governance Code 2024.

The information that fulfils the requirement for a management report as required by DTR 4.1.5R(2) applicable to the Group can be found in the Strategic Report on pages 1 to 97, which also includes an analysis of the development, performance and position of the Group's business. A statement of the key risks and uncertainties facing the business of the Group at the end of the year is found on pages 88 to 94 of this Annual Report and details of the policies and the use of financial instruments are set out in Note 6 and Note 36 of the financial statements.

Articles of association

The Company's articles of association include regulatory provisions common within the gambling industry. These allow the Company to restrict voting or distribution rights attached to ordinary shares, or to require the disposal of such shares, if a "Shareholder Regulatory Event" occurs.

A Shareholder Regulatory Event may arise if a shareholder does not adequately comply with information requests from a regulator or the Company, or if a regulator determines that the shareholder may be unsuitable to hold interests in the Company's ordinary shares. Where relevant ownership thresholds are exceeded, or where a regulator considers that a shareholder may exert significant financial influence and deems them unsuitable, the shareholder may be subject to restrictions or required to dispose of their shares. These provisions support the Company's ongoing regulatory compliance and the protection of its licences.

Amendment of the Company's articles of association

Any amendments to the Company's articles of association may be made in accordance with the provisions of the Isle of Man Companies Act 2006 by way of special resolution.

Voting rights

Subject to any special rights or restrictions as to voting attached to any shares by, or in accordance with, the articles of association, on a show of hands, every member who is present in person, or by proxy, and is entitled to vote, has one vote and, on a poll, every member who is present in person or by proxy and entitled to vote has one vote for every share of which they are the holder.

Restrictions on voting

No member shall, unless the Board otherwise determines, be entitled to vote at a general meeting or at any separate meeting of the holders of any class of shares, either in person or by proxy, in respect of any share held by him or to exercise any right as a member unless all calls or other sums presently payable by him in respect of that share have been paid to the Company. In addition, any member who, having been served with a notice by the Company requiring such member to disclose to the Board in writing, within such reasonable period as may be specified in such notice, details of any past or present beneficial interest of any third party in the shares or any other interest of any kind whatsoever which a third party may have in the shares, and the identity of the third party having or having had any such interest, fails to furnish such information, then the Board may serve a disenfranchisement notice.

The Company is not aware of any agreements or arrangements that impose specific restrictions on voting rights at the year end, other than those permitted under the articles of association (including non-payment of calls and failures to comply with statutory notice requirements regarding interests in shares).

The Company is not aware of any agreements between shareholders that may result in restrictions on the transfer of securities or on the exercise of voting rights.

The Company does not operate in any employee share scheme under which the rights attached to the shares are not directly exercisable by the participating employees.

Transfer

Subject to the articles of association, any member may transfer all, or any, of his or her certificated shares by an instrument of transfer in any usual form, or in any other form, which the Board may approve. The Board may, in its absolute discretion, decline to register any instrument of transfer of a certificated share that is not a fully paid share or on which the Company has a lien. The Board may also decline to register a transfer of a certificated share unless the instrument of transfer is: (i) delivered for registration to the registered agent, or at such other place as the Board may decide; and (ii) accompanied by the certificate for the shares to be transferred, except in the case of a transfer where a certificate has not been required to be issued by the certificate for the shares to which it relates and/or such other evidence as the Board may reasonably require to prove the title of the transferor and the due execution by him of the transfer, or if the transfer is executed by some other person on his behalf, the authority of that person to do so, provided that where any such shares are admitted to AIM, the Official List maintained by the UK Listing Authority or another recognised investment exchange such refusal is in circumstances permitted by the London Stock Exchange or another recognised investment exchange and does not prevent dealings in shares of the relevant class in the Company from taking place on an open and proper basis.

Directors and Directors' indemnity

The Directors of the Company who held office during 2025 and to date are:

Director	Appointed	Resigned
John Gleasure	15.04.2025	—
Brian Mattingley	01.06.2021	21.05.2025
Mor Weizer	02.05.2007	—
Ian Penrose	01.09.2018	—
Anna Massion	02.04.2019	28.02.2025
Linda Marston-Weston	01.10.2021	—
Chris McGinnis	28.11.2022	—
Samy Reeb	04.01.2023	—
Doreen Tan	09.07.2024	—

No Director had a material interest in any significant contract, other than a service contract or contract for services, with the Company, or any of its operating companies, at any time during the year.

The Company also purchased and maintained throughout 2025 Directors' and Officers' liability insurance in respect of itself and its Directors.

The Company has granted qualifying third-party indemnities to its Directors in accordance with the Isle of Man Companies Act 2006 and the Company's Articles of Association.

These qualifying third-party indemnity provisions were in force during the period and remain in force at the date of approval of this report.

The Company did not have any qualifying pension scheme indemnity provisions in place during the period.

Powers of Directors

Subject to the provisions of the Isle of Man Companies Act 2006, the memorandum and the articles of association of the Company and to any directions given by special resolution, the business of the Company shall be managed by the Board, which may exercise all the powers of the Company.

Appointment of Directors

Unless and until otherwise determined by the Company by ordinary resolution, the number of Directors (other than any alternate Directors) shall not be less than two and there shall be no maximum number of Directors.

Subject to the articles of association, the Company may, by ordinary resolution, appoint a person who consents to act as a Director, either to fill a vacancy, or as an addition to the existing Board, and may also determine the rotation in which any Directors are to retire. Without prejudice to the power of the Company to appoint any person to be a Director pursuant to the articles of association, the Board shall have power at any time to appoint any person who is willing to act as a Director, either to fill a vacancy or as an addition to the existing Board, but the total number of Directors shall not exceed any maximum number fixed in accordance with the articles of association. Any Director so appointed shall hold office only until the next Annual General Meeting of the Company following such appointment and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors who are to retire by rotation at that meeting.

Retirement of Directors

Under the articles of association, at each Annual General Meeting, one-third of the Directors (excluding any Director who has been appointed by the Board since the previous Annual General Meeting) or, if their number is not an integral multiple of three, the number nearest to one-third but not exceeding one-third shall retire from office (but so that if there are fewer than three Directors who are subject to retirement by rotation under this article one shall retire). However, in accordance with the provisions of the UK Corporate Governance Code 2024, all the Directors will retire at the forthcoming AGM and offer themselves for re-election.

Removal of Directors

The Company may, by ordinary resolution passed at a meeting called for such purpose, or by written resolution consented to by members holding at least 75% of the voting rights, remove any Director before the end of their term of office notwithstanding anything in the articles of association or in any agreement between the Company and such Director and, without prejudice to any claim for damages, which the Director may have for breach of any contract of service with the Company, may (subject to the articles) by ordinary resolution, appoint another person who is willing to act as a Director in their place. A Director may also be removed from office by serving on them of a notice to that effect signed by all the other Directors.

Appointment and removal of Directors

Unless and until otherwise determined by the Company by ordinary resolution, the number of Directors (other than any alternate Directors) shall not be less than two and there shall be no maximum number of Directors.

Capital structure

As at 26 March 2026, the Company had 309,294,243 issued shares of no-par value. The Company has one class of ordinary share and each share carries the right to one vote at general meetings of the Company and to participate in any dividends declared in accordance with the articles of association. No person has any special rights of control over the Company's share capital. The resolutions required to give the Directors of the Company the power under the Company's articles of association to allot new shares either pre-emptively or non-pre-emptively for cash were not passed at the Company's Annual General Meeting held in May 2025. Consideration is being given as to whether such resolutions will be put forward to shareholders at this year's Annual General Meeting.

During the year, the Company made acquisitions of its own shares, details of these share buybacks are outlined above.

Significant shareholdings

During the year, the Company received the following notification in accordance with Rule 5 of the DTRs, based on 309,294,243 ordinary shares in issue.

Shareholder	%	No. of ordinary shares
Suntera Private Wealth (Jersey) Limited	8.06	24,920,620

Between 1 January 2026 and 6 March 2026, the Company received the following notification:

Shareholder	%	No. of ordinary shares
Helikon Investments Limited	4.99	15,450,976

As at 24 March 2025, the Company disclosed the following list of significant shareholders, each holding more than 3% of the Company's issued share capital, based on 309,294,243 ordinary shares in issue.

The Company received a notification on 6 March 2026 as follows:

Shareholder	%	No. of ordinary shares
Interactive Brokers (EO)	7.82	24,349,859
Albula Investment Fund	5.37	16,594,432
Helikon Long Short Equity Fund Master ICAV	4.99	15,450,976
Vanguard Group	4.96	15,366,289
TT Bond Partners	4.93	15,237,921
Future Capital Group	4.85	15,000,000
Blackrock	4.67	14,436,383
Mr Paul Suen Cho Hung	4.56	14,115,010
UBS Stocklending Collateral	3.82	11,814,975
Dimensional Fund Advisors	3.52	10,914,040
Newtyn Partners	3.26	10,083,656

The resolutions required to give the Directors of the Company the power under the Company's articles of association to allot new shares either preemptively or non-pre-emptively for cash were not passed at the Company's Annual General Meeting held in May 2025. Consideration is being given as to whether such resolutions will be put forward to shareholders at this year's Annual General Meeting.

During the year, the Company made acquisitions of its own shares, details of these share buybacks are outlined above.

Significant agreements

There are no agreements or arrangements to which the Company is a party that are affected by a change in control of the Company following a takeover bid, and which are considered individually significant in terms of their impact on the business of the Group as a whole. There are no agreements between the Company and its Directors or employees that provide for compensation for loss of office or employment in the event of a takeover bid.

The rules of certain of the Company's incentive plans include provisions that apply in the event of a takeover or reconstruction.

Related party transactions

Details of all related party transactions are set out in Note 34 to the financial statements. Internal controls are in place to ensure that any related party transactions involving Directors, or their connected persons, are carried out on an arm's length basis and are disclosed in the financial statements.

Political and charitable donations

During the year ended 31 December 2025, the Group not only made charitable donations of €1.4 million (2024: €3.0 million), primarily to charities that fund research into, and for the treatment of, problem gambling, but also to a variety of charities operating in countries in which the Company's subsidiaries are based.

The Group made no political donations during this period (2024: Nil).

Sustainability and employees

Information with respect to the Group's impact on the environment and other matters concerning sustainability can be found on pages 76 to 79.

Employee engagement continues to be a top priority across the Group and, in accordance with principle D of the Code, we are looking at ways to increase engagement with our workforce and a further update will be included in next year's Annual Report. Various initiatives involving our employees are set out in the Strategic Report on pages 47 to 49 and in the statement dealing with our relationship with stakeholders on pages 42 to 45.

Applications for employment by disabled persons are always fully and fairly considered, bearing in mind the aptitude and ability of the applicant concerned, and the Group does not discriminate against employees (including in relation to applications, training, career development and promotion) on the grounds of any disability. The Group places considerable value on the involvement of its employees and has continued to keep them informed of matters affecting them as employees and on the performance of the Group and has run information days for employees in different locations across the Group during the year. Details of our engagement with stakeholders are set out on pages 42 to 45. Some employees are stakeholders in the Company through participation in share option plans. Information provided by the Company pursuant to the Disclosure Guidance and Transparency Rules is publicly available via the regulatory information services and the Company's website, www.playtech.com.

Branches

Playtech plc has established a branch in England and Wales.

The Company operates internationally through a number of branches and subsidiaries, details of which are included in Note 5 and Note 12 to the financial statements.

Disclosure of information to the auditor

Each of the persons who is a Director at the date of approval of this Annual Report confirms that:

- so far as the Director is aware, there is no relevant audit information of which the auditors are unaware; and
- the Director has taken all the steps that he/she ought to have taken as a Director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Results and dividend

The results of the Group for the year ended 31 December 2025 are set out on pages 245 to 257. Following the completion of the Snaitech sale the Group paid a special dividend to shareholders totalling €1,766.2 million. The Company is not recommending the payment of any further dividend for the year ended 31 December 2025. The Board intends to keep its capital allocation framework under regular review and will assess the appropriateness of commencing a regular dividend programme and/or an ad hoc dividend and/or a further share repurchase programme as the Group's cash position and strategic priorities evolve.

Going concern, viability, responsibilities and disclosure

The current activities of the Group and those factors likely to affect its future development, together with a description of its financial position, are described in the Strategic Report. Critical accounting estimates affecting the carrying values of assets and liabilities of the Group are discussed in Note 7 to the financial statements.

The principal and emerging risks are set out in detail in the Strategic Report on pages 88 to 94 together with a description of the ongoing mitigating actions being taken across the Group. The Board carries out a robust assessment of these risks on an annual basis, with regular updates being presented at Board and Board Committee meetings. These meetings receive updates from Finance, Legal, Tax, Operations, Internal Audit, Regulatory and Compliance, Data Protection, Human Resources, IT Security and Group Secretariat. The Group maintains a risk register, which is monitored and reviewed on a continuous basis.

During 2025, the Board carried out an assessment of these principal risks facing the Group, including those factors that would threaten its future performance, solvency or liquidity. This ongoing assessment forms part of the Group's strategic plan.

After making appropriate enquiries and having regard to the Group's cash balances and normal business planning and control procedures, to include a detailed analysis of various scenarios, the Directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence and meet their liabilities for a period

of at least 15 months from the date of approval of the financial statements. In respect of the viability assessment, the Directors reviewed a three-year forecast considering the viability status for the period to December 2028 in accordance with the Group's three-year plan, which is considered to be an appropriate period over which the Group can predict its revenue, cost base and cash flows with a higher degree of certainty, as opposed to more arbitrary forms of forecasts based solely on percentage increases. Notwithstanding projected profitability over the forecast period, the Directors have no reason to believe that the Group's viability will be threatened over a period longer than that covered by the positive confirmation of long-term viability as per the Viability Statement on pages 95 to 97. Given the above, the Directors continue to adopt the going concern basis in preparing the accounts.

Share Buyback

On 25 September 2025, the Group announced that it would commence a programme to purchase the Company's ordinary shares for a maximum consideration of approximately £43.7 million (€50.0 million). As part of the share buyback programme, the Company purchased 15,329,836 shares, which were transferred to the Employee Benefit Trust, for a total consideration of €49.9 million. In addition, the Company acquired 9,937,923 shares from an individual shareholder for a total consideration of €26.6 million, which were also transferred to the Employee Benefit Trust.

Disclaimer

These financial statements, including this report, have been prepared for the Company's members as a whole and in accordance with the purpose of an annual report. They are not intended for use by any other party, and neither the Company nor its Directors, employees, agents or advisers accepts responsibility or liability to anyone other than the members in that capacity.

These financial statements may contain forward-looking statements relating to the operations, performance and financial condition of the Group. Such statements involve inherent uncertainties, as future events and circumstances may cause actual results or developments to differ materially from those anticipated. The forward-looking statements reflect knowledge and information available at the date of preparation of these financial statements, and the Company undertakes no obligation to update them. Nothing in this document should be construed as a profit forecast.

This Directors' Report was approved by the Board of Directors on 26 March 2026 and signed on its behalf by:

 **Chris McGinnis**
Chief Financial Officer

26 March 2026

▶ Statement of Directors' Responsibilities

The Directors have elected to prepare the consolidated financial statements for the Group in accordance with UK-adopted International Accounting Standards and have elected to prepare the Company financial statements in accordance with FRS 101 Reduced Disclosure Framework.

The Directors are responsible under applicable law and regulation for keeping proper accounting records, which disclose with reasonable accuracy at any time the financial position of the Group, for safeguarding the assets and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In preparing each of the Group and Parent Company financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- for the Group financial statements, state whether they have been prepared in accordance with International Accounting Standards as adopted by the UK subject to any material departures disclosed and explained in the financial statements;
- for the Parent Company financial statements state whether they have been prepared in accordance with UK accounting standards (FRS 101), subject to any material departures disclosed and explained in the Parent Company financial statements;
- assess the Group and Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern;
- use the going concern basis of accounting unless they either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so; and
- prepare financial statements that give a true and fair view of the state of affairs of the Group and the Parent Company and of the profit or loss of the Group and the Parent Company for that period.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the Parent Company and enable them to ensure that its financial statements comply with the Isle of Man Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities. The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the Isle of Man governing

the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's transactions and disclose with reasonable accuracy at any time the financial position of the Group. They are also responsible for safeguarding the assets of the Group and, hence, for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In addition, the Directors at the date of this report consider that the financial statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Group's performance, business model and strategy.

Website publication

Financial statements are published on the Company's website. The maintenance and integrity of the Company's website is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

Directors' responsibilities pursuant to DTR4

Each of the Directors, whose names and functions are listed within the Governance section on pages 108 to 133, confirm that, to the best of their knowledge:

- the Group financial statements, which have been prepared in accordance with International Accounting Standards adopted by the UK, give a true and fair view of the assets, liabilities, financial position and profit of the Group; and
- the Annual Report includes a fair review of the development and performance of the business and the financial position of the Group and the Company, together with a description of the principal risks and uncertainties that they face.

Annual General Meeting

The Annual General Meeting (AGM) offers shareholders, particularly private investors, a key opportunity to engage directly with the Board, hear first hand about the Company's performance and strategic priorities, and raise questions with the Directors. The results of all proxy voting are announced during the meeting, made available for inspection, recorded in the meeting minutes, and subsequently published to the market and on the Group's website.

The 2026 AGM is scheduled to be held on 20 May 2026. The Notice of Meeting, together with explanatory notes on the items of non-routine business, is provided within the circular accompanying this Annual Report.

Auditor

The Directors confirm that, so far as each Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and that each Director has taken all steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to ensure that the auditor is aware of that information.

A resolution to reappoint BDO LLP as the Company's auditor will be submitted to the shareholders at this year's AGM.

Approved by the Board and signed on behalf of the Board.

▶ **Chris McGinnis**
Chief Financial Officer

26 March 2026