Governance Report

Governance Report

Remuneration Report

Chairman's introduction to governance

Progress driven by responsibility and sustainability

"One of my highest priorities when joining Playtech was to address the balance and diversity of the Board."

Brian Mattingley
Chairman

Dear Shareholder

In my capacity as Chairman of the Board, I am pleased to present the Corporate Governance Report for 2022.

This year, Playtech and our industries have encountered many challenges. From the war in Ukraine, rising cost of living, economic downturn, continued impacts of climate change, political polarisation and lasting impacts of the pandemic on employee working life and wellbeing, coupled with increased regulatory and disclosure requirements, have all had a profound effect on how business responds and manages societal and environmental impacts and opportunities.

The Board continues to evolve to ensure that we have the necessary skills and strategic leadership in order to continue to successfully guide the Company. I would like to pass on my gratitude for the hard work, resilience, enthusiasm and dedication which the Directors, senior management and all employees demonstrated throughout 2022.

After five years as Chief Financial Officer (CFO), Andrew Smith stepped down from the Board in November 2022. Andrew contributed significantly to Playtech's strategy and helped guide the business through a period of substantial transformation. Chis McGinnis was appointed as CFO and as a Board member in November 2022, having been previously Deputy CFO and Director of Investor Relations. Since the start of 2023, we have also welcomed Samy Reeb to the Board as a Non-executive Director and we are already reaping the benefits of his broad skillset and extensive experience with global businesses.

One of my highest priorities when joining Playtech was to address the balance and diversity of the Board. In 2022, we took a number of steps to review and strengthen our approach to diversity and inclusion. The Sustainability and Public Policy Committee reviewed and challenged our overall strategy and performance whilst continuing to engage with our external shareholder advisory panel on how best to strengthen our overall approach to accelerate equality and equity in the workplace. In addition, the Board approved a new Board Diversity Policy, which codifies our commitment to make diversity a key factor as we review the recruitment and succession at the Board. While we have made significant progress, to include engaging recruitment consultants, towards improving the Board's gender diversity, there is still more work to be done and we are actively taking steps towards meeting our ambition of having a more diverse Board.

Central to Playtech's progress and growth has been a track record of open and constructive dialogue with its shareholders and 2022 has seen the Board continue high levels of engagement to ensure important progress on corporate governance. We will continue to engage with our shareholders to ensure that the Company's interests are aligned to the interests of all shareholders in the next period of our evolution.

The Board recognises the need to strike a careful balance to ensure that shareholders and other stakeholders are appropriately protected by robust processes and procedures, while providing an environment that fosters an entrepreneurial spirit, thereby allowing our senior management team and employees to continue to deliver the strategic and operational progress that we have achieved in recent years. This balance enables us to clearly focus on the key risks facing the Group but requires us to be flexible enough to accommodate changes resulting from developments in our strategy or changes in the regulatory environment.

Playtech has grown rapidly since its inception and is now a company with c.7,000 employees in 20 countries. To meet the changing demands of the Company, the Board has also evolved significantly in that time and has played an important role in guiding the Company through its rapid change.

The Board has confidence in the future of the Group and sees significant growth opportunities ahead. The operational progress reported in 2022 in new and existing regulated markets, including the US, is evidence of Playtech's leadership in regulation and compliance in the gambling industry, as well as our commercial capabilities. The Board plays an essential role in upholding the highest levels of regulation, compliance and responsibility and we continue to work closely with regulators in various markets to ensure our compliance with local laws and regulations. The Board continues to strive to ensure that the Group's governance structure protects the sustainability of its businesses and the communities in which it operates, while maximising shareholder value and treating all shareholders fairly.

The Board also sets the tone for the Company. The way in which it conducts itself, its attitude towards sustainability, problem gambling and diversity and inclusion, its definitions of success and its assessment of appropriate risk all define the atmosphere within which the executive team works.

We have set out in the following sections how we seek to manage the principal risks and uncertainties facing the business together with further details on our governance framework, thereby explaining how our corporate governance practices support our strategy.

The AGM is an important opportunity for the Board to meet with shareholders, particularly those who may not otherwise have the chance to engage with the Board and senior management. Our AGM is scheduled to be held on 24 May 2023. Further details of the meeting are included in the Notice of Annual General Meeting.

Brian Mattingley
Chairman
23 March 2023

Board of Directors

Brian Mattingley
Non-executive Chairman

Appointment to the Board
Brian was appointed to the Board in June 2021.

Career
Brian joined 888 Holdings in 2005 as a Non-executive Director, before being appointed CEO in March 2012, and was Non-executive Chairman from March 2016 until he stepped down in 2021. Prior to 888, Brian was CEO of Gala Regional Developments, and held senior roles with Gala Group, Ritz Bingo, Kingfisher plc and Dee Corporation plc.

Skills, competences and experience
Brian brings considerable plc board experience to the role, as well as his extensive experience in the gambling and leisure industries.

Board Committees
N

Mor Weizer
Chief Executive Officer

Appointment to the Board
Mor was appointed as Playtech's Chief Executive Officer in May 2007.

Career
Prior to being appointed CEO, Mor was the Chief Executive Officer of one of the Group's subsidiaries, Techplay Marketing Ltd., which required him to oversee the Group's licensee relationship management, product management for new licensees and the Group's marketing activities. Before joining Playtech, Mor worked for Oracle for over four years, initially as a development consultant and then as a product manager, which involved creating sales and consulting channels on behalf of Oracle Israel and Oracle Europe, the Middle East and Africa. Earlier in his career, he worked in a variety of roles, including as an auditor and financial consultant for PricewaterhouseCoopers and a system analyst for Tadiran Electronic Systems Limited, an Israeli company that designs electronic warfare systems.

Skills, competences and experience
Mor is a qualified accountant and brings a strong set of financial skills together with considerable international sales and management experience in a hi-tech environment and extensive knowledge of the online gambling industry.

Chris McGinnis
Chief Financial Officer

Appointment to the Board
Chris was appointed as Playtech's Chief Financial Officer and an Executive Director of the Company on 28 November 2022, having joined the Group in 2017.

Career
Chris started his career at Deloitte in Canada where he qualified as a Chartered Professional Accountant (CPA). Chris then worked in Equity Research for UBS in Canada and Bank of America Merrill Lynch in the UK. Prior to being appointed CFO in 2022, Chris was Director of Investor Relations. Prior to joining Playtech, Chris was Head of Corporate Strategy at software company Temenos. Chris is also a Chartered Financial Analyst (CFA) charterholder.

Skills, competences and experience
Chris is a strategic finance executive with over twenty years' experience across finance, accounting, investor relations, corporate strategy, M&A and equity research board committees.

Ian Penrose
Senior Independent Non-executive Director

Appointment to the Board
Ian was appointed to the Board in September 2018.

Career
Ian is currently Non-executive Director of ASX listed data encryption, privacy and evaluation business IXUP Limited, a Non-executive Director of the Chicago based streaming technology business, Phenix Real Time Solutions Inc., and a Non-executive Director of Weatherbys Limited, providing technology solutions and administrative functions to the global horseracing industry (together with its technology partnership with the British Horseracing Authority, Racing Digital Ltd). Prior to his appointment, Ian was CEO of Sportech plc from 2005 to 2017 and served as CEO of Arena Leisure plc from 2001 to 2005. Last year, Ian retired as Chairman of the National Football Museum, having been a trustee for over a decade.

Skills, competences and experience
Ian brings 25 years of leadership experience in the global gaming, technology and sporting sectors. In particular, he has significant knowledge of the US, Canadian, Australian and European markets, having led strategic initiatives in the regions during this time. Ian has been licensed by regulators in several countries and is also a Chartered Accountant.

Board Committees
R A E Ri

A Audit Committee
E ESG Committee
N Nominations Committee
R Remuneration Committee
Ri Risk Committee
Committee Chair

Anna Massion
Non-executive Director

Appointment to the Board

Anna was appointed to the Board in April 2019.

Career

Anna worked in investment banking and asset management for over 15 years and is widely respected as a global gambling industry expert. During her time at PAR Capital Management, Anna was responsible for idea generation and portfolio maintenance. Prior to joining PAR, Anna held positions at leading financial institutions including JP Morgan, Marathon Asset Management and Hedgeye Risk Management. Anna is currently a Non-executive Director of AGS LLC, BetMakers Technology Group Ltd, Artemis Strategic Investment Corporation and Gaming Realms plc.

Skills, competences and experience

With Anna's sector knowledge and business network, she brings a strong fiscal and analytical skillset to the Board.

Board Committees

Ri N R

John Krumins
Non-executive Director

Appointment to the Board

John was appointed to the Board in April 2019.

Career

John's significant non-executive experience includes his current role, and previously at Hogg Robinson Group plc and across a series of private companies in the IT, technology, med-tech and related service sectors. In addition, John is active across education and currently a Trustee at Big Education Trust. Prior to this, John spent over 20 years in investment banking as a Managing Director at Morgan Stanley and subsequently at both Deutsche Bank and Societe Generale.

Skills, competences and experience

John holds an MBA from the Harvard Business School and combines many years' experience in corporate finance, technology and complex project management together with prior plc board experience and noteworthy regulatory experience from his previous role as a panel member of the UK's Competition and Markets Authority from 2013 to 2018.

Board Committees

A E N Ri

Linda Marston-Weston
Non-executive Director

Appointment to the Board

Linda was appointed to the Board in October 2021.

Career

Formerly a senior tax partner at EY, Linda was a member of the EY Midlands Board and Head of Tax EY Midlands. Linda is passionate about Diversity & Inclusion and spent five years as EY's Midlands People partner, leading the agenda across people matters. She established a cross business female mentoring network for the Midlands region and set up and continues to lead a female entrepreneur's network. Linda is currently a Transaction Tax partner and Head of Tax for the Midlands at Cooper Parry.

Skills, competences and experience

Linda is a Fellow of the Institute of Chartered Accountants and brings more than 30 years' experience of working with UK and Global businesses and across corporate finance, strategy, tax, culture and leadership.

Board Committees

E A R

Samy Reeb
Non-executive Director

Appointment to the Board

Samy was appointed to the Board in January 2023.

Career

Samy brings extensive experience of working with global businesses largely across wealth and tax advisory. He began his career in tax advisory at Ernst & Young and tax management at Credit Suisse, before focusing on wealth advisory as an Executive Director at Julius Baer, and subsequently joining 1291 Group as Managing Partner. Over the years, Samy developed a leading franchise advising on the financial affairs of many Asia-based ultra-high net worth clients.

Skills, competences and experience

Samy's broad skillset and extensive knowledge of Asia provides additional depth and experience to the Board.

NOTE

Andrew Smith stepped down from his role as Chief Financial Officer and as an Executive Director on 28 November 2022.

Directors' governance report

Introduction

Responsibility for corporate governance lies with the Board, which is committed to maintaining high standards of corporate governance. The report which follows explains our most important governance processes and how they support the Group's business. In particular, we have applied the principles of good governance advocated by the UK Corporate Governance Code 2018 (the "Code") as published on 16 July 2018. The Code applied to Playtech throughout the financial year ended 31 December 2022. A copy of the Code is available at www.frc.org.uk. The Code places an emphasis on directors and the companies they lead needing to build and maintain successful relationships with a wide range of stakeholders. It also notes the importance of a company establishing a culture that promotes integrity and openness, values diversity and is responsive to the views of shareholders and wider stakeholders.

UK Corporate Governance Code

The Code is applicable to all companies with a premium listing, whether incorporated in the UK or elsewhere. The Code applies to all accounting periods beginning on or after 1 January 2019.

Section 1: Board leadership and company purpose
A successful company is led by an effective and entrepreneurial board, whose role is to promote the long-term sustainable success of the company, generating value for shareholders and contributing to wider society. See pages 96 and 97.

The Board should establish the Company's purpose, values and strategy, and satisfy itself that these and its culture are aligned. All Directors must act with integrity and promote the desired culture. Please refer to our Strategic Report as set out on pages 2 to 92.

The Board should ensure that the necessary resources are in place for the Company to meet its objectives and measure performance against them. The Board should establish a framework of prudent and effective controls, which enable risk to be assessed and managed. Details of our principal risks are set out in our Strategic Report on pages 85 to 90.

In order for the Company to meet its responsibilities to shareholders and stakeholders, the Board should ensure effective engagement with, and encourage participation from, these parties. Please refer to details of our relationships with stakeholders on pages 43 to 45.

The Board should ensure that workforce policies and practices are consistent with the Company's values and support its long-term sustainable success. The workforce should be able to raise any matters of concern. Our Strategic Report on pages 2 to 92 gives detail of our values and how we integrate these into our corporate culture which, in turn, leads to engagement with the wider workforce.

Section 2: Division of responsibilities
The Chair leads the Board and is responsible for its overall effectiveness in directing the Company. The Directors should demonstrate objective judgement throughout their tenure and promote a culture of openness and debate. In addition, the Chair facilitates constructive Board relations and the effective contribution of all Non-executive Directors, and ensures that Directors receive accurate, timely and clear information. See pages 99 to 105.

The Board should include an appropriate combination of Executive and Non-executive (and, in particular, Independent Non-executive) Directors, such that no one individual or small group of individuals dominates the Board's decision making. There should be a clear division of responsibilities between the leadership of the Board and the executive leadership of the Company's business. See pages 99 to 105.

Non-executive Directors should have sufficient time to meet their Board responsibilities. They should provide constructive challenge and strategic guidance, offer specialist advice and hold management to account. See pages 99 to 105.

The Board, supported by the secretary, should ensure that it has the policies, processes, information, time and resources it needs in order to function effectively and efficiently. See pages 99 to 105.

Section 3: Composition, succession and evaluation
Appointments to the Board should be subject to a formal rigorous and transparent procedure, and an effective succession plan should be maintained for the Board and senior management. Both appointments and succession plans should be based on merit and objective criteria and, within this context, should promote diversity of gender, social and ethnic backgrounds, and cognitive and personal strengths. See pages 99 to 105.

The Board and its committees should have a combination of skills, experience and knowledge. Consideration should be given to the length of service of the Board as a whole and membership regularly refreshed. See pages 99 to 105.

Annual evaluation of the Board should consider its composition and diversity and how effectively members work together to achieve objectives. Individual evaluation should demonstrate whether each Director continues to contribute effectively. See page 104.

Section 4: Audit, risk and internal control
The Board should establish formal and transparent policies and procedures to ensure the independence and effectiveness of internal and external audit functions and satisfy itself as to the integrity of financial and narrative statements. See pages 99 to 105.

The Board should present a fair, balanced and understandable assessment of the Company's position and prospects. Our Strategic Report is on pages 2 to 92.

The Board should establish procedures to manage risk, oversee the internal control framework, and determine the nature and extent of the principal risks the Company is willing to take in order to achieve its long-term strategic objectives. Details of our principal risks are set out on pages 85 to 90. In addition, our Risk & Compliance Committee Report is set out on page 102.

Section 5: Remuneration
Remuneration policies and practices should be designed to support strategy and promote long-term sustainable success. Executive remuneration should be aligned to Company purpose and values and be clearly linked to the successful delivery of the Company's long-term strategy.

A formal and transparent procedure for developing policy on executive remuneration and determining Director and senior management remuneration should be established. No Director should be involved in deciding their own remuneration outcome.

Directors should exercise independent judgement and discretion when authorising remuneration outcomes, taking account of Company and individual performance, and wider circumstances.

Details of our Remuneration Policy and how it is applied are set out in the Governance section on pages 111 to 128.

Compliance statement

We continued to make improvements during the year both to our Board structure and our governance procedures in accordance with the provisions of the Code. In accordance with provision 38 of the Code, and in keeping with our Remuneration Policy as approved by shareholders at our Annual General Meeting held in May 2021, we reached a position in January 2023 whereby pension contributions to our Executive Directors are aligned with pension contribution to our wider workforce. I am pleased to be able to report that it is the view of the Board that the Company is now fully compliant with the principles of the Code.

Following the results on our AGM held in June 2022, the Board noted in its announcement dated 30 June 2022 that certain resolutions were passed with the necessary majority but received less than 80% of votes in favour. These resolutions were in respect of the Remuneration Report and disapplication of pre-emption rights. We explained at that time that we aspire to high levels of shareholder and stakeholder engagement and would consult with those shareholders who voted against these resolutions to understand their specific concerns. Since the AGM, we have held regular discussions with our shareholders to hear their views and better understand their concerns. Our Sustainability and Public Policy Committee continues to steer Playtech towards stronger governance around sustainability. A statement setting out our response to the voting figures from last year's AGM was uploaded to the Investment Association portal.

In accordance with the principles of the Code, we are focused on engaging with our workforce. Full details of how we engage with our employees are set out in our Strategic Report, Stakeholder Engagement on pages 43 to 45. In addition, our Chief Operating Officer and our Head of Human Resources engage with the Board on strategic and operational issues affecting and of interest to our workforce. These issues include remuneration, talent pipeline, wellbeing and diversity and inclusion. The Chief Operating Officer is a standing attendee at Board meetings. We believe that these methods of engagement with our workforce are extensive and very effective and meet the requirements of the Code. During the year, the Board continued with a review of our current arrangements with a view to enhancing its engagement with the workforce including arrangements to appoint a Non-executive Director for workforce engagement at Board level.

We announced on 21 February 2022 that the Board was notified by our Chief Executive Officer, Mor Weizer, that he wished to explore participating in the investor group formed and advised by TTB Partners Limited (TTB) in considering a possible offer for the Company. The Board formed an Independent Committee consisting of the Playtech Directors excluding Mor Weizer to consider all matters relating to any possible offer from TTB and any other M&A proposals received by the Company. The Independent Committee was especially mindful of its obligations to Playtech stakeholders and the requirements of the Code. On 14 July 2022, TTB advised that it did not intend to make an offer for the Company due to challenging underlying market conditions.

Ian Penrose was appointed as Chair of the Remuneration Committee on 1 November 2018, having been appointed as a member of the Committee on 1 September 2018. Notwithstanding that he had not been a member of the Committee for at least 12 months prior to his appointment as Chair, his extensive experience in the plc environment made him the most appropriate person for the role. Ian has now served as Chair for over 4 years.

The Company's auditor, BDO LLP, is required to review whether the above statement reflects the Company's compliance with the Code by the Listing Rules of the Financial Conduct Authority and to report if it does not reflect such compliance. No such negative report has been made.

The Board is accountable to the Company's shareholders for good governance and the statements set out in this report describe how the Group applies the principles identified in the Code.

The Board

Composition

As at 31 December 2022, the Board comprised the Non-executive Chairman, the Chief Executive Officer, the Chief Financial Officer, and four independent Non-executive Directors. The list of Directors holding office during the year to 31 December 2022 and their responsibilities are set out on pages 96 and 97.

With the exception of Andrew Smith, who stepped down in November 2022 and Chris McGinnis, who was appointed in November 2022 the Directors served throughout the financial year.

Samy Reeb was appointed as a Non-executive Director in January 2023.

The Non-executive Directors are all considered by the Board to be independent of management and free of any relationship which could materially interfere with the exercise of their independent judgement, as explained above.

The Company Secretary acts as secretary to the Board and its Committees and his appointment and removal is a matter for the Board as a whole. The Company Secretary is a member of the Group's management team and all the Directors have access to his advice and services.

Director's name	Title
Brian Mattingley	Non-executive Chairman
Mor Weizer	Executive Director, Chief Executive Officer
Chris McGinnis	Executive Director, Chief Financial Officer (Appointed 28 November 2022)
Ian Penrose	Non-executive Director – Senior Independent Director
Anna Massion	Non-executive Director
John Krumins	Non-executive Director
Linda Marston-Weston	Non-executive Director
Samy Reeb	Non-executive Director (from 4 January 2023)
Andrew Smith	Executive Director, Chief Financial Officer (from 1 January 2022 to 28 November 2022)

Board operation

The roles of the Chairman (Brian Mattingley) and the Chief Executive Officer (Mor Weizer) are separated and clearly defined and their respective responsibilities are summarised below.

Chairman

- Overall effectiveness of the running of the Board
- Ensuring the Board is an integral part in the development and determination of the Group's strategic objectives
- Keeping the other Directors informed of shareholders' attitudes towards the Company
- Safeguarding the good reputation of the Company and representing it both externally and internally
- Acting as the guardian of the Board's decision-making processes
- Promoting the highest standards of integrity, probity and corporate governance throughout the Company and particularly at Board level

Directors' governance report continued

Matters considered by the Board in 2022

Month	Material matters considered
January	• Review of Holland Casino and Caliente • Review of LATAM business • Aristocrat Offer • Ukraine
February	• Finalto Sale • Aristocrat Offer • Review of LATAM business • Review of Tax Strategy • Ukraine
March	• Report from the Audit Committee • Financial statements for 31 December 2021 • Preliminary announcement • TTB Offer • Ukraine
April	• TTB Offer • Trading Update • Finalto Sale • Ukraine
May	• Bond Renewal • Ukraine • Review of LATAM Business • Finalto Sale
June	• Prepare for AGM • Review of Five-year Plan • Review of Long Term Incentive Plan • Review of RCF
August	• Review of LATAM Business • Update on Interim Review • Update on Bond Renewal • Review of Asian Business • Investor Relations Update
September	• Report from the Audit Committee • Interim Results & Presentation • Update from Management Meeting
October	• M&A Update • Investor Relations Update • RCF Update
November	• Review of Snaitech Business • Budget 2023 • New Projects
December	• Budget 2023

The Board continued

Board operation continued

Chief Executive Officer

- Executive leadership of the Company's business on a day-to-day basis
- Developing the overall commercial objectives of the Group and proposing and developing the strategy of the Group in conjunction with the Board as a whole
- Responsibility, together with his senior management team, for the execution of the Group's strategy and implementation of Board decisions
- Recommendations on senior appointments and development of the management team
- Ensuring that the affairs of the Group are conducted with the highest standards of integrity, probity and corporate governance

How the Board functions

In accordance with the Code, the Board is collectively responsible for the long-term success of the Company. The Board provides entrepreneurial leadership for the Company within a framework of prudent and effective controls that enable risk to be assessed and managed.

The Board sets the Company's strategic aims and ensures that the necessary resources are in place for the Company to meet its objectives and reviews management performance.

The Board meets regularly and frequently, with 13 meetings scheduled and held in 2022, of which two were held remotely. In addition, the Board held several informal calls throughout the year.

During the year, the Chairman met the other Non-executive Directors both in person and remotely, in the absence of the Executive Directors, to re-confirm and take account of their views. All Non-executive Directors have sufficient time to fulfil their commitments to the Company.

In addition to receiving reports from the Board's Committees, reviewing the financial and operational performance of the Group and receiving regular reports on M&A, legal, regulatory and investor relations matters at the Board meetings, the other key matters considered by the Board during 2022 are set out in the table to the left.

Directors are provided with comprehensive background information for each meeting and all Directors were available to participate fully and on an informed basis in Board decisions. In addition, certain members of the senior management team including the Chief Operating Officer, the General Counsel, the Head of Regulatory and Compliance, the Director of Investor Relations and the Director of Corporate Affairs are invited to attend the whole or parts of the meetings to deliver their reports on the business. Any specific actions arising during meetings are agreed by the Board and a comprehensive follow-up procedure ensures their completion.

Details of the attendance of the Directors at meetings of the Board and its Committees are set out in the table on page 101.

Responsibility and delegation

The Chairman is primarily responsible for the efficient functioning of the Board. He ensures that all Directors receive sufficient relevant information on financial, operational and corporate issues prior to meetings. The Chief Executive Officer's responsibilities focus on co-ordinating the Group's business and implementing Group strategy. Regular interaction between the Chairman and Chief Executive Officer between meetings ensures the Board remains fully informed of developments in the business at all times.

There remains in place a formal schedule of matters specifically reserved for Board consideration and approval, which includes the matters set out below:

- approval of the Group's long-term objectives and commercial strategy;
- approval of the annual operating and capital expenditure budgets and any changes to them;
- consideration of major investments or capital projects;
- the extension of the Group's activities into any new business or geographic areas, or to cease any material operations;
- changes in the Company's capital structure or management and control structure;
- approval of the Annual Report and Accounts, preliminary and half-yearly financial statements and announcements regarding dividends;
- approval of treasury policies, including foreign currency exposures and use of financial derivatives;
- ensuring the maintenance of a sound system of internal control and risk management;
- entering into agreements that are not in the ordinary course of business or material strategically or by reason of their size;
- changes to the size, composition or structure of the Board and its Committees; and
- corporate governance matters.

In addition, the Board has adopted a formal delegation of authorities memorandum which sets out levels of authority for employees in the business.

The Board has delegated certain of its responsibilities to a number of Committees of the Board to assist in the discharge of its duties. The principal Committees currently are the Audit Committee, the Remuneration Committee, the Risk & Compliance Committee, the Nominations Committee and the Sustainability and Public Policy Committee (the "ESG Committee"). The minutes of each of these Committees are circulated to and reviewed by their members. The Company Secretary is secretary to each of these Committees. The terms of reference for each of the Committees are available to view on the Company's website www.playtech.com.

Audit Committee

The Audit Committee's key objectives are the provision of effective governance over the appropriateness of the Group's financial reporting, including the adequacy of related disclosures, the performance of both the internal and external audit function, and the management of the Group's systems of internal control, business risks and related compliance activities.

The Audit Committee's Report is set out on pages 106 to 110 and details the Audit Committee's membership, activities during the year, significant issues that it considered in relation to the financial statements and how those issues were addressed. The report also contains an explanation of how the Committee assessed the effectiveness of the external audit process and the approach taken in relation to the appointment or reappointment of the external auditor.

The Audit Committee comprises John Krumins (Chairman), Ian Penrose and Linda Marston-Weston.

Remuneration Committee

The Remuneration Committee is responsible for making recommendations to the Board on the Remuneration Policy for the Chairman, Executive Directors and senior management.

The Directors' Remuneration Report is set out on pages 119 to 128 and contains details of the Remuneration Committee's membership, activities during the year and the policy on remuneration. The Chairman of the Remuneration Committee attends the Annual General Meeting to respond to any questions that shareholders might raise on the Remuneration Committee's activities.

The Remuneration Committee comprises Ian Penrose (Chairman), Anna Massion and Linda Marston-Weston.

Number of meetings	Board	Audit	Remuneration	Nominations	Risk	ESG
Brian Mattingley	13 of 13	—	—	1 of 1	—	—
Mor Weizer	13 of 13	—	—	—	—	—
Chris McGinnis[1]	3 of 3	—	—	—	—	—
Ian Penrose	13 of 13	6 of 6	5 of 5	—	4 of 4	6 of 6
Anna Massion	13 of 13	—	5 of 5	1 of 1	4 of 4	—
John Krumins	13 of 13	6 of 6	—	1 of 1	4 of 4	6 of 6
Linda Marston-Weston	13 of 13	6 of 6	5 of 5	—	—	6 of 6
Andrew Smith[2]	10 of 10	—	—	—	—	—

1 Chris McGinnis was appointed on 28 November 2022.

2 Andrew Smith resigned on 28 November 2022.

Directors' governance report continued

Risk & Compliance Committee

Under the Code, the Board is responsible for determining the nature and extent of the significant risks it is willing to accept in achieving its long-term strategic objectives. Through its role in monitoring the ongoing risks across the business, to include the Group risk register, the Committee advises the Board on current and future risk strategies.

The Risk & Compliance Committee is chaired by Anna Massion. The other members of the Committee are John Krumins (Non-executive Director) and Ian Penrose (Senior Independent Non-executive Director). Ian Ince (Chief Compliance Officer), Alex Latner (General Counsel), Steffen Latussek (Chief Privacy Officer) and Robert Penfold (Head of Internal Audit) attend the Committee. The Company Secretary, Brian Moore, is secretary to the Committee.

The Committee works closely with the Audit Committee in carrying out its responsibilities and the Chairman of the Audit Committee, John Krumins, is also a member of the Committee.

In addition, PwC LLP, in its capacity as provider of co-sourced internal audit services, and members of the Group's senior management including the Chief Security Officer, Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Head of Internal Audit and Data Protection Officer may be invited to attend meetings to present matters or for the Committee to have the benefit of their experience.

The primary responsibilities delegated to, and discharged by, the Committee include:

- reviewing management's identification and mitigation of key risks to the achievement of the Company's objectives;
- monitoring of incidents and remedial activity;
- agreeing and monitoring the risk assessment programme including changes to the regulation of online gambling and the assessment of licensees' suitability;
- agreeing on behalf of the Board and continually reviewing a risk management strategy and relevant policies for the Group, including the employee code of conduct, anti-bribery policy, anti-money laundering policy, anti-slavery policy, safer gambling and wider social responsibility issues;
- satisfying itself and reporting to the Board that the structures, processes and responsibilities for identifying and managing risks are adequate; and
- monitoring ongoing compliance with the conditions of the regulatory licences held by the Group.

The Risk & Compliance Committee met formally four times during the year, and a summary of the key matters considered by the Committee during 2022 are set out below:

- monitoring the regulatory position in a number of jurisdictions including those which are of relative importance to the Group financially and those where changes may represent a risk and/or opportunity for the Group;
- considering the costs and regulatory requirements for the Group to seek relevant licences in newly regulating markets;
- consideration of applications by or on behalf of the Group for licences in existing or newly regulated markets;
- monitoring developments in relation to changes in the regulatory regimes in all jurisdictions in which the Group operates and receiving reports in relation to the likely impact on the Group and the need for entities within the Group to apply for licences;
- consideration of the overall effectiveness of the compliance strategy and the regulatory risks to the Group's operations and revenues;
- receiving and considering reports on discussions with, and the results of, audits by regulators;
- monitoring compliance with regulatory licences held in all jurisdictions and adapting procedures, products and technology as appropriate;
- consideration of the key risks associated with Snaitech;
- consideration of the key risks associated with our B2C business;
- monitoring the GDPR programme across the Group and reviewing this programme, as appropriate;
- working with Internal Audit and IT Security; and
- implementing compliance training for Board members and senior management.

The Committee has been kept informed of any changes to the regulatory position in any significant jurisdiction where the Group, through its licensees and Financials division, may be exposed and updated on progress in relation to agreed action items on a regular basis. The Committee can also convene meetings on a more frequent basis or as or when matters arise, if it is determined that enhanced monitoring of a specific risk is warranted.

A table setting out the principal significant risks identified by the Group (including with the oversight and input of the Risk & Compliance Committee) and the mitigating actions that have been undertaken by the Group in relation to these is set out on pages 85 to 90 of this report.

Nominations Committee

The Board is required by the Code to establish a Nominations Committee which should lead the process for Board appointments, ensure plans are in place for orderly succession to both Board and senior management positions and oversee the development of a diverse pipeline for succession. A majority of members of the Nominations Committee should be independent Non-executive Directors. The Nominations Committee's key objective is to ensure that there shall be a rigorous and transparent process for the appointment and removal of Directors from the Board, the Committees and other senior management roles, to ensure that these roles are filled by individuals with the necessary skills, knowledge and experience to ensure that they are effective in discharging their responsibilities.

The Nominations Committee comprises Brian Mattingley (Chairman), Anna Massion and John Krumins.

The Nominations Committee reviews the structure, size and composition of the Board and its Committees and makes recommendations with regard to any changes considered necessary in the identification and nomination of new Directors, the reappointment of existing Directors and the appointment of members to the Board's Committees. It also assesses the roles of the existing Directors in office to ensure that there continues to be a balanced Board in terms of skills, knowledge, experience and diversity. The Nominations Committee reviews the senior leadership needs of the Group to enable it to compete effectively in the marketplace. The Nominations Committee also advises the Board on succession planning for Executive Director appointments although the Board itself is responsible for succession generally.

The Nominations Committee believes that appointments should be based on merit, compared against objective criteria, with the ultimate aim of ensuring the Board has the right skills, knowledge and experience that enable it to discharge its responsibilities properly.

Diversity and inclusion are part of our corporate culture and we have set ourselves objectives around improving the gender balance at Board, executive and senior management levels. We recognise that it will take time to make meaningful progress but, with increasing commitment in this area, we will pursue diversity and inclusion objectives as set out in our Strategic Report on pages 2 to 92.

The Nominations Committee meets on an as-needed basis. One formal meeting was held in 2022. Matters considered at this meeting included the consideration of candidates for appointment as a Non-executive Director. This led to the appointment of Samy Reeb with effect from January 2023.

Sustainability and Public Policy Committee

The Committee is chaired by Linda Marston-Weston and the other Committee members are Ian Penrose and John Krumins. In addition, we established a Stakeholder Advisory Panel to inform and challenge our thinking and inform our approach to sustainability as well as future actions on safer gambling and diversity, equity and inclusion, as well as climate change. The Stakeholder Advisory Panel has played an instrumental role in accelerating Playtech's journey towards sustainability into its business strategy and culture.

We have undergone an extensive exercise to better understand how climate change could pose risks and opportunities for the Company in the short and long term. This exercise has been critical to help inform Playtech's climate action plan and will play a crucial role in meeting the Company's targets relating to emissions reduction in its operations and value chain.

We have also refreshed our approach to promoting diversity, equity and inclusion across our leadership and workforce. Playtech continues to operate in numerous countries, each with their own distinct cultures. Our aim continues to focus on each individual and celebrate the difference and cultural diversity of our workforce.

We will continue to report against our targets going forward.

Disclosure Committee

The Disclosure Committee ensures accuracy and timeliness of public announcements of the Company and monitors the Company's obligations under the Listing Rules and Disclosure Guidance and Transparency Rules of the FCA. Meetings are held as required. At the date of this report the Disclosure Committee comprises John Krumins (Chairman of the Audit Committee), Chris McGinnis (Chief Financial Officer), Alex Latner (General Counsel) and Brian Moore (Company Secretary).

Management Committee

The senior management committee is the key management committee for the Group. The standing members of the Committee are Mor Weizer (Chief Executive Officer), Chris McGinnis (Chief Financial Officer), Shimon Akad (Chief Operating Officer), Uri Levy (VP Business Development), Alex Latner (General Counsel), Ian Ince (Chief Compliance Officer), Sharon Kafman-Raz (VP Finance), Kam Sanghera (Head of Tax), Karen Zammit (Head of Global HR), Lauren Iannarone (Chief Sustainability & Corporate Affairs Officer) and Brian Moore (Company Secretary). Other members of senior management are invited to the Committee as and when required. The Committee considers and discusses plans and recommendations coming from the operational side of the business and from the various product verticals, in light of the Group's strategy and capital expenditure and investment budgets, including the implications of those plans (in areas such as resources, budget, legal and compliance). The Committee either approves the plans or as necessary refers the proposal for formal Board review and approval in accordance with the Company's formal matters reserved for the Board.

Board tenure

In accordance with the Company's articles of association, every new Director appointed in the year is required to stand for re-election by shareholders at the Annual General Meeting (AGM) following their appointment. Also, under the articles of association, at each AGM one-third of the Directors (excluding any Director who has been appointed by the Board since the previous AGM) 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 the articles one shall retire).

Notwithstanding the provisions of the articles of association, the Board has decided to comply with the Code requirements that Directors submit themselves for re-election annually. Therefore, all Directors are seeking their reappointment at this year's AGM.

The Board has collectively agreed that the Directors proposed for re-election at this year's AGM have made significant contributions to the business since their last re-election and each has a key role to play in the formulation of the Group's future strategy and its long-term sustainable success.

In certain circumstances, Directors are entitled to seek independent professional advice under an agreed Board procedure, which would then be organised by the Company Secretary, and in this regard the Company would meet their reasonable legal expenses.

Service contracts and exit payments

Executive Directors

Set out in the table below are the key terms of the Executive Directors' terms and conditions of employment.

A bonus is not ordinarily payable unless the individual is employed and not under notice on the payment date. However, the Remuneration Committee may exercise its discretion to award a bonus payment pro-rata for the notice period served in active employment (and not on gardening leave).

The LTIP rules provide that other than in certain "good leaver" circumstances awards lapse on cessation of employment. Where an individual is a "good leaver" the award would vest on the normal vesting date (or cessation of employment in the event of death) following the application of performance targets and a pro-rata reduction to take account of the proportion of the vesting period that has elapsed. The Committee has discretion to partly or completely disapply pro-rating or to permit awards to vest on cessation of employment.

Provision	Detail
Remuneration	Salary, bonus, LTIP, benefits and pension entitlements in line with the above Directors' Remuneration Policy table
Change of control	No special contractual provisions apply in the event of a change of control
Notice period	12 months' notice from the Company or employee for the CEO and the CFO • CEO contract signed on 1 January 2013 • CFO contract signed on 28 November 2022
Termination payment	The Company may make a payment in lieu of notice equal to basic salary plus benefits for the period of notice served subject to mitigation and phase payments where appropriate
Restrictive covenants	During employment and for 12 months thereafter

Directors' governance report continued

Service contracts and exit payments continued

Non-executive Directors

The Non-executive Directors each have specific letters of appointment, rather than service contracts. Their remuneration is determined by the Board within limits set by the articles of association and is set taking into account market data as obtained from independent Non-executive Director fee surveys and their responsibilities. 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.

The letters of appointment of the Non-executive Directors are available for inspection at the Company's registered office and will be available before and after the forthcoming AGM.

Balance of the Board

The Board comprises individuals with wide business experience gained in various industry sectors related to the Group's current business. It is the intention of the Board to ensure that the balance of the Directors reflects the changing needs of the business.

The Board considers that it is of a size and has the balance of skills, knowledge, experience and independence that is appropriate for the Group's current business. While not having a specific policy regarding the constitution and balance of the Board, potential new Directors are considered on their own merits with regard to their skills, knowledge, experience and credentials.

The Non-executive Directors continue to contribute their considerable collective experience and wide-ranging skills to the Board and provide a valuable independent perspective, where necessary constructively challenging proposals, policy and practices of Executive Management. In addition, they help formulate the Group's strategy.

Name	Date	Term	Termination
Brian Mattingley	1 June 2021	Until third AGM after appointment	180 days' notice on either side or if not re-elected or commits gross misconduct
Linda Marston-Weston	1 October 2021	Until third AGM after appointment unless not re-elected	90 days' notice on either side or if not re-elected, disqualification or commits gross misconduct
Ian Penrose	1 September 2018	Until third AGM after appointment unless not re-elected	
Anna Massion	2 April 2019	Until third AGM after appointment unless not re-elected	
John Krumins	2 April 2019	Until third AGM after appointment unless not re-elected	
Samy Reeb	4 January 2023	Until third AGM after appointment unless not re-elected	

Evaluation

The Board is committed to an ongoing formal and rigorous evaluation process of itself and its Committees to assess their performance and identify areas in which their effectiveness, policies and processes might be enhanced. Brian Mattingley, in discussion with the Senior Non-executive Director, undertook a review of the performance of individual Directors. Ian Penrose, as Senior Non-executive Director, considered the performance of Brian Mattingley, taking into account the views of the Executive Directors. There were no material areas of concern highlighted and the main outcome of the evaluation this year was to shape and define the Board's objectives for the coming year, continuing the focus on Group strategy and ensuring the structures, capabilities and reporting are in place to achieve the Board's goals.

As stated in last year's Annual Report, the Board was required to carry out a full external review in 2021, This review commenced in late 2021 and continued into 2022. This review is facilitated by Independent Audit Limited. Independent Audit Limited has no other connection to the Company or any individual Director and is considered by the Board to be independent.

This review involved detailed questionnaires, individual interviews with Directors and members of senior management and attendance at Board and Committee meetings. The process was overseen by the Company Secretary. In addition, the Company Secretary is the person responsible for providing access and support for Independent Audit Limited. The review has been finalised and is with the Chairman. The Board members will discuss the findings and continue to adopt and implement plans to further develop the effectiveness of the Board during 2023.

Newly appointed Directors can expect a detailed and systematic induction on joining the Board. They meet various members of senior management and familiarise themselves with all core aspects of the Group's operations. On request, meetings can be arranged with major shareholders. Members of senior management are invited to attend Board meetings from time to time to present on specific areas of the Group's business.

Relationship with stakeholders

Primary responsibility for effective communication with shareholders lies with the Chairman, but all the Company's Directors are available to meet with shareholders throughout the year. Brian Mattingley, Mor Weizer, Andrew Smith, Chris McGinnis and Ian Penrose met with a number of shareholders to discuss the Company's business and remuneration strategies throughout the year. The Executive Directors prepare a general presentation for analysts and institutional shareholders following the interim and full-year announcements. Details of these presentations together with the Group's financial statements and other announcements can be found on the investor relations section of the Company's website. Further presentations are also prepared following significant acquisitions. Regular meetings with shareholders and potential shareholders are also held by the Director of Investor Relations and at times in conjunction with either the Chief Executive Officer or the Chief Financial Officer.

The Company endeavours to answer all queries raised by shareholders promptly.

Shareholders are encouraged to participate in the Company's AGM and the 2023 AGM will take place on 24 May 2023.

Playtech regularly engages with a wide range of stakeholders throughout the year with the objective of understanding current and evolving issues of interest, engaging constructively with our stakeholders, and ensuring that the Company takes stakeholder perspectives into account when taking short and long-term decisions.

The Board uses several mechanisms and fora to achieve this including:

- direct engagement with stakeholders – including investor roadshows and regulatory meetings;
- regular Board updates from key functional leaders responsible for engaging with key external stakeholders including the Chief Operations Officer (COO), Investor Relations, Data Protection, Corporate Affairs and Regulatory and Compliance;
- relevant functional reports and updates to the Remuneration, Audit and Risk & Compliance Board Committees;
- regular Board updates from the COO and HR on employee issues;
- briefings with functional leaders about emerging and/or live stakeholder issues;
- briefings on issues raised through the Speak Up/Whistleblowing hotline; and
- direct participation of the Risk & Compliance Committee Chair in the Company's Global Community Investment Committee.

The Director of Investor Relations & Strategic Analysis, Chief Operating Officer and Chief Compliance Officer are standing attendees at Board meetings and regularly update the Board on investor, regulatory, policy, employee and commercial stakeholder views and perspectives.

In addition, the Risk & Compliance Committee of the Board is specifically tasked with reviewing and considering developments on wider social responsibility issues and expectations along with evolving political, regulatory and compliance developments.

With respect to employee engagement, the Board engages with the COO and Global Head of Human Resources on strategic and operational issues affecting and of interest to the workforce, including remuneration, talent pipeline and diversity and inclusion. The COO is a standing attendee at the Board meetings. 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 to the General Counsel and Chief Compliance Officer for discussion and consideration by the 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 of and engagement with stakeholder concerns in the future.

During 2022, the Board discussed, reviewed and engaged on a number of stakeholder issues. The material stakeholder topics discussed by the Board in 2022 included executive compensation and pay, corporate governance, diversity and inclusion, the gender pay gap, regulatory and compliance developments, safer gambling, data protection, the environment, sustainability, anti-money laundering and anti-bribery and corruption, human rights and modern slavery, responsible supply chain and procurement and commercial developments with B2B licensees and third parties.

In 2022, the Board considered the engagement and understanding of stakeholder interests and perspectives through the implementation of the following:

- new and updated policies covering the Compliance Procurement Policy, human rights and the modern slavery statement;
- approval of Speak Up Policy;
- approval of Environmental Policy;
- approval of Business Ethics Policy; and
- monitoring developments on the Human Resources function and strategy.

Investor relations and communications

The Company has well-established investor relations (IR) processes, which support a structured programme of communications with existing and potential investors and analysts. Executive Directors and members of the IR team participated in a number of investor events, attending industry conferences, and regularly meet or are in contact with existing and potential institutional investors from around the world, ensuring that Group performance and strategy are effectively communicated, within regulatory constraints. Other representatives of the Board and senior management meet with investors from time to time. The Director of Investor Relations & Strategic Analysis provides regular reports to the Board on related matters, issues of concern to investors, and analysts' views and opinions.

Whenever required, the Executive Directors and the Chairman communicate with the Company's brokers, Goodbody and Jefferies, to confirm shareholder sentiment and to consult on governance issues.

During 2022, 1192 regulatory announcements were released informing the market of corporate actions, important customer contracts, financial results, the results of the Annual General Meeting, the General Meeting and Board changes. Copies of these announcements, together with other IR information and documents, are available on the Group website, www.playtech.com.

Summary

An internal team consisting of members drawn from Investor Relations, Group Secretariat and Group Finance have led the process on this Annual Report, to include the Strategic Report, Governance Report and financial statements contained therein. When considering the contents of the Report, the Board considered if the information by business unit in the Strategic Report is consistent with that used for reporting in the financial statements and if there is an appropriate level of consistency between the front and back sections of the report. In addition, the Board considered if the report is presented in a user-friendly and easy to understand manner. Following its review, the Board is of the opinion that the Annual Report and Financial Statements for 31 December 2022 are representative of the year and is confident that taken as a whole it is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's position, performance, business model and strategy.

Brian Mattingley
Chairman
23 March 2023

Audit Committee report

Maintaining oversight and accountability

"While challenges in 2022 tested the strength and resilience of our financial, risk management and control processes, the Group's performance has remained strong and its control regime proved effective."

John Krumins
Chairman of the
Audit Committee

Dear Shareholder

Introduction

As Chairman of the Audit Committee, I am pleased to present our Report for the year ended 31 December 2022, setting out how the responsibilities delegated to us by the Board were discharged over the course of the year, the key topics we considered and some of the additional factors which influenced our work.

2022 has been a particularly challenging year for Playtech featuring changes to both the scope and emphasis of our business model, and significant operational disruption in Ukraine, which together have tested the strength and resilience of our financial, risk management and control processes. The year saw great expansion and success in the Group's activities in both North and South America, which will increasingly be key contributors to overall performance requiring the Committee to realign its focus accordingly. While at the same time, the Group has rallied to support its employees in Kyiv and to ensure that customers served from our Ukrainian operations have not experienced any performance impact.

Whilst we anticipate continued uncertainty with respect to the post-COVID-19 macro-economic environment and resolution of the crisis in Ukraine, the Group's performance has remained strong and its control regime effective.

Responsibilities

The Board is required by the UK Corporate Governance Code 2018 (Code), which can be found on the Financial Reporting Council's website www.frc.org.uk, to establish formal and transparent arrangements for considering how it should apply required financial reporting standards and internal control principles and also for maintaining appropriate relationships with the Company's external auditor, BDO LLP (BDO). The Committee's terms of reference can be viewed on the Company's website www.playtech.com.

The Audit Committee's key objectives are: the provision of effective governance over the appropriateness of the Group's financial reporting, including the adequacy of related disclosures; the performance of both the internal and external audit function and reporting, and acting on their associated findings; and monitoring and challenging the effectiveness of the Group's systems of internal control, risk management and related compliance activities.

The specific responsibilities delegated to, and discharged by, the Committee include:

- Approving and amending Group accounting policies
- Reviewing, monitoring and ensuring the integrity of interim and annual financial statements, and any formal announcements relating to the Company's financial performance, in particular the actions and judgements of management in relation thereto before submission to the Board

- Providing advice (where requested by the Board) on whether the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable, and provides the information necessary for shareholders to assess the Company's position and performance business model and strategy
- Reviewing the Company's arrangements for its employees to raise concerns, anonymously or in confidence and without fear of retaliation, about possible wrongdoing in financial reporting or other matters arising under the Group's whistleblowing policy
- Reviewing and approving the Internal Audit Charter and the Audit Committee Terms of Reference on an annual basis
- Reviewing and monitoring the external auditor's independence and objectivity, including the effectiveness of the audit services
- Monitoring and approving the scope and costs of audit
- Ensuring audit independence, implementing policy on the engagement of the external auditor to supply non-audit services, pre-approving any non-audit services to be provided by the auditor, considering the impact this may have on independence, taking into account the relevant regulations and ethical guidance in this regard, and reporting to the Board on any improvement or action required
- Reporting to the Board on how it has discharged its responsibilities

In particular, the Code calls for the description of the work of the Audit Committee to include its activities during the year, the significant issues considered in relation to the financial statements and how they were addressed, how the Committee assessed the effectiveness of the external audit process, the approach of the Committee in relation to the appointment or reappointment of the auditor and how objectivity and independence are safeguarded relative to non-audit services.

Composition and Audit Committee meetings

The Audit Committee comprises three independent Non-executive Directors. John Krumins is the Chair of the Committee and has over two decades experience in corporate finance, technology and complex project management, and has subsequently served both as Chairman and Non-executive Director across a series of public and private entities. The Board considers he has the recent and relevant financial experience in order to Chair the Audit Committee. In addition to John Krumins, the other members are Ian Penrose who has considerable experience as both a CFO and Non-executive Director across the gaming, leisure and technology sectors, and Linda Marston-Weston who was formerly a senior tax partner at Ernst & Young working with UK and global businesses across corporate finance, strategy, tax, and leadership matters. The range and depth of their financial and commercial experience enables them to deal effectively with matters they are required to address and to challenge management when necessary. The Committee is also authorised to obtain independent advice if considered necessary.

During the year, the Chairman met with members of the management team in order to understand more fully the context and evolving challenges of Playtech's business operations and thereby ensure the Committee's time was used most effectively and meeting agendas were set appropriately to support the Board in fulfilling its corporate governance responsibilities. These included matters relating to financial reporting, risk management and internal control, internal audit process, the preparation and compliance of the Company's Annual Report and Accounts and the external audit process.

The Company Chairman, CEO, Chief Financial Officer, Group Head of Internal Audit and the external auditor, BDO attended all meetings of the Audit Committee by invitation, and the Vice President of Finance was invited to attend the meetings of the Committee that considered the audited accounts and the interim financial statements. In addition, specific senior executives were invited to meet with the Committee to address particular areas of focus during the year, including tax, legal and structural considerations and compliance matters.

The members of the Committee meet the external auditor twice without any Executive Directors being present in order to receive feedback from them on matters such as the quality of interaction with management. The Chairman also met with BDO on at least a monthly basis to discuss matters either involving the audit process or of general relevance to the Group.

Meetings of the Committee

The Committee met six times during 2022 and matters that were broadly considered by the Committee during the year included:

- Review of current and anticipated requirements for the Group's financial control systems
- Maturity assessment of Group's control environment, including the review of third-party assessments and associated enhancement projects
- Scope and effectiveness of the Group's system of internal controls and risk management
- Updates on cybersecurity risks and system resilience
- Review of the structure and governance systems for investment in associates
- Review of disclosure requirements, with specific focus on both Group revenue streams and related party considerations across the Group
- Valuation of derivative financial assets held in LATAM operations
- Provisioning requirements and policies
- Data management and billing resilience
- Board delegated authorities
- Non-Financial information updates, including assessment of ongoing management actions with respect to longer term COVID-19 implications and developments impacting Group Ukrainian operations
- Synergies with ESG and Risk Committees

And in the normal course of Committee business:

- Review and approve the Internal Audit Charter and the Internal Audit Plan
- Review Committee Terms of Reference
- Results of internal audit reviews, management action plans to resolve any issues arising and the tracking of their resolution
- Group refinancing, and Going Concern and Long-Term Viability

External Audit

The Audit Committee advises the Board on the appointment, reappointment or removal of the Group's external auditor. BDO was appointed as the Group's external auditor in 2005 and this is Oliver Chinneck's third year as lead audit partner. Its appointment was formally reviewed in 2019 when a competitive tender process was run in respect of the audit for the year ended 31 December 2020.

The Committee considered the approach, scope and requirements of external audit as well as the efficacy and independence of BDO. The Audit Committee met with BDO to discuss the external auditor's report to the Committee and review the letter of representation.

Audit Committee report continued

Key estimates, judgements and financial reporting standards

Revenue recognition

The Audit Committee reviewed the judgements made in respect of revenue recognition, in particular in assessing whether 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 royalties 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.

Furthermore, the Committee directed work this year to ensure that the embedded controls within the IT systems capturing all the different revenue streams are operating in line with our internal procedures and accurately capture the data required for revenue recognition.

Goodwill and intangible assets

During the year, the Audit 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 noted that analyses and conclusions were impacted by the conflict in the Ukraine and the fundamental move to a higher interest rate environment.

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 the Bingo VF, Quickspin, Eyecon and IGS 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.

Classification and valuation of investment in associates and derivative financial assets

The Audit Committee has considered the judgements made in determining the classification of each structured agreement arrangement, as further explained in Note 6 of the financial statements, and in particular using the appropriate guidance under the accounting standards to determine the existence of control or significant influence.

In reviewing each assessment, the Committee is comfortable that each classification, which is further explained and disclosed in Note 20 of the financial statements is correct and in accordance with the accounting standards.

The Group engaged external valuation specialists to perform the valuations of the derivative financial assets held at fair value, who were guided by management in terms of judgements made. The Audit 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. The Audit Committee is also satisfied with the judgement made in relation to the Caliente Call Option and the impact this judgement may have on the valuation of the Playtech M&A Call Option as further explained in Notes 20A and 20C.

Other financial statement areas

The Audit Committee 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 judgement made and disclosures included in the financial statements are reasonable and in line with each applicable IFRS:

- recovery of financial assets including trade receivables and expected credit losses, particularly where aged debt is apparent. Furthermore, the Committee was satisfied that the bad debt provision in place for the Group's receivables from Asia is sufficient to cover its current exposure;
- the fair value assessment of assets acquired as part of the investment made in LSport and associated equity call option during the year, which was recognised as an investment in associate (refer to Note 20);
- consideration of Group tax risk including potential uncertain tax provisions. The Group has provided for uncertain tax positions which meet the recognition threshold and these positions are included within tax liabilities;
- adjusted performance measures and in particular the determination of whether non-cash items, one-off items and not directly related expenses to the operations of the Group should form part of the adjusted results; and
- the recognition of the funds provided to Ocean 88 Holdings Ltd, which is the sole holder of Galera Gaming Group (together "Galera") as a loan, a treatment which has remained unchanged from the prior year (refer to Note 20A).

Viability and Going Concern Statements

The Committee reviewed management's work on assessing risks and potential risks to the Company's business both for the going concern and viability statement periods, which included challenging the approach taken by management to support the going concern statement on page 84 and viability statement set out on pages 91 and 92, by considering the Group's principal and emerging risks. This included the assumptions made on the repayment of the Group's borrowings when they fall due, as well as the payment for the renewal of the Italian Gaming Licenses, and furthermore, considering the potential impacts of the ongoing conflict in Ukraine, a potential recessionary environment, and the impact these could have on the business. Following this review, the Committee was satisfied that management had conducted a strong and thorough assessment and recommended to the Board that it could approve the viability and going concern statements.

Financial Reporting Council (FRC) Review

Prior to the 2021 year end the Financial Reporting Council (FRC) informed the Group that it had carried out a review of the Annual Report for the year ended 31 December 2020 and raised questions as to whether the Group had satisfied relevant reporting requirements. The Group worked with the FRC to clear their queries, and a number of key disclosure matters were enhanced within the 2021 financial statements in respect of the following areas:

- Investments in derivative financial assets
- Sun Bingo contract
- Revenue recognition
- Taxation

The review was completed in October 2022 and certain additional disclosure improvements are included within these financial statements having already made a number of changes within the 2021 financial statements.

Further, the Committee notes a review is currently in progress by the FRC's Audit Quality Review team into our 2021 audit by BDO, which included a meeting between the Chairman and the FRC's team. BDO have kept the Committee updated with progress of the review and have considered findings to date as part of the audit approach for the 2022 year-end audit. The Committee is expected to consider the final findings with BDO and understand how BDO intend to address them in future audits.

External audit efficiencies, independence and non-audit services

Following the 2021 audit the Chairman met separately with the current and previous Chief Financial Officer and the lead external auditor to review the audit process, and to highlight areas of improvement for the 2022 audit. The findings were then reviewed with the Audit Committee members and a programme to improve the efficiency of the audit process was agreed for 2022. This programme covered a formal review of corporate measures to support the audit process, including a restructuring of certain finance team responsibilities and a project to improve the Group's financial control regime. The audit process, which while previously sufficient for audit purposes, is now more efficient and receives greater oversight by the Audit Committee.

In addition, the Audit Committee, on behalf of the Board, undertakes a formal assessment of the auditor's independence each year, which includes:

- a discussion with the auditor of a written report detailing all relationships with the Group and any other parties which could affect independence or the perception of independence;
- a review of the auditor's own procedures for ensuring independence of the audit firm and partners and staff involved in the audit, including the periodic rotation of the audit partner;
- obtaining written confirmation from the auditor that they are independent; and
- a review of fees paid to the auditor in respect of audit and non-audit services.

The FRC's Revised Ethical Standard introduced certain specific criteria for non-audit work. This included the introduction of a non-audit services fee cap and white list of permitted services. A breakdown of audit and non-audit fees are included in Note 11 to the financial statements on page 177.

The Committee remain satisfied with the manner, robustness and level challenge of BDO's audit processes and believe BDO should remain as auditor for 2023. The reappointment will be formally considered at the Annual General Meeting.

Internal Audit and Risk Management

The Company has an internal audit function which comprises six in-house auditors, including the Director of Internal Audit & Risk, which reports to the Chair of the Committee and has direct access to all key executives. Its key objectives are to provide the Board, the Committee and management independent and objective assurance on risks and mitigating controls, and to assist the Board in meeting its corporate governance and regulatory responsibilities. Overall, the system of internal controls and audit is designed to ensure local legal and regulatory compliance and manage, rather than eliminate, the risk of failure to achieve business objectives. It can therefore only provide reasonable and not absolute assurance against material misstatement or loss.

As also reported in last year's Annual Report, in recognition of the increasing level of complexity across the Company the Committee continues to take further steps to expand and enhance internal controls, strengthening the internal audit function and its position within the organisation. In addition, in recognition of the increasingly complex environments within which the Group operates, a separate Risk Management committee continues to ensure appropriate review and assessment of risks and risk appetite within the Company, thereby offering further oversight and challenge of the control regimes.

In order to provide access to evolving specialist knowledge required to audit certain aspects of the Company, particularly with respect to IT, the historical Internal Audit relationship between PricewaterhouseCoopers LLP (PwC) and Playtech continues as a co-sourced arrangement, with PwC providing support to the Internal Audit Team given their experience with the Group across a series of projects. The Committee believes this is an appropriate and effective model, and an important source of insight in their assessment of the evolving Group.

The scope of work of the Internal Audit team covers all the systems and activities of the Group. Early in 2022 the scope was reviewed and reprioritised in light of the Group's changing risk profile and restrictions placed on how and where it could engage with the Group given ongoing COVID-19 restrictions in some areas of the Group's operations. During the year, the Internal Audit Team performed a number of audits over both individual entities and central functions across the Group, which included:

- Data Protection Audit
- Financial Governance & Systems Health Check
- Corporate Criminal Offence (CCO) Impact Assessment
- IMS Security Audit/Billing Audit
- Fraud Maturity Review/Risk Management Maturity Health Check
- Playtech Sports Cybersecurity Audit

The results of these audits were reported to the Audit Committee on a regular basis, with recommendations made by Internal Audit and corresponding management actions being reviewed and challenged, where appropriate. In addition to regular feedback of audit results, the Internal Audit Team monitors completion of management actions and provides updates of these to the Audit Committee twice a year or upon request by the Committee on a quarterly basis.

A particular focus of the Audit Committee in 2022 was a complete review and re-setting of the Group's internal financial control regime in light of expected SOX Compliance Requirements. The Audit Committee worked in conjunction with the finance team, as well as the Internal Audit Team and PwC, to assess requirements and scope a project plan. An external consultant was appointed to lead the review, working across all aspects of the Group, and develop revised policies which will be implemented during 2023 and 2024 as part of an expanded second line controls function.

The Committee confirms that any necessary action will be taken to remedy any significant failings or weaknesses identified from any Internal Audit reviews.

Each year, the Committee reviews the quality and effectiveness of the Internal Audit Team through a number of methods, including a regular review of ongoing work to ensure the Audit plan is being delivered, discussions with key executives, and feedback from both BDO and PwC. This review includes an assessment of Audit Plan delivery, business understanding, impact of the Internal Audit Team on the organisation, communication and performance. In addition, the Audit Committee Chairman meets with the Director of Internal Audit & Risk and his deputy at a minimum on a monthly basis to be updated on the Team's activities.

Audit Committee report continued

Internal Audit and Risk Management continued

An Internal Audit Plan for 2023 was developed by the Internal Audit Team, and challenged and approved by the Audit Committee at the November 2022 Audit Committee meeting. Internal Audit will carry out audits in accordance with this plan using a risk-based approach and continue to maintain effective lines of communication with the Audit Committee and key management. The Committee believes this programme of continual assessment will ensure the Internal Audit Plan for 2023 remains fit for purpose in light of any new or emerging risks. The Internal Audit Team will also be utilised to provide assurance over corporate governance matters and for ad hoc projects, where necessary.

Committee Evaluation

The performance of the Audit Committee was assessed as part of the Board Review which was facilitated by Independent Audit Limited. The process sought views from Executives and Non-executive Directors and included a review of the operations of the Committee. Independent Audit Limited's conclusion was that the Audit Committee has been transformed under the current Chair and demonstrably holds the finance leadership accountable for performance and delivery. In addition, Independent Audit highlighted that a new Standard covering the management of external oversight is being developed as an enforceable requirement. During 2023, the Committee will start developing its approach to this area of evaluation, including obtaining the views of stakeholders from across the business.

Non-Financial Control Systems

In parallel to the review of the Group's internal financial control regime, the Audit Committee considered the Group's broader control regime and how best to assess overall governance given the evolving nature of the Group's strategic priorities, the regulatory environments in which the Group operates and stakeholder interests.

In order to monitor and challenge key dimensions of the Group's governance model the Audit Committee formalised a review process with each of the senior management responsible for compliance, sustainability, tax and IT security. As part of the 2023 Audit Committee programme, each team will present its strategy, together with current and any proposed changes to their control regimes, and this will provide the basis for subsequent formal evaluation over the following 12 months.

Areas which will have their control regime reviewed in 2023 are:

- R&D and technology expenditure to ensure ongoing efficacy of budgeting and execution occurs in light of the Group's changing business model and geographic emphasis
- Mergers & Acquisitions to ensure that appropriate project evaluation and prioritisation takes place, and requisite integration and management oversight occurs
- ESG and CSR management to ensure the Group delivers on all environmental, regulatory and other stakeholder undertakings

Looking ahead the Committee is working on the assumption that Playtech will be subject to further regulatory and compliance requirements as it continues to expand geographically and the complexity of its business model increases, while at the same time regulators increase the levels of scrutiny across the sector. Accordingly, the Committee has taken steps to both broaden and deepen the control environment across the Group with particular focus this year on enhanced financial controls, but also establishing oversight of ESG, CSR, and broader security and audit regimes.

My thanks go to Andrew Smith for his service to the Board and as CFO working with the Audit Committee, having stepped down in November 2022.

I believe the skills and experience of the Committee members remain strong and relevant, enabling the Audit Committee to continue to perform effectively.

John Krumins
Chairman of the Audit Committee
23 March 2023

Statement by the Committee Chairman

Restructured remuneration aligns with performance

"The balance of remuneration has shifted towards one driven by performance, which the Remuneration Committee believes has contributed to the significant growth in Group performance over the period."

Ian Penrose
Chairman of the Remuneration Committee

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 2022.

This report describes how the Board has applied the principles of the 2018 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 2021 AGM; 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 2022. The Annual Report on Remuneration and this Statement will be the subject of an advisory shareholder resolution at the forthcoming AGM.

Business context

As shareholders will be aware, we made significant and wide-ranging changes to the Remuneration Policy in 2021 as a result of an extensive review and shareholder consultation process. In undertaking this review the Committee sought to draw a line under the poor voting record on remuneration over the past few years. Changes included a 20% reduction in the base pay of the CEO, reduction in executive pension contributions, increase in the bonus deferral into shares and a material reduction in the fee for the Chairman. At the 2022 AGM the total votes received in favour of resolution for the Remuneration Report were 69.67%. Following the AGM and throughout the year during the takeover period and discussions, the Group has continued to engage extensively with shareholders. It was clear from these discussions that the principal reason why certain shareholders were unable to support the resolution related to the CEO's payout under the one-off equity incentive scheme approved by shareholders in 2019. Shareholders were, however, supportive of the changes implemented since 2021.

As a result of these significant changes, the balance of remuneration shifted towards one driven by performance, which the Remuneration Committee believes has contributed to the significant growth in Group performance over the period.

Statement by the Committee Chairman continued

Business context continued

Playtech has continued to operate strongly despite the significant distractions that were presented in 2022 by:

- The takeover offer from Aristocrat, that was at a 62% premium to the share price at the time of offer, being rejected by shareholders at EGM in February 2022
- The takeover offer for the Financials business, Finalto, having been rejected by shareholders at the GM in August 2021, finally being sold to a new bidder in July 2022 having been approved by shareholders at GM
- Ongoing takeover activity from two other bidders which were finally terminated in the summer of 2022
- Extensive discussions on realising value in the US
- The associated demands on the Board to deal with the above, together with the time commitments to materially improve the levels of overall governance and impact of the Company's Committees
- The humanitarian and business impact of the war in Ukraine where over 10% (714 employees) of the Company's workforce are based

Despite the above, the Remuneration Committee and Board is pleased that the performance of the business has been very strong, with adjusted EBITDA of €405.6 million (28% increase on 2021), which is reflected in the remuneration outcomes for the year.

Implementation of Policy in 2022

The significant changes which formed the basis of the new Policy were implemented for the first time in 2021, and we operated remuneration in line with the Policy for 2022.

As stated in the Annual Report last year, no LTIP award was granted in 2021, due to the Company being in a closed period for the majority of 2021 and into 2022 as a result of the proposed acquisition of Playtech by Aristocrat, subsequent takeover discussions/negotiations and then the subsequent strategic options being evaluated. The Company was only able to grant LTIP awards in August 2022, once the Group came out of an unusually lengthy closed period of over 12 months, which meant there was a gap of nearly two years between grants. The 2022 LTIP awards are subject to relative TSR and adjusted EPS performance. Further details on the 2022 LTIP awards are given on page 122.

We confirm that as stated last year, the Committee did not grant any form of catch-up LTIP award despite the Executive Directors effectively missing their 2021 award. This resulted in a significant reduction in the remuneration potential of the Executive Directors, and indeed the wider Playtech management team, and we are delighted at their continued focus on the business and delivery despite this.

The Committee remains cognisant of the need to continue to show restraint with regards to executive remuneration, particularly in the context of the current cost of living crisis (which has a more significant impact on our employees). In this vein, the Committee reviewed the salaries of the Executive Directors and senior management team and approved increases of 2% and 3.5% for the CEO and CFO (significantly below the 7% average increase awarded across the UK workforce) with effect from 1 January 2022. Furthermore, it remains the Committee's intention that future salary increases for the Executive Directors will not exceed the general level of increases for the Group's employees.

As a result of the intensive corporate activity that occurred during the year, the Non-executive Directors undertook significant additional responsibilities, and committed substantially more time to the business, which extended far beyond their normal responsibilities. This was a complex, lengthy and intense period of corporate activity, which meant the Company was in a closed period for over 12 months.

Furthermore, the expansion into the United States necessitated extensive licence applications in several States, one requiring physical attendance. It is estimated that each of the Chairman and Non-executive Directors spent at least an additional 32 days (2021: 20 days) over and above their contracted hours working on Playtech matters over the course of 2022. As a result, and in line with Policy, a pro rata additional fee was paid to the Chairman and each Non-executive Director, commensurate with the time spent and the fee level for the Senior Independent Director, equating to £132,000 (2021: £120,000 or lower if appointed part way through 2021), and then scaling back the additional fees payable so the increase was no more than 10% of the additional fees paid in 2021, despite the more than 50% increase in additional days.

It is not anticipated that any additional fees will be paid in respect of 2023, however if this does occur the fees and basis for determining these will be disclosed in the 2023 Directors' Remuneration Report.

Executive Director changes during the year

As announced on 1 November 2022, the Company mutually agreed with Andrew Smith that he would step down from the Board and his role as CFO on 28 November 2022. Chris McGinnis was promoted to CFO and Executive Director of the Company with effect from the same date. Given the proximity to the financial year end, the Board agreed with Andrew Smith that he would remain involved with the business until the end of the financial year to facilitate an orderly transition to the new CFO.

Further details regarding the leaving arrangements for Andrew Smith are set out on pages 122 and 123.

The reward package for Chris McGinnis has been set in line with the existing remuneration policy. Chris McGinnis was appointed as CFO on a basic salary of £350,000 (which is lower than Andrew Smith, whose salary on his stepping down from the Board was £445,567). The Committee intends to increase his salary to £400,000 effective from 1 July 2023 once he becomes established in his new role, with a commitment to not undertake a further salary review until 1 January 2025.

Performance and pay outcome for 2022

Annual bonus

The financial performance of Playtech was strong in 2022, despite the enormous distractions and challenges faced due to the lengthy takeover activity and corporate transactions.

At the beginning of the year, the Committee reviewed the approach to calibrating challenging performance targets, and agreed to increase the level of stretch within the targets such that the level of performance required to achieve maximum payouts under the financial targets was to exceed target by 10%. This was an increase on the level of stretch within the 2021 targets, which required a 5% outperformance of target to achieve maximum payout.

Cognisant of consensus forecasts for adjusted EBITDA (€331 million at the beginning of the financial year), the Committee set on-target adjusted EBITDA (equivalent to a 50% payout under the adjusted EBITDA element) 10% above consensus at €365 million. The maximum target adjusted EBITDA was set at a further 10% premium to this at €401.5 million, or 21% above consensus. Similarly, with consensus forecasts for cash generation being €284 million, the target cash generation was set at €307 million, and maximum payout at €338 million. Adjusted EBITDA and cash generation for 2022 were €405.6 million and €396.9 million respectively, which resulted in a maximum payout under both the adjusted EBITDA and cash generation elements of the bonus.

The Group made good progress against all of the key strategic and operational objectives (comprising 20% of the annual bonus) set at the beginning of the year. The CEO was tasked with completing the disposal of the Finalto business, accelerating the performance and market positioning of the LATAM business, continuing to drive the digital growth/channel shift in Snaitech to improve the quality of earnings and therefore value, and accelerating Playtech's position in the rapidly growing market in the United States. The former CFO was tasked with improving the structure and efficiency of the balance sheet, supporting the CEO on certain strategic initiatives, and to commence the overview of the business integration and efficiency plan to drive material cost efficiencies and additional cash generation in 2023 and particularly 2024.

In addition, for both the CEO and former CFO, the remaining 10% of the annual bonus was allocated towards ESG targets. This was a new criteria introduced in 2022, and is being extended to all members of the senior management team in 2023 in recognition of its strategic importance. The specific ESG measures assessed in 2022 were:

- Safer gambling – innovation in and promotion of safer gambling solutions and insights, including continued uptake and development of Playtech Protect solutions
- Environment – continued progress towards our stated emissions reduction target of 40% scope 1 and 2 emissions target by 2025 (on a 2018 baseline) and increased use of renewable energy across the Group
- DEI targets – annual progress towards increasing female representation across the leadership and senior management population to 35% from a 2021 baseline
- Reputation, ethics and Compliance – no new material ESG, ethical or compliance breaches resulting in significant reputational damage for the Group
- Leadership qualities around crisis management, human compassion, operational excellence and standard setting during the Ukraine war where we have 10% of the global workforce

In particular, the Committee took account of the CEO's exceptional leadership and social responsibility in facing the ongoing Ukraine crisis. Playtech has over 700 employees (10%+ of the global workforce) in Ukraine, and, before and during the invasion, Playtech's Crisis Management Group has worked 24/7 to look after our workforce, provide relocation opportunities to adjacent countries and provide humanitarian support whilst ensuring the business continues to operate. The Committee is proud of Playtech's response to this awful situation. Finally, it should be noted that the above has been achieved against the backdrop of continued corporate activity and takeover approaches which have understandably consumed large amounts of management time, whilst continuing to deliver record financial results.

In this context and recognising the significant progress made in respect of the key strategic, operational and ESG objectives of the Company, the Committee determined to pay a maximum bonus in respect of these objectives. When combined with the maximum payout achieved under the financial targets, the overall bonus payout for the CEO and former CFO was 100% of maximum.

This amounted to £1.6 million (2021: £1.6m) for the CEO and £613k (2021: £549k) for the former CFO. As set out above, the Remuneration Committee determined to not pro-rate the bonus for the former CFO in recognition that he was actively employed during the whole financial year, in reflection of the Board's request for him to remain in the business to support an orderly transition.

No bonus was payable to the new CFO under this plan in respect of the one month of the year served as a Director.

In line with the remuneration policy, 33.3% of the annual bonus payment to the CEO will be deferred into shares. In light of the exceptional Company performance and Andrew Smith's commitment to the Company until the year end, the Committee determined that the annual bonus would be paid in cash for the former CFO.

LTIPs

The LTIP granted in 2020 which will vest in October 2023 is subject to Adjusted Diluted EPS (25%) and relative TSR (75%) performance. Adjusted Diluted EPS for the financial year ending 31 December 2022 was 51.5 Euro cents, which will result in vesting of 93.4% of the EPS element. As at 31 December 2022, the performance period for the relative TSR component of the LTIP is not yet complete (26 October 2020 – 25 October 2023), and therefore an estimate of the vesting under this element of 50% of maximum has been provided at year end. Following the end of the performance period, the final vesting level will be calculated and the corresponding LTIP amounts disclosed in the single figure table for financial year ending 31 December 2022 will be updated in the 2023 Directors' Remuneration Report to reflect the final outcome.

These awards are also subject to a two-year post vesting holding period, in line with the Policy.

The Committee recognises that the CEO also has a one-off equity incentive scheme that was approved by shareholders in 2019. This partially lapsed during 2022 as a consequence of the share price not reaching the £8 share price targets set in 2019. Full details are set out in the Annual Report on Remuneration.

How we will operate the Policy in 2023

Base salary

The average salary increase for 2023 awarded to those employees across the UK workforce who were eligible to receive a salary increase was 8.1% as a consequence of the rising demand for suitably qualified technology staff, together with the increased rate of inflation. The Committee is very conscious that the effects of inflationary pressures affect the lower paid employees the most, and so decided that all Board members and senior staff (and therefore higher earners) would be limited to an increase of 3.5%. As a consequence, the salary for the CEO increased by 3.5% to £844,000 with effect from 1 January 2023.

As set out above, the new CFO commenced his role on a basic salary of £350,000 (significantly lower than the previous CFO, whose base salary on exit was £445,567), which will increase to £400,000 on 1 July 2023, and then not change until the next review on 1 January 2025.

The Committee has commissioned a market benchmarking exercise for all of the roles within its remit, including those in the wider senior management team, and will reflect on the results of this as well as pay and conditions across the wider workforce when considering any further amendments to salary levels next year.

Annual bonus

The annual bonus opportunity for 2023 will remain unchanged at 200% and 150% of salary for the CEO and CFO respectively. Financial performance will continue to drive 70% of the bonus and will be split 50% EBITDA and 20% cash flow. We have set stretching targets for both measures in an inflationary year facing a cost of living crisis, material rises in energy costs and the ongoing war in Ukraine (where we employ over 700 people), with target performance set above market consensus on 25 January 2023 (the date of the meeting of the Remuneration Committee when the targets were set) and with maximum for achieving a material increase above consensus. The remaining 30% of the bonus will be based on key strategic targets which will again include ESG measures relating to safer gambling, diversity and reduction of the Company's Scope 1, Scope 2 and supply chain emissions. The targets will have a graduated approach to differentiating between good and excellent performance, with full disclosure in next year's Annual Report.

In line with the Directors' Remuneration Policy, 33.3% of any annual bonus payment will be deferred into shares for two years.

Statement by the Committee Chairman continued

LTIP award

Following expiry of the previous scheme, shareholders approved a new ten-year LTIP scheme at the 2022 Annual General Meeting.

It is the intention of the Company to grant LTIP awards to the Executive Directors, senior management and staff in respect of 2023 as soon as practicable following the publication of the 2022 Annual Results.

Pension

Following an initial reduction from 20% to 15% effective 1 July 2021, the pension contributions to Executive Directors reduced from 15% to 12.5% of salary effective from 1 July 2022 and to 10% effective from 1 October 2022. They are now aligned with the wider workforce contribution of 7.5% from 1 January 2023.

Concluding remarks

The Committee continues to work hard to improve corporate governance and strengthen the pay for performance culture in the business, whilst materially reducing the fixed pay and pension contributions for the executives. We believe that this is having a significant positive impact on the financial performance of the business, and on delivering initiatives to materially improve shareholder returns.

The Committee and I hope that you find the information in this report helpful and informative, and we welcome any comments or questions ahead of the 2023 AGM.

Ian Penrose
Chairman of the Remuneration Committee
23 March 2023

Summary of Directors' Remuneration Policy

Approved at 2021 AGM

The Directors' Remuneration Policy was approved by shareholders at the AGM on 26 May 2021 (75.47% of votes cast being in favour) and became effective from that date. There are no proposals to amend the Directors' Remuneration Policy at the 2023 AGM.

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 2020 Annual Report, which can be found in the "Investors" section under "Annual Reports" on the Company's corporate website (www.playtech.com).

Remuneration philosophy

Our Remuneration Policy is designed to reward the contributions of senior management as well as incentivise it to drive shareholder returns, and to maintain and enhance Playtech's position as the software and services provider of choice to the gambling sector.

Remuneration is delivered via fixed remuneration and simple and transparent incentive-based plans enabling the Executive Directors to be rewarded for delivering strong financial performance and sustainable returns to shareholders. In a fast-moving sector such as ours we need to apply the Policy flexibly in order to deliver the right level of overall pay to Directors.

Considerations when forming the Remuneration Policy

This Policy has been formed in accordance with the principles and provisions in the Code. The table below sets out how the Committee has addressed various aspects in the Code:

- Clarity – The Committee's policy has been clearly set out in this report, the individual elements of remuneration and their operation
- Simplicity – This proposed Policy is well understood by both management and shareholders and aligns to typical market practice
- Risk – The Committee believes that the incentive structure does not encourage undue risk taking. There are a number of mechanisms available to the Committee, including discretions and malus and clawback provisions within incentive plans, that allow adjustment in the case that the Committee believes the outcomes are excessive
- Predictability – The Policy table and the illustrations of remuneration provide an illustration of potential levels of remuneration that may result from the application of the Policy under different performance scenarios. The Committee believes that the range of remuneration scenarios is appropriate for the roles and responsibilities of the Executive Directors, based on the performance required for incentive awards to pay out
- Proportionality – The Policy has been designed to give appropriate flexibility in operation, particularly in relation to incentive plan metrics, which allows the Committee to implement the Policy from year to year using the metrics that align with the Group's strategy. Furthermore, the Policy contains discretion to allow the Committee to adjust remuneration outcomes to ensure that they are reflective of overall performance in the short and long term
- Alignment to culture – As well as aligning with the strategy of the business, the Policy has been formed to allow focus on broader stakeholders. In particular, there is an increased focus on employee and shareholder engagement through incentive metrics and Committee discretion

Remuneration Policy for Executive Directors

The following table summarises each element of remuneration, how it supports the Company's short and long-term strategic objectives and changes the Committee is proposing to the current Policy based on shareholder feedback.

Element of remuneration	Short-term and long-term strategic objectives	Operation	Opportunity	Framework to assess performance
Base salary	To attract, retain and motivate high calibre individuals for the role and duties required To provide a market competitive salary relative to the external market To reflect appropriate skills, development and experience over time	Normally reviewed annually by the Remuneration Committee, with any increases typically effective in January 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 Executive Directors decide the currency of payment once every three years (which can be in Pound Sterling, US Dollars or Euros) with the exchange rate being fixed at that time	Other than when an executive changes roles or responsibilities, or when there are changes to the size and complexity of the business, annual increases will not exceed the general level of increases for the Group's employees, taking into account the country where the executive ordinarily works If a significant adjustment is required, this may be spread over a period of time	n/a

Summary of Directors' Remuneration Policy continued

Approved at 2021 AGM

Remuneration Policy for Executive Directors continued

Element of remuneration	Short-term and long-term strategic objectives	Operation	Opportunity	Framework to assess performance
Benefits	To help attract and retain high calibre individuals	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	n/a	n/a
Annual bonus	Clear and direct incentive linked to annual performance targets Incentivise annual delivery of financial measures and personal performance Corporate measures selected consistent with and complement the budget and strategic plan	Paid in cash and shares 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	200% of salary for the CEO and 150% of salary for other Executive Directors 33.3% of any payment is normally deferred into shares for two years which are subject to recovery provisions	Performance measured over one year Based on a mixture of financial performance and performance against strategic objectives Normally, at least 70% of the bonus will be dependent on financial performance Bonus is paid on a sliding scale of 0% for threshold increasing to 100% for maximum performance
Long Term Incentive Plan (LTIP)	Aligned to key strategic objective of delivering strong returns to shareholders and earnings performance	Grant of performance shares, restricted shares or options Two-year holding period will be applied to vested shares (from 2019 awards), subject to any sales required to satisfy tax obligations on vesting Clawback and malus provisions apply whereby awards may be required to be repaid for instances of financial misstatement, misconduct, error, serious reputational damage and corporate failure	Maximum opportunity of 250% of salary with normal grants of 200% and 150% of salary in performance shares for the CEO and other Executive Directors respectively	Performance measured over three years Performance targets aligned with the Group's strategy of delivering strong returns to shareholders and earnings performance 25% of the awards vest for threshold performance

Element of remuneration	Short-term and long-term strategic objectives	Operation	Opportunity	Framework to assess performance
Pension	Provide retirement benefits	Provision of cash allowance	Pension contributions for existing Executive Directors will be as follows: • 20% until 30 June 2021 • 15% effective from 1 July 2021 • 12.5% effective from 1 July 2022 • 10% effective from 1 October 2022 • From 1 January 2023, alignment with the wider workforce Pension for new 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	n/a
Share ownership guidelines	The Company has a policy of encouraging Directors to build a shareholding in the Company	Executive Directors are expected to accumulate a shareholding in the Company's shares to the value of at least 200% of their base salary 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 and LTIP until the minimum shareholding guideline has been achieved 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)	n/a	n/a
Non-executive Directors	To provide a competitive fee for the performance of NED duties, sufficient to attract high calibre individuals to the role	Fees are set in conjunction with the duties undertaken Additional fees may be paid on a pro-rata basis if there is a material increase in time commitment and the Board wishes to recognise this additional workload Any reasonable business-related expenses (including tax thereon) which are determined to be a taxable benefit can be reimbursed	Other than when an individual changes roles or where benchmarking indicates fees require realignment, annual increases will not exceed the general level of increases for the Group's employees	n/a

Summary of Directors' Remuneration Policy continued

Approved at 2021 AGM

Consideration of employment conditions elsewhere in the Company when setting Directors' pay

The Remuneration Committee, when setting the Policy for Executive Directors, takes into consideration the pay and employment conditions through the Company as a whole.

In determining salary increases for Executive Directors, the Committee considers the general level of salary increase across the Company. Typically, salary increases will be aligned with those received elsewhere in the Company unless the Remuneration Committee considers that specific circumstances exist (as mentioned in the Policy table) which require a different level of salary increase for Executive Directors.

As part of the Committee's wider remit under the Code, the Committee will continue to monitor pay policies and practices within the wider Group and to provide input and challenge in respect of current policies and practices as well as any proposed future review and changes to ensure that they are appropriate, fair and aligned to the Company's remuneration principles and support the culture and growth of the business.

With respect to employee engagement, the Chairman of the Remuneration Committee (and the wider Board) engages with the CEO of Snaitech, the COO of our B2B activities together with the Global Head of Human Resources on strategic and operational issues affecting and of interest to the workforce, including remuneration, talent pipeline and diversity and inclusion.

The Committee's policy is that annual salary increases for Executive Directors will not generally exceed the average annual salary increase for the wider employee population determined with reference to the country in which the Executive ordinarily works, unless there is a particular reason for any increase, such as a change in the Executive's roles and responsibilities or a change in the size and complexity of the business.

The Committee also considers external market benchmarking to inform the Executive's remuneration. External market benchmarking is also considered in relation to remuneration decisions of the wider workforce.

Consideration of shareholders' views

The Company is committed to engagement with shareholders and has engaged extensively on remuneration and other issues since the 2022 AGM, particularly as a consequence of the corporate activity. Shareholders provided valuable input into the Company's Remuneration Policy.

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)

	Mor Weizer		Andrew Smith (former CFO)		Chris McGinnis	
Executive Director	2022	2021	2022	2021	2022	2021
Salary[1]	816,000	800,000	408,437	430,500	33,205	—
Bonus[2]	1,632,000	1,600,000	612,655	548,888	—	—
Annual long-term incentive[3,4]	1,690,979	1,440,661	208,857	452,710	253,645	—
One-off long-term incentive[5]	—	5,114,000	—	—	—	—
Benefits[6]	38,271	34,633	31,898	33,637	260	—
Pension	107,100	156,667	56,624	82,604	2,490	—
Total emoluments	4,284,351	9,145,961	1,318,471	1,548,339	289,600	—
Total fixed pay	961,371	991,300	496,959	546,741	35,956	—
Total variable pay	3,322,979	8,154,661	821,512	1,001,598	253,645	—

Directors' emoluments (restated in €) (audited)

	Mor Weizer		Andrew Smith (former CFO)		Chris McGinnis	
Executive Director	2022	2021	2022	2021	2022	2021
Salary[1]	957,443	932,921	478,802	501,936	37,703	—
Bonus[2]	1,914,886	1,906,208	713,094	653,934	—	—
Annual long-term incentive[3,4]	1,906,920	1,727,051	243,097	542,704	286,036	—
One-off long-term incentive[5]	—	6,013,000	—	—	—	—
Benefits[6]	44,798	40,367	37,469	39,987	294	—
Pension	125,895	182,230	66,434	96,091	2,816	—
Total emoluments	4,949,943	10,801,777	1,538,896	1,834,650	326,849	—
Total fixed pay	1,128,137	1,155,518	582,705	638,014	40,814	—
Total variable pay	3,821,806	9,646,259	956,191	1,196,638	286,036	—

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. The Committee reviewed the Executive Directors' salaries with effect from 1 January 2022. It was decided that Mor Weizer and Andrew Smith's salary would be increased by 2% and 3.5% respectively. Chris McGinnis was appointed to the Board on 28 November 2022 on a base salary of £350,000 and therefore the amounts disclosed are in respect of the period he served as a Director.

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 2021 and 31 December 2022 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. Chris McGinnis was appointed to the Board on 28 November 2022 but did not receive a bonus in respect of the period he served as a Director.

3 The LTIP awards granted in February 2019 vested subject to performance conditions measured over a three-year period from 1 January 2019 to 31 December 2021. As a result of the performance conditions being partially met, 46.16% of the award will vest. This performance outcome corresponds to a total of 217,787 and 68,437 nil cost options for Mor Weizer and Andrew Smith. The value included in the table is therefore £1,440,661 (€1,727,051) and £452,710 (€542,704), based on the share price on vesting (1 March 2022) of £6.615 (€7.93), of which £520,729 (€653,361) and £163,632 (€205,310) relates to share price appreciation respectively.

4 The LTIP awards granted in October 2020 vest after three years subject to an EPS performance condition (measured over a three-year period from 1 January 2020 to 31 December 2022) and relative TSR performance conditions (measured over a three-year period from 26 October 2020 to 25 October 2023). Based on performance to 31 December 2022, the final vesting outcome under the EPS condition is 93.4%. However, as we are still partway through the performance period for the relative TSR performance condition, we have used an estimate of the vesting as at 31 December 2022 (equal to 50% of the relative TSR element, 37.5% of the overall award). Considering both the EPS and estimated relative TSR outcomes, 60.9% of the award is estimated to vest. This performance outcome corresponds to a total of 332,216 and 49,832 nil cost options for Mor Weizer and Chris McGinnis respectively. The value included in the table for Mor and Chris is therefore £1,690,979 (€1,906,920) and £253,645 (€286,036), based on the share price on 31 December 2022 of £5.09 (€5.74), of which £474,072 (€564,767) and £71,110 (€84,714) relates to share price appreciation respectively. Further details on the estimated LTIP outcomes for the 2022 awards are set out on pages 121 and 122. As part of the settlement agreement with Andrew Smith, the Committee determined to settle the in-flight 2022 LTIP award via a payment of £208,857, based on the time pro-ration between the grant date and the end of his notice period.

5 No awards that were granted to Mor Weizer in December 2019 vested in 2022, compared to 700,000 options that vested in 2021 partially vested during the 2021 financial year, with 300,000 options vesting on 26 November 2021 and 400,000 options vesting on 14 December 2021. The value included in the table is therefore £2,208,000 (€2,601,000) and £2,906,000 (€3,412,000) respectively, based on the share prices on vesting of £7.36 (€8.67) and £7.265 (€8.53), of which £1,050,300 (€1,251,000) and £1,362,400 (€1,612,000) relates to share price appreciation.

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

Annual report on remuneration continued

Non-executive Directors' emoluments (in £) (audited)[4,5]

Director	Fees 2022	Fees 2021	Annual bonus[2] 2022	Annual bonus[2] 2021	Benefits 2022	Benefits 2021	Pension 2022	Pension 2021	Total emoluments 2022	Total emoluments 2021
Brian Mattingley[1]	**470,000**	277,167	—	—	—	—	—	—	**470,000**	277,167
Ian Penrose[3]	**262,000**	233,219	—	—	—	—	—	—	**262,000**	233,219
Anna Massion[3]	**252,000**	230,719	—	—	—	—	—	—	**252,000**	230,719
John Krumins[3]	**252,000**	230,719	—	—	—	—	—	—	**252,000**	230,719
Linda Marston-Weston[1]	**252,000**	70,000	—	—	—	—	—	—	**252,000**	70,000

Non-executive Directors' emoluments (in €) (audited)[4,5]

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

Director	Fees 2022	Fees 2021	Annual bonus[2] 2022	Annual bonus[2] 2021	Benefits 2022	Benefits 2021	Pension 2022	Pension 2021	Total emoluments 2022	Total emoluments 2021
Brian Mattingley[1]	**545,963**	326,876	—	—	—	—	—	—	**545,963**	326,876
Ian Penrose[3]	**301,726**	275,111	—	—	—	—	—	—	**301,726**	275,111
Anna Massion[3]	**290,041**	272,108	—	—	—	—	—	—	**290,041**	272,108
John Krumins[3]	**290,041**	272,108	—	—	—	—	—	—	**290,041**	272,108
Linda Marston-Weston[1]	**290,041**	83,126	—	—	—	—	—	—	**290,041**	83,126

1 Brian Mattingley was appointed as Chairman of the Board on 1 June 2021 and Linda Marston-Weston joined the Board on 1 October 2021.

2 Non-executive Directors are not eligible to receive any variable pay under the Remuneration Policy and thus received no variable pay during 2021 and 2022.

3 It should also be noted that Ian Penrose, Anna Massion and John Krumins each waived 20% of their fees for five months in 2020 to support the business during the COVID-19 outbreak; however, this was later repaid in February 2021, once the Group's improved financial performance showed consistent sustainability (the share price had returned to levels last seen in autumn 2018). This is included within the table above.

4 The Non-executive Directors did not receive an increase in the year, having had their fees amended on 1 October 2021. Ian Penrose was appointed as Senior Independent Director, effective from 1 October 2021.

5 The Chairman and Non-executive Directors received additional fees in respect of the significant additional work performed in the year, arising from the intense and lengthy corporate activity and global regulatory work. It is estimated that each of the Chairman and Non-executive Directors spent at least an additional 32 days working in 2022 over and above their contracted days. As such, it was determined that an additional fee equating to £132,000 (2021: £120,000) would be payable. This amount was based on the annual fee level for the Senior Independent Director, and then scaled back so that the amount was no more than 10% above the additional fees paid in respect of 2021, despite the more than 50% increase in additional days' work/commitment. It is not anticipated that additional fees will be payable in respect of 2023. The amounts included in the table above in respect of 2021 have been updated to reflect the additional amounts paid in 2022 in respect of additional work completed during 2021.

Determination of 2021 bonus

In accordance with the Company's Remuneration Policy, the CEO and CFO had the opportunity to earn a bonus in respect of 2021 of 200% and 150% of salary respectively. 2021 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 (70%)						
Adjusted EBITDA (€'m)	50%	347.0	401.5	405.6	50%	50%
Cash flow (€'m)	20%	292.0	338.0	396.9	20%	20%
Strategic and non-financial (30%)	30%		See below		30%	30%
Total	100%				100%	100%

As set out in the 2021 Directors' Remuneration Report, the financial performance targets were divided this year between Adjusted EBITDA and cash flow, with 50% and 20% weightings respectively. The targets for Adjusted EBITDA and cash flow were set cognisant of analyst consensus as at January 2022.

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 2022, the Committee and Board took into consideration both consensus estimates and internal forecasts.

The financial performance of Playtech was strong in 2022, despite the enormous distractions and challenges faced due to the lengthy takeover activity and corporate transactions.

At the beginning of the year, the Committee set challenging metrics for the Executive Directors and reviewed the approach to calibrating performance targets, Following this review, the Committee determined to increase the level of stretch within the targets such that the level of performance required to achieve maximum payouts under the financial targets was to exceed target by 10%. This was an increase on the approach taken in 2021 which required a 5% outperformance of target to achieve maximum payout.

Cognisant of consensus forecasts for EBITDA (€331 million), the Committee set target EBITDA (equivalent to a 50% payout under the EBITDA element) at €365 million (10% above consensus), and maximum payout for delivering 110% of target EBITDA of €401.5 million (21% above consensus). Similarly, with consensus forecasts for cash generation being €284 million, the target cash generation was set at €307 million, and maximum payout at €338 million. EBITDA and cash generation was €405.6 million and €396.9 million respectively, which resulted in a maximum payout under both the EBITDA and cash generation elements of the bonus.

The non-financial performance targets (representing 30% of the total bonus potential) were selected to underpin key strategic objectives of the Group aligned with the business strategy. The Group made good progress against many of the key strategic and operational objectives set at the beginning of the year. The CEO was tasked with completing the disposal of the Finalto business (2.5%), accelerating the performance and market positioning of the LATAM business (5%), continuing to drive the digital growth/channel shift in Snaitech to improve the quality of earnings and therefore value (7.5%), and accelerating Playtech's position in the rapidly growing market in the United States (5%). The former CFO was tasked with improving the structure and efficiency of the balance sheet (10%), supporting the CEO on certain strategic initiatives (5%), and to commence the overview of the business integration and efficiency plan to drive material cost efficiencies and additional cash generation in 2023 and particularly 2024 (5%).

In addition, for both the CEO and former CFO, 10% (out of the 30% potential for non-financial performance measures) was allocated towards ESG targets. This was a new criteria introduced in 2022, and is being extended to all members of the senior management team in 2023. These were:

- Safer gambling – continued uptake and development of Playtech Protect solutions and safer gambling features.
- Environment – continued progress towards our stated emissions reduction target of 40% scope 1 and 2 emissions target by 2025 (on a 2018 baseline) and supply chain emissions reduction as compared to a 2020 baseline.
- DEI targets – annual progress towards increasing female leadership to 35% from a 2021 baseline.
- Reputation, ethics and Compliance – no new material ESG, ethical or compliance breaches resulting in significant reputational damage for the Group.

In particular, the Committee took account of the CEO's exceptional leadership and social responsibility in facing the ongoing Ukraine crisis. Playtech has over 700 employees (10%+ of the global workforce) in Ukraine, and, before and during the invasion, Playtech's Crisis Management Group has worked 24/7 to look after our workforce, provide relocation opportunities to adjacent countries and provide humanitarian support whilst ensuring the business continues to operate. The Committee is proud of Playtech's response to this awful situation. Finally, it should be noted that the above has been achieved against the backdrop of continued corporate activity and takeover approaches which have understandably consumed large amounts of management time, whilst continuing to deliver record financial results.

In this context and recognising the significant progress made in respect of the key strategic, operational and ESG objectives of the Company, the Committee determined to pay a maximum bonus in respect of these objectives. When combined with the maximum payout achieved under the financial targets, the overall bonus payout for the CEO and former CFO was 100% of maximum.

This amounted to £1.6 million (2021: £1.6m) for the CEO, £613k (2021: £549k) for the former CFO. As set out in Chair's statement, the Remuneration Committee determined to not pro-rate the bonus for the former CFO in recognition that he was actively employed during the whole financial year, in reflection of the Board's request to remain in the business to support an orderly transition.

No bonus was payable to the new CFO in respect of the one month of the year served as a Director.

In line with the Policy, 33.3% of these payments will be deferred into shares for two years for the CEO. In light of the exceptional Company performance and Andrew Smith's commitment to the Company until the year end, the Committee determined that the annual bonus would be paid in cash for the former CFO.

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 vesting in the year

The LTIP awards granted in October 2020 will vest subject to an EPS performance condition (measured over a three-year period from 1 January 2020 to 31 December 2022) and relative TSR performance conditions (measured over a three-year period from 26 October 2020 to 25 October 2023). Based on performance to 31 December 2022, the outcome is expected to be as follows:

	Weighting	% of award vesting for threshold performance	Threshold performance	Maximum performance	Actual performance	Outcome (% of maximum)
Relative TSR – FTSE 250 index (excluding investment trusts) (Estimate as at 31 December 2022)	37.5%	25%	0.3% (median)	32.9% (upper quartile)	42.9%	100%
Relative TSR – bespoke (Estimate as at 31 December 2022)[1]	37.5%	25%	52.9% (median)	60.9% (upper quartile)		0%
Adjusted Diluted EPS (Final)	25%	25%	36 Euro cents		51.5 Euro cents	93.38%
Total	100%					60.85%

1 The bespoke peer group for the 2020 LTIP awards consisted of 888 Holdings plc, Betsson AB (B shares), Entain plc, International Game Technology plc, Gamesys Group plc, Kindred Group plc, Greek Organization of Football Prognostics S.A. (OPAP S.A.), Flutter Entertainment plc, Rank Group plc, Sportech plc and William Hill plc.

Awards for Mor Weizer and Andrew Smith vested on 1 March 2022 as follows:

Director	Original number of awards granted	Number of awards vested	Total value[1]	Total value due to share price appreciation[2]
Mor Weizer	546,000	332,216	£1,690,979	£474,072
Andrew Smith	81,900	49,832	£253,645	£71,110

1 Based on the share price of £5.09 as at 31 December 2022.

2 Calculated as the share price on 31 December 2022 of £5.09 less the share price on the date of grant of £3.663.

The awards are also subject to a two-year retention period post vesting.

Annual report on remuneration continued

LTIP vesting in the year continued

As part of the settlement agreement with Andrew Smith, the Committee determined to settle the in-flight 2022 LTIP award via a cash payment of £208,857, based on the time pro-ration between the grant date and the end of his notice period. The Committee determined that this was appropriate as the granting of the award was delayed from the normal timescales as a result of continued corporate activity that resulted in a close period of over 12 months.

One-off award approved by shareholders in 2019

Tranche	Number of awards granted	Share price target	Performance period (years)	Share price target achieved	Vesting date
A	300,000	£6.00	3	Yes	26/11/2021
B	400,000	£7.00	3	Yes	14/12/2021
C	500,000	£8.00	3	No	Lapsed
D	700,000	£12.00	5	No	N/A

Accordingly, tranche C lapsed during the year as a result of the share price target of £8.00 not being met. Tranche D has until 19 December 2024 to be achieved.

LTIP awards (audited)

On 19 August 2022 the following awards were made to the Executive Directors (including Chris McGinnis prior to his appointment as a Director) under the LTIP:

Director	Type of award	Total number of awards	Aggregate market value (£)[1]
Mor Weizer	Nil cost option	351,724	1,632,000
Andrew Smith	Nil cost option	144,041	668,350
Chris McGinnis	Cash-based award	—	300,000

Awards represented 200% of salary for Mor Weizer and 150% of salary for Andrew Smith based on a share price on grant of 464 pence. There has been no change in the exercise price or date since the awards were granted.

The 2022 LTIP awards for Mor Weizer and Andrew Smith are subject to the following performance conditions:

Measure	Weighting	% of award vesting for threshold performance	Threshold	Maximum	Performance period
EPS growth	25%	0%	10% p.a. compounded	15% p.a. compounded	01.01.2022-31.12.2024
Relative TSR – FTSE 250 (excluding investment trusts)	37.5%	25%	Median of the comparator group	Upper quartile of the comparator group	19.08.2022-18.08.2025
Relative TSR – Bespoke Peer Group[1]	37.5%	25%	Median of the comparator group	Upper quartile of the comparator group	19.08.2022-18.08.2025

1 The bespoke peer group for the 2022 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.

For Chris McGinnis, the award is subject to the following performance conditions:

Measure	Weighting	% of award vesting for threshold performance	Threshold	Maximum	Performance period
Adjusted EBITDA growth	25%	0%	10% p.a. compounded	15% p.a. compounded	01.01.2022-31.12.2024
Relative TSR – FTSE 250 (excluding investment trusts)	37.5%	25%	Median of the comparator group	Upper quartile of the comparator group	19.08.2022-18.08.2025
Relative TSR – Bespoke Peer Group[1]	37.5%	25%	Median of the comparator group	Upper quartile of the comparator group	19.08.2022-18.08.2025

1 As set out above.

For performance between threshold and maximum, vesting will be determined on a straight-line basis. Any vesting will further be dependent on the Committee ensuring that the level of TSR performance achieved is consistent with the underlying performance of Playtech over the performance period.

Leaving arrangements for former CFO

Andrew Smith stepped down from the Board at the end of November 2022, and had contributed fully to the record performance of the business in the year.

The Board wanted Chris McGinnis to be appointed as the CFO at the end of November 2022 to allow him time to be fully prepared for the year end. However, the Board asked Andrew Smith to remain involved in the business during December, and to be available to the business in the first half of 2023 (during his six-month notice period) to assist in an orderly transition at this important time for year-end financial reporting and controls. As a consequence, when assessing the compensation for loss of office, the Remuneration Committee treated Andrew Smith as giving his notice on 31 December 2022 and being available for work during his notice period.

The Remuneration Committee determined the following treatment to his variable remuneration.

2022 annual bonus
As Andrew Smith actively worked for the whole of the financial year due to providing ongoing support during December 2022, the Remuneration Committee determined that he would be entitled to a full year's annual bonus with no time pro-ration to reflect his time served during the year as a Director. Following the normal assessment of performance, Andrew Smith received an annual bonus payment of £668,351, of which £55,696 (1 month) was in respect of the period of employment whilst not a Director.

2020 LTIP
The in-flight LTIP award that was granted in October 2020 will vest in accordance with the normal timescales and be subject to performance. Given that the granting of these awards was delayed from the usual grant date in March due to the Remuneration Committee pausing the grant due to the impact of COVID-19, it was agreed that the time pro-rating for this award would be disapplied as Andrew Smith will have served a full three-year term based on the normal LTIP grant cycle, taking into account his notice period.

In addition, as part of the settlement agreement, it was agreed that the 2020 LTIP award would be underpinned to vest at least equal to two thirds of maximum for Andrew Smith, cognisant of an interim assessment of performance as at the date of his stepping down from the Board (c.92% of maximum vesting).

The value of this award at vesting will be disclosed in the 2023 Directors' Remuneration Report.

Compensation for Loss of Office
The Compensation for Loss of Office is set out below:

- £222,783 in respect of salary between 1 December 2022 and 31 May 2023, of which £185,653 relates to the financial year ending 31 December 2023.
- £45,690 in respect of pension and benefits between 1 December 2022 and 31 May 2023, of which £38,074 relates to the financial year ending 31 December 2023.
- £37,131 payable on 31 May 2023 in respect of the employee's loss of employment rights.

No payments other than those set out above were made to past Directors in 2022.

Implementation of Policy for 2023

This section sets out the proposed implementation of the Directors' Remuneration Policy in 2023. The proposed implementation does not contain any deviations from the Directors' Remuneration Policy approved by shareholders at the 2021 AGM.

Salary and fee review
As stated last year, salary reviews for the Executive Directors take place at the beginning of the calendar year as this will result in the alignment of salary reviews with the Company's financial year.

Accordingly, the Committee reviewed the salary for Mr Weizer, and it was decided that Mr Weizer would receive a salary increase of 3.5%, effective from 1 January 2023. The average salary increase for 2023 awarded to those employees across the UK workforce who were eligible for a salary increase was 8.1%. As stated previously, Mr McGinnis, who was appointed CFO on 28 November 2022, did not receive a salary increase on 1 January 2023, but will receive an increase to £400,000 on 1 July 2023. He will then not receive an increase until 1 January 2025.

The Committee has commissioned a market benchmarking exercise for all of the roles within its remit, including those in the wider senior management team, and will reflect on the results of this as well as pay and conditions across the wider workforce when considering any further amendments to salary levels next year.

It was also determined that the fee for the Chairman should increase by 3.5%, in line with the CEO and significantly below the 8.1% average salary increase awarded to those employees across the UK workforce who were eligible for a salary increase. The Board decided that the fees for the Non-executive Directors and Senior Independent Director should be increased, proportionate with the increased time commitment of these roles to reflect their close involvement in improved business performance, with improved oversight in the running of the business and focus on improving governance across the business, committees and global regulation. The Board wanted to maintain the current high level of engagement of the NEDs in the business, both in the UK and overseas, and to stop the payment of additional fees for additional time spent, except in exceptional circumstances.

As such, the current basic salary levels of the Executive and Non-executive Directors from 1 January 2023 (together with the Euro equivalent at 31 December 2022 based on the exchange rate between Sterling and Euro used in the accounts) are:

- Mor Weizer: £844,560 (€971,515);
- Chris McGinnis: £350,000 (€402,612).
- Chairman: £350,000 (€402,612);
- Non-executive Director base fee: £140,000 (€160,771);
- Additional Committee Chair fee: £15,000 (€17,255); and
- Senior Independent Director fee: £160,000 (€184,051).

Benefits
Benefit will continue to be 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 2023, bonuses for the Executive Directors will be based on the following:

	Weighting	Performance target
Adjusted EBITDA	50%	Commercially confidential
Cash flow	20%	Commercially confidential
Non-financial and strategic objectives	30%	Commercially confidential

The Adjusted EBITDA and cash flow targets have been set above City consensus in line with the business plan. Maximum payout for achieving the financial targets has been set for achieving 110% of the stretching target level. 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.

Following the successful introduction of ESG measures in 2022, the Committee has again set ESG measures for the 2023 bonus, including measures relating to safer gambling, diversity and reduction of the Company's Scope 1, Scope 2 and supply chain emissions.

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.

Annual report on remuneration continued

Implementation of Policy for 2023 continued

Annual bonus continued
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.

Long Term Incentive Plan (LTIP)
In line with the normal schedule, the Committee intends to grant LTIP awards this year at 200% of salary for the CEO and 150% for the CFO.

Awards made to Executive Directors will vest on the third anniversary of grant subject to (i) participants remaining in employment (other than in certain "good leaver" circumstances) and (ii) achievement of challenging performance targets. The awards will be subject to relative TSR and adjusted EPS performance. Full details of the performance targets will be disclosed at the time the awards are made and will be in line with the current Remuneration Policy.

Any vesting will also be dependent on the Committee ensuring that the level of performance achieved is consistent with the underlying financial performance of Playtech over the performance period.

LTIP awards will be subject to a two-year retention period post vesting.

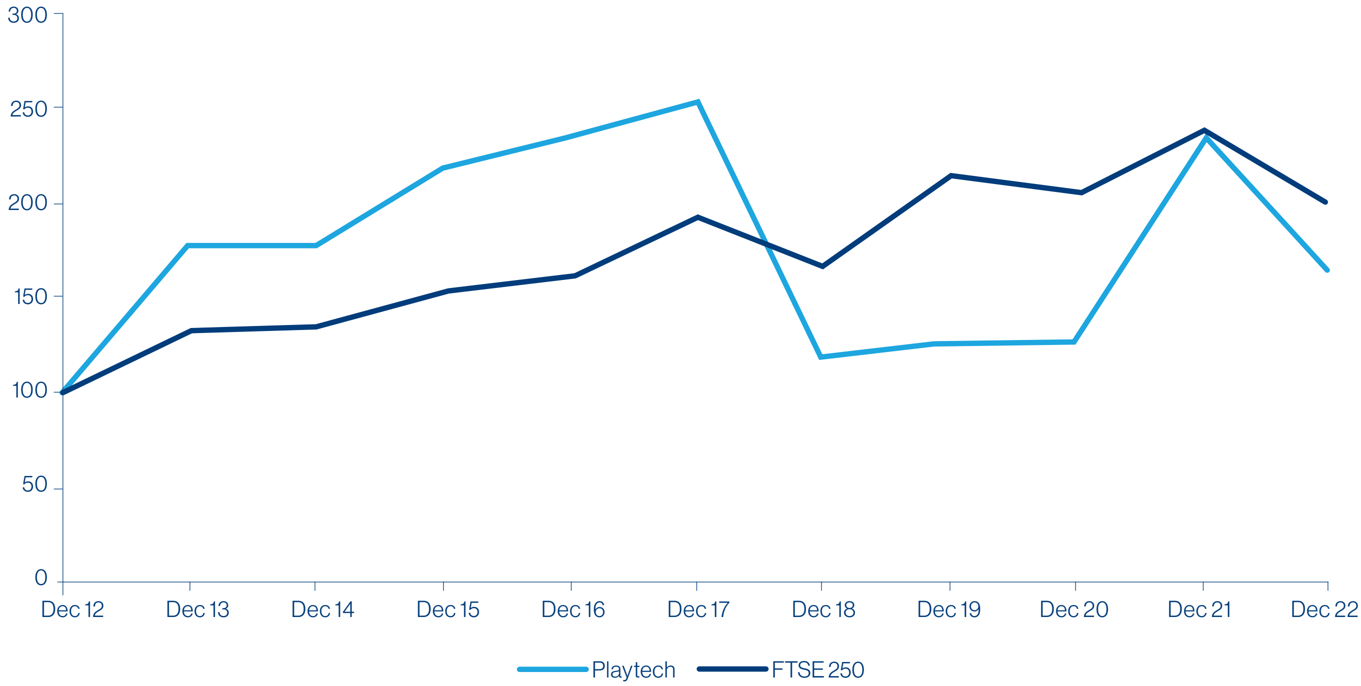
LTIP awards will be subject to recovery and withholding provisions in relation to material misstatement, gross misconduct or material error in calculation, for a serious reputational event and in the event of corporate failure. These provisions will apply for a period of three years post vesting.

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 should not exceed 10% over a ten-year period in relation to the Company's issued share capital (or reissue of treasury shares), with a further limitation of 5% in any ten-year period for executive plans. 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. As at 31 December 2022 we hold 2,937.550 Treasury Shares. As at 1 January 2022, we held 2,937,550 shares in Treasury.

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 Mor Weizer 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)	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022
Total remuneration (€'000)	1,381	1,740	2,449	2,346	4,192	2,055	2,931	1,905	10,802	**4,950**
Annual bonus (% of maximum)	100%	100%	87.5%	100%	93%	25%	65%	24%	100%	**100%**
LTIP vesting (% of maximum)[1]	—	—	—	—	70%	22%	—	—	46.16%	**60.9%**

1 As disclosed above, the LTIP award granted in 2020 is based on relative TSR performance until 25 October 2023, and therefore this figure represents the known EPS vesting and an estimate of the relative TSR vesting as at 31 December 2022.

Percentage change in remuneration of Directors compared with employees[1]

The following table sets out the percentage change in the salary/fees, benefits and bonus for each Director from 2020 to 2022 compared 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		
	2019 to 2020	2020 to 2021	2021 to 2022	2019 to 2020	2020 to 2021	2021 to 2022	2019 to 2020	2020 to 2021	2021 to 2022
Executive Directors									
Mor Weizer	0%	-20.0%	+2.0%	+31.6%[3]	-1.6%	+10.5%	-63.1%	+233.3%	+2.0%
Andrew Smith	+2.5%	+0%	-5.1%[4]	+75.3%	-41.0%	-5.2%	-64.3%	+254.2%	+11.6%
Chris McGinnis	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Non-executive Directors[2,5]									
Brian Mattingley	N/A	N/A	+69.6%[6]	N/A	N/A	N/A	N/A	N/A	N/A
Ian Penrose	+2.5%	+116.7%	+12.3%	N/A	N/A	N/A	N/A	N/A	N/A
Anna Massion	+2.5%	+114.4%	+9.2%	N/A	N/A	N/A	N/A	N/A	N/A
John Krumins	+2.5%	+114.4%	+9.2%	N/A	N/A	N/A	N/A	N/A	N/A
Linda Marston-Weston	N/A	N/A	+260.0%[6]	N/A	N/A	N/A	N/A	N/A	N/A
Wider workforce									
Average employee – UK based	+2.7%	+4.5%	+11%	+6%	+0.8%	+9.4%	+22%	-15.6%	+83%

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 percentage change figures shown above between 2020 and 2021 for the Non-executive Directors have been updated to reflect additional fees paid during 2022 in respect of additional time commitment during 2021.

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

4 The decrease in the value of Andrew Smith's salary was due to him stepping down from the Board during the year.

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

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

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 2019 and 2022:

Year	Methodology	25th percentile pay ratio	Median pay ratio	75th percentile pay ratio
2022	**Method A**	**114:1**	**75:1**	**51:1**
2021	Method A	229:1	160:1	107:1
2020	Method A	43:1	31:1	21:1
2019	Method A	73:1	52:1	35:1

The employees included are those employed on 31 December 2022 and remuneration figures are determined with reference to the financial year to 31 December 2022. The CEO is paid in GBP Sterling and the ratios have been calculated using the CEO's 2022 total single figure of remuneration expressed in GBP Sterling (£4.28 million).

Option A, as set out under the reporting regulations, was used to calculate remuneration for 2022, in line with the approach taken in 2021, 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 2021 financial year) as 2022 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.

Annual report on remuneration continued

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

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
2022	£33,000	£37,728	£55,000	£56,860	£75,769	£83,813

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 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	2022 €'m	2021 €'m	Change %
Dividends	—	—	0%
Share buybacks	—	—	0%
Total employee remuneration[1]	435.0	384.6	+13.1%

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 2022	Ordinary shares 2021	Share awards and share options 31 December 2022	Share awards and share options 31 December 2021	Total interests at December 2022
Executive Directors[2,3,4,7]					
Mor Weizer[1,5]	332,050	277,550	2,863,949	3,012,225	3,195,999
Andrew Smith[5,6]	55,143	84,875	256,113	324,550	311,256
Chris McGinnis	5,000	5,000	81,900	122,963	86,900
Non-executive Directors[7]					
Brian Mattingley	—	—	—	—	—
Ian Penrose	17,500	17,500	—	—	17,500
Anna Massion	32,000	32,000	—	—	32,000
John Krumins	18,000	10,000	—	—	18,000
Linda Marston-Weston	—	—	—	—	—

1 The CEO's share ownership is 207% of salary based on the closing share price of 509 pence on 31 December 2022.

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 or the Playtech Long Term Incentive Plan 2022 (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 No LTIP awards were granted in 2021.

5 Mr Weizer and Mr Smith were each granted an award in 2022 over 351,724 and 144,041 shares respectively. The Adjusted EPS performance condition is based over the financial year ending 31 December 2024, whilst the relative TSR performance conditions are based over the period of 19 August 2022 to 18 August 2025 with normal vesting scheduled for 18 August 2025. As set out on page 122, the awards granted to Mr Smith lapsed on cessation as part of the settlement agreement.

6 The figures for Mr Smith have been illustrated at the date at which he stepped down from the Board (28 November 2022).

7 There was no movement in share interests between 31 December 2022 and the date of publication.

Role and membership

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

Details of attendance at the Remuneration Committee meetings are set out on page 101 and their biographies and experience on pages 96 to 97.

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. A benchmarking exercise of the highest paid 20 individuals has recently been undertaken, to provide assurance that the remuneration levels and structures remain appropriate.

During the year the Remuneration Committee received assistance and advice from the Company Secretary, Brian Moore (who is 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 2022, the Committee met ten times, addressing a wide variety of issues, including:

Month	Principal activity
January and February	• Review of bonus and other incentivisation arrangements in relation to Executive Directors and members of senior management • Review of pay increases for 2022 • Consideration of ongoing corporate takeover activity on staff morale and incentivisation with the ongoing close period and uncertain future
May, June and July	• Consideration of voting at AGM
August, September and October	• Discussions to introduce ESG component to senior management team bonuses • Review of long-term bonus proposals for over 400 members of the team • Consideration of remuneration package for the incoming CFO, and the terms of the compensation for loss of office of the former CFO
November and December	• Review of long-term financial and bonus targets for Snaitech in Italy • Consideration of remuneration matters for 2023

External advisers

As a result of PricewaterhouseCoopers LLP's (PwC's) appointment as reporting accountant in relation to Finalto during 2020, the firm stood down as independent adviser to the Committee. Following the completion of the sale of Finalto in 2022, later in 2022 PwC were reappointed as the independent adviser to the Committee. 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 £69,200 on a time and materials basis.

Annual report on remuneration continued

Engagement with shareholders and shareholder voting

At the 2022 AGM the total votes received in favour of resolution for the Remuneration Report were 69.67%. Following the AGM and throughout the year during the takeover period and discussions, the Group has continued to engage with shareholders. The principal reason given by those shareholders who were unable to support the resolutions related to payouts under the one-off equity incentive scheme approved in 2019. Shareholders were more supportive of the changes to remuneration implemented since 2021 and therefore the Committee has not made any changes to how it operates the ongoing Remuneration Policy during 2022.

The Directors' Remuneration Policy and the Directors' Annual Report on Remuneration were each subject to a shareholder vote at the AGM held on 26 May 2021 and 30 June 2022 respectively, the results of which were as follows:

	For	Against	Withheld
Approval of Remuneration Report	166,001,674 (69.67%)	72,258,663 (30.33%)	107,756
Approval of Remuneration Policy	177,453,581 (75.47%)	57,668,932 (24.53%)	155,838

Engagement with the wider workforce

With respect to employee engagement, the Board and Chairman of the Remuneration Committee engages with the COO of B2B, the CEO of Snaitech and Global Head of Human Resources on strategic and operational issues affecting and of interest to the workforce, including remuneration, talent pipeline and diversity and inclusion. The COO and CEO are standing attendees at the Board meetings. 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 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.

Specifically, wide-ranging discussions were held around remuneration, reviewing benchmarking data about the competitiveness of Playtech's basic pay levels compared to peer groups and geographies. Bonus targets and quanta were reviewed to continue to improve the alignment of individual and Group operating and strategic performance. The Committee also took the opportunity to consider the list of team members who historically have been eligible for an LTIP grant, to ensure that this element of aligning employee and shareholder interests remains appropriate. There was significant engagement around the wide-ranging implications of the Takeover Offer by Aristocrat for the Company, the subsequent corporate activity around other potential acquirers, and also around the uncertainties created for the business and its employees by the numerous items of corporate activity that affected the Company throughout much of 2021 and 2022.

Furthermore, and working in conjunction with the ESG Committee, several discussions were held reviewing the Company's approach to diversity and inclusion, followed by setting the Company goals and targets in this area.

During 2022, the Board discussed, reviewed and engaged on a number of stakeholder issues. The material stakeholder topics discussed by the Board in 2022 included:

- executive compensation and pay;
- environmental, social and governance matters;
- developing the business in markets;
- corporate governance;
- diversity;
- inclusion and gender pay gap and regulatory and compliance developments;
- safer gambling;
- data protection;
- environment;
- anti-money laundering and anti-bribery and corruption;
- human rights and modern slavery;
- responsible supply chain and procurement; and
- commercial developments with B2B licensees and third parties.

By order of the Board

Ian Penrose
Chair of the Remuneration Committee
23 March 2023

Directors' report

The Directors are pleased to present to shareholders their report and the audited financial statements for the year ended 31 December 2022.

The Directors' Report should be read in conjunction with the other sections of this Annual Report: the Strategic Report, including Responsible Business and Sustainability Report and the Remuneration Report, all of which are incorporated into this Directors' Report by reference.

The following also form part of this report:

- the reports on corporate governance set out on pages 94 to 134;
- information relating to financial instruments, as provided in the notes to the financial statements; and
- related party transactions as set out in Note 36 to the financial statements.

Annual Report and Accounts

The Directors are aware of their responsibilities in respect of the Annual Report. The Directors consider that the Annual Report, 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 134.

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. As of June 2018, through the acquisition of Snaitech, the Group directly owns and operates a leading sports betting and gaming brand in online and retail in Italy.

Finalto

In September 2021, the Company announced that it had entered into an agreement with a purchaser, an investment vehicle incorporated in the Cayman Islands, to dispose of the Group's Financials Division, named Finalto (formerly TradeTech Group) business for a total consideration of $250 million. The resolution to sell the Finalto business was put to shareholders on 1 December 2021 and was duly passed. In July 2022, the Company announced the completion of an all-cash sale of Finalto to Gopher Investments for an enterprise value of $250 million.

Playtech plc is a public listed company, with a premium listing on the Main Market of the London Stock Exchange. It is incorporated in the Isle of Man and domiciled in the UK.

The information that fulfils the requirement for a management report as required by Rule 4.1.5 of the Disclosure Guidance and Transparency Rules applicable to the Group can be found in the Strategic Report on pages 2 to 92 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 85 to 90 of this Annual Report and details of the policies and the use of financial instruments are set out in Note 5 to the financial statements.

Directors and Directors' indemnity

The Directors of the Company who held office during 2021 and to date are:

	Appointed	Resigned
Brian Mattingley	01.06.2021	—
Mor Weizer	02.05.2007	—
Andrew Smith	10.01.2017	28.11.2022
Ian Penrose	01.09.2018	—
Anna Massion	02.04.2019	—
John Krumins	02.04.2019	—
Linda Marston—Weston	01.10.2021	—
Chris McGinnis	28.11.2022	—
Samy Reeb	04.01.2023	—

All of the current Directors will stand for election and/or re-election at the forthcoming Annual General Meeting to be held on 24 May 2023.

Save as set out in Note 36 to the financial statements, 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 2022 Directors' and Officers' liability insurance in respect of itself and its Directors.

Corporate governance statement

The Disclosure Guidance and Transparency Rules require certain information to be included in a corporate governance statement in the Directors' Report. Information that fulfils the requirements of the corporate governance statement can be found in the Governance Report on pages 94 to 134 and is incorporated into this report by reference.

Disclaimer

The purpose of these financial statements (including this report) is to provide information to the members of the Company. The financial statements have been prepared for, and only for, the members of the Company, as a body, and no other persons. The Company, its Directors and employees, agents and advisers do not accept or assume responsibility to any other person to whom this document is shown or into whose hands it may come and any such responsibility or liability is expressly disclaimed.

The financial statements contain certain forward-looking statements with respect to the operations, performance and financial condition of the Group. By their nature, these statements involve uncertainty since future events and circumstances can cause results and 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 these forward-looking statements. Nothing in this document should be construed as a profit forecast.

Results and dividend

The results of the Group for the year ended 31 December 2022 are set out on pages 144 to 215. The Company is not recommending the payment of a final dividend for the year ended 31 December 2022. This situation will be reviewed throughout 2023.

Directors' report continued

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 6 to the financial statements.

The principal and emerging risks are set out in detail in the Strategic Report on pages 85 to 90 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 2022, 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 assessment considered the current situation around the potential impact of the Ukraine crisis. 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 five-year forecast considering the viability status for the period to December 2027 in accordance with the Group's five-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 91 and 92. Given the above, the Directors continue to adopt the going concern basis in preparing the accounts.

Significant shareholdings

As of 21 March 2023, the Company had been advised of the following significant shareholders each holding more than 3% of the Company's issued share capital, based on 306,356,693 ordinary shares in issue (excluding treasury shares of 2,937,550):

Shareholder	%	No. of ordinary shares
Interactive Brokers (EO)	6.23	19,081,076
Albula Investment Fund	5.42	16,594,432
Setanta Asset Management	4.99	15,307,229
TT Bond Partners	4.97	15,237,921
Future Capital Group	4.90	15,000,000
Paul Suen Cho Hung	4.61	14,115,010
Vanguard Group	4.50	13,784,973
Blackrock	3.89	11,925,947
Dr Choi Chiu Fai Stanley	3.75	11,517,241
Dimensional Fund Advisors	3.38	10,353,214

The persons set out in the table above have notified the Company pursuant to Rule 5 of the Disclosure Guidance and Transparency Rules of their interests in the ordinary share capital of the Company.

The Company has not been notified of any changes to the above shareholders between 21 March 2023 and the date of this report.

Capital structure

As at 28 February 2023, the Company had 309,294,243 issued shares of no-par value, of which 2,937,550 are held as treasury shares. 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 authorities under the Company's articles of association granted at the last Annual General Meeting for the Directors to issue new shares for cash and purchase its own shares remain valid until the forthcoming Annual General Meeting when it is intended that resolutions will be put forward to shareholders to renew the authority for the Company to issue shares for cash and purchase its own shares.

Articles of association

The articles of association contain provisions similar to those which are contained within the articles of association of other companies in the gambling industry, namely to permit the Company to (i) restrict the voting or distribution rights attaching to ordinary shares or (ii) compel the sale of ordinary shares if a "Shareholder Regulatory Event" (as defined in the articles of association) occurs. A Shareholder Regulatory Event would occur if a holder of legal and/or beneficial interests in ordinary shares does not satisfactorily comply with a regulator's request(s) and/or the Company's request(s) in response to regulatory action and/or the regulator considers that such shareholder may not be suitable (a determination which in all practical effects is at the sole discretion of such regulator), to be the holder of legal and/or beneficial interests in ordinary shares. Accordingly, to the extent a relevant threshold of ownership is passed, or to the extent any shareholder may be found by any such regulator to be able to exercise significant and/or relevant financial influence over the Company and is indicated by a regulator to be unsuitable, a holder of an interest in ordinary shares may be subject to such restrictions or compelled to sell its ordinary shares (or have such ordinary shares sold on its behalf).

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 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 he is 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 do so may be disenfranchised by service of a notice by the Board.

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 which 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, for registration; 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 transferor, 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.

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.

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.

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

Subject to the articles of association, the Company may, by ordinary resolution, appoint a person who is willing to act to be 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

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).

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 in relation thereto, remove any Director before the expiration of his period 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 he may have for breach of any contract of service between him and the Company, may (subject to the articles) by ordinary resolution, appoint another person who is willing to act as a Director in his place. A Director may also be removed from office by the service on him of a notice to that effect signed by all the other Directors.

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.

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

Related party transactions

Details of all related party transactions are set out in Note 36 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 2022, the Group made charitable donations of €2.7 million (2021: €6.0 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. In addition, the Group continues to support our employees in Ukraine by meeting the costs for assistance during evacuation and monthly living assistance since then.

The Group made no political donations during this period (2021: €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 46 to 77.

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 2 to 92 and in the statement dealing with our relationship with stakeholders on pages 43 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. 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 43 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

The Company's subsidiary Playtech Holdings Limited has established a branch in Argentina. Playtech Software Limited (UK) has established a branch in Gibraltar. Intelligent Gaming Systems Limited has established a branch in Argentina. Quickspin AB has established a branch in Malta. V.B. Video (Cyprus) Limited has established a branch in Italy. VF 2011 Limited has established a branch in Gibraltar and Playtech Software Bulgaria Limited has established a branch in Spain.

Directors' report continued

Regulatory disclosures

The information in the following tables is provided in compliance with the Listing Rules and the Disclosure Guidance and Transparency Rules (DTRs).

The DTRs also require certain information to be included in a corporate governance statement in the Directors' Report. Information that fulfils the requirements of the corporate governance statement can be found in the Governance Report on page 142 and is incorporated into this Directors' Report by reference.

Disclosure table pursuant to Listing Rule 9.8.4C

Listing Rule	Information included	Disclosure
9.8.4(1)	Interest capitalised by the Group	None
9.8.4(2)	Unaudited financial information	None
9.8.4(4)	Long-term incentive scheme only involving a Director	None
9.8.4(5)	Directors' waivers of emoluments	None
9.8.4(6)	Directors' waivers of future emoluments	None
9.8.4(7)	Non-pro-rata allotments for cash	None
9.8.4(8)	Non-pro-rata allotments for cash by major subsidiaries	None
9.8.4(9)	Listed company is a subsidiary of another	N/A
9.8.4(10)	Contracts of significance	None
9.8.4(11)	Contracts of significance involving a controlling shareholder	None
9.8.4(12)	Waivers of dividends	None
9.8.4(12)	Waivers of future dividends	None
9.8.4(14)	Agreement with a controlling shareholder	None

Additional information provided pursuant to Listing Rule 9.8.6

Listing Rule	Information included	Disclosure
9.8.6(1)	Interests of Directors (and their connected persons) in the shares of the Company at the year end and not more than one month prior to the date of the notice of AGM	See page 126
9.8.6(2)	Interests in Playtech shares disclosed under DTR5 at the year end and not more than one month prior to the date of the notice of AGM	See page 130
9.8.6(3)	The going concern statement	See page 84
9.8.6(4)(a)	Amount of the authority to purchase own shares available at the year end	30,635,669 ordinary shares which authority will expire at the AGM and is proposed to be renewed
9.8.6(4)(b)	Off-market purchases of own shares during the year	None
9.8.6(4)(c)	Off-market purchases of own shares after the year end	None
9.8.6(4)(d)	Non-pro-rata sales of treasury shares during the year	None
9.8.6(5)	Compliance with the principles of the UK Corporate Governance Code	See the statement on pages 98 and 99
9.8.6(6)	Details of non-compliance with the UK Corporate Governance Code	See the statement on pages 98 and 99
9.8.6(7)	Re Directors proposed for re-election, the unexpired term of their service contract and a statement about Directors without a service contract	The CEO and CFO serve under service contracts described on page 103. The Chairman and the Non-executive Directors serve under letters of appointment described on page 104
9.8.6(8)	TCFD Recommendations and Recommended Disclosures	See pages 67 to 73
9.8.6(9)	Statement on board diversity	See pages 60 to 62 and page 94
9.8.6(10)	Numerical data on ethnic background	See Responsible Business and Sustainability Addendum to the Annual Report 2022.
9.8.6(11)	Explanation of approach to collecting data for LR9.8.6 R (9) and (10)	See Responsible Business and Sustainability Addendum to the Annual Report 2022.

Additional information under Rule 4.1 of the Disclosure and Transparency Rules

DTR	Requirement	How fulfilled
4.1.3	Publication of Annual Financial Report within four months of the end of the financial year	This document is dated 23 March 2023, being a date less than four months after the year end
4.1.5	Content of Annual Financial Report	The audited financial statements are set out on pages 144 to 225 The information that fulfils the requirement for a management report can be found in the Strategic Report on pages 2 to 92 The Statement of Directors' Responsibilities can be found on page 134
4.1.6	Audited financial statements	The audited financial statements set out on pages 144 to 225 comprise consolidated accounts prepared in accordance with IFRS and the accounts of the Company
4.1.7	Auditing of financial statements	The financial statements have been audited by BDO LLP on pages 136 to 143
4.1.8 & 4.1.9	Content of management report	The Strategic Report on pages 2 to 92 includes an analysis, using financial key performance indicators, of the development, performance and position of the Company's business and a review of the Company's business and on pages 85 to 90 a description of the principal risks and uncertainties
4.1.11(1)	Important events since the year end	The Strategic Report on pages 2 to 92 gives details of important events since the year end. See Note 40 to the audited financial statements on page 215
4.1.11(2)	Future development	The Strategic Report on pages 2 to 92 gives an indication of the likely future development of the Company
4.1.11(3)	Research and development	The Strategic Report on pages 2 to 92 gives an indication of ongoing research and development activities
4.1.11(4)	Purchase of own shares	See the statement on page 130
4.1.11(5)	Branch offices	See the statement on page 131
4.1.11(6)	Use of financial instruments	See Note 5 to the audited financial statements on pages 152 to 162
4.1.12 & 13	Responsibility statement	See the statement of the Directors on page 134
4.1.14	Reporting format	Available on www.playtech.com

Directors' report continued

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law).

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.

International Accounting Standard 1 (revised) requires that financial statements present fairly for each financial year the Group's financial position, financial performance and cash flows. This requires the faithful representation of the effects of transactions, other events and conditions in accordance with the definitions and recognition criteria for assets, liabilities, income and expenses set out in the International Accounting Standards Board's "Framework for the Preparation and Presentation of Financial Statements". In virtually all circumstances, a fair presentation will be achieved by compliance with all applicable International Financial Reporting Standards. A fair presentation also requires the Directors to:

- select suitable accounting policies and then apply them consistently;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- make judgements and accounting estimates that are reasonable and prudent;
- 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; and
- provide additional disclosures when compliance with the specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance.

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, is fair, balanced and understandable and provides 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 96 and 97, 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 provides an opportunity for the Directors to communicate personally the performance and future strategy to non-institutional shareholders and for those shareholders to meet with and question the Board. All results of proxy votes are read out, made available for review at the meeting, recorded in the minutes of the meeting and communicated to the market and via the Group website.

The Annual General Meeting for 2023 is scheduled for 24 May 2023. The notice convening the Annual General Meeting for this year, and an explanation of the items of non-routine business, are set out in the circular that accompanies the Annual Report.

Auditor

So far as each Director is aware, at the date of the approval of the financial statements there is no relevant audit information of which the Company's auditor is unaware. Each Director has taken all the steps that they ought to have taken as a Director in order to make themselves aware of any information needed by the Group's auditor for the purposes of its audit and to establish 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
23 March 2023