

Paddy Power Betfair plc (the "Company")
Form of Proxy: Annual General Meeting
("AGM") to be held on Wednesday, 17 May
2017 at 11:00am at the headquarters of the
Company in Belfield Office Park, Beech Hill
Road, Clonskeagh, Dublin 4, D04 V972,
Ireland.

Please indicate with an "X" in the boxes below how you wish your votes to be cast.

Resolutions to be voted on are set out in detail in the Notice of Annual General Meeting.			
	For	Against	Vote Withheld
ORDINARY BUSINESS			
1. FOLLOWING A REVIEW OF THE COMPANY'S AFFAIRS, TO RECEIVE AND CONSIDER THE COMPANY'S FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND AUDITOR THEREON	☐	☐	☐
2. TO DECLARE A FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2016 OF 113 PENCE PER ORDINARY SHARE	☐	☐	☐
3. TO RECEIVE AND CONSIDER THE DIRECTORS' REMUNERATION REPORT	☐	☐	☐
4. (a) TO RE-ELECT ZILLAH BYNG-THORNE	☐	☐	☐
(b) TO RE-ELECT MICHAEL CAWLEY	☐	☐	☐
(c) TO RE-ELECT BREON CORCORAN	☐	☐	☐
(d) TO RE-ELECT IAN DYSON	☐	☐	☐
(e) TO RE-ELECT ALEX GERSH	☐	☐	☐
(f) TO RE-ELECT PETER JACKSON	☐	☐	☐
(g) TO RE-ELECT GARY MCGANN	☐	☐	☐
(h) TO RE-ELECT PÁDRAIG Ó RÍORDÁIN	☐	☐	☐
(i) TO RE-ELECT PETER RIGBY	☐	☐	☐
5. TO AUTHORISE THE DIRECTORS TO FIX THE REMUNERATION OF THE EXTERNAL AUDITOR FOR THE YEAR ENDING 31 DECEMBER 2017	☐	☐	☐
6. SPECIAL RESOLUTION TO MAINTAIN THE EXISTING AUTHORITY TO CONVENE AN EXTRAORDINARY GENERAL MEETING ON 14 CLEAR DAYS' NOTICE	☐	☐	☐
SPECIAL BUSINESS			
7. ORDINARY RESOLUTION TO AUTHORISE THE DIRECTORS TO ALLOT SHARES	☐	☐	☐
8. SPECIAL RESOLUTION TO DISAPPLY STATUTORY PRE-EMPTION RIGHTS	☐	☐	☐
9. SPECIAL RESOLUTION TO AUTHORISE THE COMPANY TO MAKE MARKET PURCHASES OF ITS OWN SHARES	☐	☐	☐
10. SPECIAL RESOLUTION TO DETERMINE THE PRICE RANGE AT WHICH TREASURY SHARES MAY BE REISSUED OFF-MARKET	☐	☐	☐

Paddy Power Betfair plc
Form of Proxy for AGM

I/We being (a) member(s) of the Company HEREBY APPOINT the Chairman of the AGM or;²

to act as my/our proxy and to vote in respect of my/our holding on any matter at the AGM of the Company to be held at 11:00am on Wednesday, 17 May 2017 and at any adjournment thereof. I/We direct my/our proxy to vote on the resolutions set out in the Notice of the AGM as instructed and in respect of other resolutions that may arise at the AGM as the proxy thinks fit. This proxy may be exercised in respect

of all/ _____⁶ shares registered in my/our name(s).

I/We² confirm that I/we² have read and agree to be bound by the notes set out overleaf (which are deemed comprised within the terms of this Form of Proxy).

Signed: _____

Date: _____

The headquarters of the Company in Belfield Office Park,
Beech Hill Road, Clonskeagh, Dublin D04 V972, Ireland.
17 May 2017 at 11:00am.

Attendance Form

Please do not post this section of the form but hand
in at the AGM reception desk.

Signature of person attending: _____

If attending as a proxy please tick this box ☐ and print full name below

Notes on completing the Form of Proxy:

1. A shareholder who is entitled to attend, speak, ask questions and vote at the AGM is entitled to appoint a proxy to attend, speak, ask questions and vote on his or her behalf. A proxy need not be a shareholder of the Company but must attend the AGM to represent the shareholder.
2. If you desire to appoint a proxy other than the Chairman of the AGM please insert his/her name and address and delete "the Chairman of the AGM or" and initial the changes.
3. Please indicate how you wish your proxy to vote by placing an "x" in the appropriate box. If no specific instructions are given, the proxy will vote or withhold your vote at his/her discretion. The Vote Withheld option is provided to enable you to abstain on any particular resolution. It should be noted, however, that it is not a vote in law and will not be counted in the calculation of the proportion of votes for and against the resolution. Unless otherwise directed and in respect of any other resolutions moved during the AGM, the proxy will vote as he/she thinks fit or abstain from voting.
4. On any other business which may properly come before the AGM or any adjourned AGM and whether procedural and/or substantive in nature (including any motion to amend a resolution or adjourn the AGM) not specified in the Notice of the AGM or this Form of Proxy, the proxy will act at his/her discretion.
5. A shareholder may appoint more than one proxy to attend and vote at the AGM in respect of shares held in different securities accounts. A shareholder acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees provided each proxy is appointed to exercise rights attached to different shares held by that member. If you wish to appoint more than one proxy, please contact the Company's Registrar, Capita Asset Services, Shareholder solutions (Ireland) at +353 (1) 553 0050.
6. Where a proxy is not to have the authority to vote all shares registered in the name of the Shareholder, the Shareholder should specify the number of shares which may be voted by the proxy, where indicated above. Where the number of shares is not inserted, a proxy will be deemed to have authority to vote all of the shares registered in the Shareholder's name.
7. Pursuant to section 1105 of the Companies Act 2014 and Regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996, entitlement to attend and vote at the AGM and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business at 6:00pm on Monday, 15 May 2017 (or in the case of any adjournment as at close of business on the day which is two days before the date of the adjourned AGM). Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the AGM.
8. To be effective this Form of Proxy duly completed and executed together with any power of attorney or other authority under which it is signed, if any, must be received by the Company's Registrar, Capita Asset Services, Shareholder solutions (Ireland), either electronically or to P.O. Box 7117, Dublin 2 (if delivered by post) or to 2 Grand Canal Square, Dublin D02 A342, Ireland (if delivered by hand) not later than 11:00am on Monday, 15 May 2017 or 48 hours before the time appointed for the holding of any adjourned AGM.
9. The Form of Proxy must (i) in the case of an individual, be signed by the appointer or by his/her attorney; and (ii) in the case of a body corporate, be given either under its common seal or be signed on its behalf by its duly authorised officer or attorney.
10. In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders, seniority for this purpose being determined by the order in which the names stand on the Register of Members in respect of the joint holding.
11. The return of a Form of Proxy will not preclude any member from attending the Meeting, speaking, asking questions and voting in person should he/she wish to do so.
12. Any alterations made to this Form of Proxy should be initialled.
13. In addition to note 3 above and subject to the Articles of Association of the Company and provided it is received at least 48 hours before the time appointed for the holding of the AGM or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least 48 hours before the taking of the poll at which it is to be used, the appointment of a proxy may also:
 - a. be submitted electronically, via the internet by accessing the Company's Registrar's website www.paddypowerbetfairshares.com. You will need to register for the share portal by clicking on 'Register' (if you have not registered previously) and then follow the instructions thereon. Shareholders will require their Shareholder Investor Code (IVC) as printed on the face of the accompanying Form of Proxy. Full details of the procedures, including voting instructions are given on the website. A Shareholder wishing to appoint a proxy by electronic means may do so any time up to 11:00am on Monday, 15 May 2017; or
 - b. be submitted through CREST in the case of CREST members, CREST sponsored members or CREST members who have appointed voting service providers. Submissions through CREST must be completed in accordance with the procedures specified in the CREST Manual and received by the Registrar under CREST Participant ID 8RA56. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996.
14. The reverse is how your address appears on the Register of Members. If this information is incorrect please notify the Company's Registrar, Capita Asset Services, Shareholders solutions (Ireland) by post to P.O. Box 7117, Dublin 2 or go to www.paddypowerbetfairshares.com.