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Notice of Annual Meeting

Planet Payment, Inc.
May 16, 2008

Date, Place and Purposes of the Meeting

The Annual Meeting of Stockholders of Planet Payment, Inc. (the "Company") will be held on Friday, June 20, 2008, at 10.00 a.m., at the offices of the Company at 670 Long Beach Blvd, Long Beach, NY 11561.

The items of business are:

1. Election of directors;
2. Increase in Common Shares allocated to the 2006 Equity Incentive Plan;
3. Ratification of Appointment of Independent Auditors
4. Such other matters as may properly come before the meeting or any adjournment thereof.

These items are more fully described in the following pages.

Only stockholders of record at the close of business on May 16, 2008 (the "Record Date"), are entitled to vote at the meeting, or any adjournment thereof. Stockholders are reminded that shares cannot be voted unless the signed proxy form is returned, the stockholder attends the meeting in person, or other arrangements are made to have the shares represented at the meeting.

For organizational purposes, all stockholders are requested to notify the Company not later than June 13, 2008, if they intend to attend the Annual Meeting.

This Notice and the accompanying form of proxy card are being mailed and e-mailed beginning on or about May 19, 2008, to stockholders entitled to vote. The Planet Payment, Inc. 2007 Annual Report ("Annual Report"), including the Audited Consolidated Financial Statements of the Company and its subsidiaries (together, the "Group") for the period ended and as of December 31, 2007, is included with this Notice. Corporate governance information and disclosures, in accordance with applicable best practice guidelines, are included in the Corporate Governance section of the Annual Report.

Resolutions to be proposed at the Annual Meeting

Proposal No. 1 Election of Directors

Information Concerning Nominees

The Board of Directors (the "Board") has nominated Paul Noblett and Lady Judge for election to the Board, each to hold office until the relevant Annual Meeting of Stockholders and until his or her successor is duly elected and qualified, as provided below under the heading "Classified Board". All nominees are directors standing for re-election.

Classified Board. Under the Company's By-Laws, the Board is divided into three classes. The nominees to the Board specified herein and on the proxy card and the remaining directors, are designated in the following classes:

- » Class One comprises Mr. McColl and Mr. Kaiden, each of whom hold office for two more years, until the second Annual Meeting following the upcoming Meeting and are not required to be re-elected at this time.
- » Class Two comprises Mr. Noblett and Lady Judge, each of whom, if elected, would hold office for three years, until the third Annual Meeting following the upcoming Meeting.
- » Class Three comprises Mr. Beck and Mr. Arad, each of whom hold office for one more year, until the next Annual Meeting following the upcoming Annual Meeting and are not required to be re-elected at this time.

Information about each nominee, including biographical data for at least the last five years, is provided below. In the event any nominee is unable or declines to serve as a director at the time of the Annual Meeting, the proxies will be voted for any nominee who may be designated by the present Board to fill the vacancy. As of the date of this notice, the Board is not aware of any nominee who is unable or will decline to serve as a director. The two (2) nominees receiving the highest number of affirmative votes of the shares entitled to vote at the Annual Meeting will be elected directors of the Company.

The shares represented by the proxies will be voted in favor of the election as directors of the persons named below unless authority to do so is withheld.

Paul Noblett, Director

Paul Noblett, is President of Noblett & Associates, Inc. a business development and systems consultancy focused on the credit card and communications industries. Mr. Noblett was Executive Vice President of Operations and Sales for NaBanco, at the time the largest processor of merchant Credit Card sales in the world. Prior to NaBanco, Mr. Noblett was the General Manager of MasterCard's worldwide operations for six years and was responsible for building their international network - Banknet. In addition to his position as a director of the Company, Mr. Noblett sits on the boards of Diversified Acquiring Solutions (DAS), Electrum, Rent Payment, 2020 Advisors and Resource Finance Corporation. Mr. Noblett is a graduate of Virginia Tech where he majored in economics and mathematics. Mr. Noblett has served as a director of the Company since 2000.

Lady Judge, Non Executive Director

Lady Judge is a lawyer, international banker and entrepreneur. She is currently Chairman of the UK Atomic Energy Authority and Deputy Chairman of Friends Provident plc. Additionally, Lady Judge is a non-executive director of Quintain Estates and Development PLC, PA Consulting Group and Massey Energy amongst others. Lady Judge also serves as Chairman of the Governing Body of the School of Oriental and African Studies and as a Trustee of the Royal Academy of Arts. Lady Judge started her career as an attorney in private practice and became a partner at the New York firm of Kaye Scholer, Fierman, Hays & Handler, in 1978. In 1980 she was appointed a Commissioner of the US Securities & Exchange Commission, the youngest person to be appointed to the position, and became Chairman of the SEC's Special Committee on Internationalization of the Securities Markets. She subsequently became a main board director of News International plc and Samuel Montagu and Co., when she resided in Hong Kong from 1983-1987. Lady Judge obtained a B.A. in History from the University of Pennsylvania and received her J.D. with honors at the New York University Law School. Lady Judge has served on the Board of Directors since May 2006.

Proposal No. 2

Amendment to 2006 Equity Incentive Plan to allocate additional Common Shares available for awards under the Plan

At the Meeting, stockholders will be asked to approve a proposal to increase the number of shares of the Company's Common Stock (the "Common Shares") available for awards under the Company's 2006 Equity Incentive Plan (the "Plan") by 850,000 shares, to a total of 1,591,026 shares. The Board and management firmly believe that it is important to attract, retain and motivate the right personnel, in order to ensure the future success of the Company. In a competitive employment environment, stock options and similar equity based compensation are an important component in a remuneration package. The purpose of the Plan is to provide incentives to eligible persons whose present and potential contributions are important to the success of the Company and its subsidiaries by offering them an opportunity to participate in the Company's future performance through awards of options, restricted stock, stock bonuses, stock appreciation rights and restricted stock units. Furthermore, management considers that the grant of stock options and other equity-based compensation aligns the interests of employees with stockholders, in terms of striving to achieve increasing stockholder value.

The Company has a single Plan for all employees and it is management's policy that every employee who stays with the Company should eventually be granted options and become a stockholder in the Company. Awards are also made from time to time to consultants and professional service providers who work closely with the Company over an extended period. All awards are subject to vesting provisions, which normally require three years of service to obtain the full benefit. In addition, awards for management personnel under the Plan are made subject to various objective performance contingencies, such as revenue targets, or other specific operational goals. The Plan is administered by the Remuneration Committee of the Board, which is comprised entirely of non-executive directors and all of the awards are made at an exercise price which is not less than the fair market value of the Common Shares on the date of grant.

Common Shares Authorized for Issuance. The Plan includes limits on the number of Common Shares that are available for awards under the Plan as follows:

The Plan originally provided for an authorized pool of 2,400,000 Common Shares, which was increased by 580,000 shares with the approval of the stockholders at the 2007 Annual Meeting. Under the Plan, the Company's aggregate option pool (including currently outstanding options) is limited to 15% of the Company's fully diluted capitalization (including shares subject to outstanding options, warrants and other securities), up to a maximum authorization of 2,980,000 Common Shares under the Plan. In addition, in accordance with U.K. best practice guidelines, the number of Common Shares available for grants of awards made after Admission (i.e. excluding options outstanding prior to March 20, 2006) will not exceed 10% of the Company's issued share capital (as defined in the Plan). No further options or other awards may be granted under the Company's 2000 Stock Incentive Plan (the "2000 Plan"), but options issued under the 2000 Plan that are outstanding will continue to be governed by the terms of that plan and are included for the purpose of calculating the 15% limit. If any of those options are cancelled, forfeited or expire, the Common Shares subject to those options will become available for issuance under the Plan. In addition, if options granted under the Plan are cancelled, forfeited or expire, or if restricted stock granted under the Plan is repurchased by the Company, such Common Shares will again be available for grant and issuance under the Plan.

The following table shows the number of Common Shares subject to the Plan and the effect of the proposed increase.

Total Common Shares allocated to the Plan and the 2000 Plan as of May 16, 2008:	6,499,055
Total Shares available for grants under the Plan as of May 16, 2008:	741,026
Proposed increase in Common Shares allocated to the Plan:	850,000
Total Common Shares allocated to the Plan and the 2000 Plan following the passing of the Resolutions:	7,349,055
Percentage of fully diluted capitalization:	14.58%
Total Common Shares issuable under Option grants after Admission following the passing of the Resolutions:	3,803,324
Percentage of issued share capital:	9.73%

At the meeting stockholders will be requested to approve a Resolution authorizing the allocation of an additional 850,000 Common Shares to the Plan. The Board has determined that this increase is in the best interests of the Company and its shareholders, in order to allow for awards to new employees that the Company has recently hired, in particular the approximately 35 employees hired following the acquisition of the iPay gateway assets and business, and employees the Company plans to hire during the course of the year, as well as to allow for performance based awards to existing employees. Allocation of additional Common Shares to the Plan does not mean that awards in respect of all such Common Shares will be granted or that awards that have been or may be granted will be exercised in due course.

Proposal No. 3

Ratification of appointment of auditors

The auditors of Delaware Corporations are appointed by the Board of Directors rather than the stockholders, as is customary with UK companies. The Audit Committee of the Board (the "Audit Committee") has appointed Deloitte & Touche LLP ("Deloitte") as the independent auditors for the Company. However, in accordance with customary U.S. public company practice, the Board is proposing a resolution to ratify the appointment of Deloitte. If the stockholders do not ratify the appointment, then the Audit Committee will reconsider the appointment of Deloitte as the independent auditors of the Company for future years.

Deloitte has served as independent auditors for the Company since 2005. They have unrestricted access to the Audit Committee to discuss audit findings and other financial matters. The Audit Committee of the Board of Directors believes that Deloitte is knowledgeable about the Company's operations and accounting practices and is well qualified to act in the capacity of independent auditors.

In appointing Deloitte as the Company's independent auditors, and making its recommendation that stockholders ratify the appointment, the Audit Committee considered whether the audit and non-audit services Deloitte provides are compatible with maintaining the independence of the Company's outside auditors. In addition, while the Committee believes that Deloitte may be able to provide tax services to the Company without impairing the auditor's independence, absent unusual circumstances, the Audit Committee does not expect to retain Deloitte to provide tax services. Since 2005 Deloitte has also conducted an examination of the Group's systems and controls under Statement on Accounting Standards No. 70 – Service Organizations and provided its report thereon.

Other Matters of Business

The Board knows of no other matters that may properly be, or are likely to be, brought before the meeting. If other proper matters are introduced at the meeting, the individuals named as proxies on the enclosed proxy form are also authorized to vote upon such matters utilizing their own discretion.

The Resolutions

The Resolutions attached to this Notice are proposed in order to (1) authorize the increase in the number of Common Shares allocated to the 2006 Equity Incentive Plan; and (2) ratify the appointment of the auditors.

Required Votes

The votes required to approve each proposal are as follows:

- » *Proposal No. 1 – Election of Directors.* Directors will be elected by a plurality of the votes of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote (including the Series A Preferred Stock, treated on an as-converted to Common Stock basis).
- » *Proposals No. 2 and 3. – Increase in Common Shares Allocated to Equity Incentive Plan and Ratification of Auditors' Appointment.* Approval of each of Proposals No. 2 and 3 requires the affirmative vote by holders of at least a majority of the shares (including the Series A Preferred Stock, treated on an as-converted to Common Stock basis) present in person or voting by proxy at the Annual Meeting and entitled to vote.

The Board recommends that all stockholders vote in favor of each of the Proposals. Each member of the Board intends to vote his own holdings in favor of each Proposal. These shares represent 13.49% of the voting power of the issued and outstanding shares as of the Record Date.

The Board welcomes all stockholders to attend the meeting in person and requests those stockholders not planning to attend to please sign and return their proxy forms as soon as possible.

If you wish to vote by proxy, please sign and return the form as soon as possible and **we urge you to send this to be received no later than Wednesday, June 18, 2008** to

Stockholders Outside of the United States:

To the Company's Registrar ComputerShare by fax to +44 1534 825 315

Stockholders In the United States:

To the Company by fax to +1 516 706-0695

If you have any questions regarding any of the matters referred to in this Notice, please do not hesitate to contact Graham Arad, by telephone on +1 (516) 670-3200, or by e-mail to garad@planetpayment.com.

We very much look forward to hearing from you or to seeing you at the meeting, and to continue in our successful implementation of our business plan.

By order of the Board

Date of this notice May 16, 2008.

Sincerely,

PLANET PAYMENT, INC

A handwritten signature in black ink, appearing to read "Graham Arad". The signature is fluid and cursive, with the first name "Graham" and last name "Arad" clearly distinguishable.

Graham N. Arad,
Corporate Secretary and General Counsel

Planet Payment, Inc

Planet Payment, Inc.

Resolutions of the stockholders to be proposed at the Annual Meeting to be held on June 20, 2008

Proposal No. 2

Increase in Common Shares allocated to the 2006 Equity Incentive Plan

WHEREAS, the Board of Directors has approved an increase of 850,000 in the number of shares of the Company's Common Stock (the "Common Shares") allocated to the Company's 2006 Equity Incentive Plan, subject to approval by the stockholders of the Company within the next twelve months

NOW, THEREFORE, IT IS RESOLVED, that the stockholders hereby approve the increase of 850,000 in the number of Common Shares allocated to the Company's 2006 Equity Incentive Plan.

Proposal No. 3

Ratification of Appointment of Independent Auditors

WHEREAS, the Audit Committee of the Board has appointed Deloitte & Touche LLP ("Deloitte") as the independent auditors of the Company for the year 2007.

NOW, THEREFORE, IT IS RESOLVED, that the stockholders hereby ratify and approve the appointment of Deloitte as the independent auditors of the Company.

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