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If you have sold or transferred all of your registered holding of Paddy Power Betfair plc shares, please forward this document and the accompanying Form of Proxy to the purchaser or transferee, or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you sell, or have sold, or otherwise transferred, only part of your holding of Paddy Power Betfair plc shares, you should retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.



PADDY POWER BETFAIR PLC

(incorporated and registered in Ireland with limited liability with registered number 16956)

Notice of Annual General Meeting 2018

A letter from the Chairman of Paddy Power Betfair plc (the "Company") is set out on pages 3 and 4 of this document.

Your attention is drawn to the Notice of the Annual General Meeting ("AGM") which will be held at 11.00am on Friday, 18 May 2018 at the headquarters of the Company in Belfield Office Park, Beech Hill Road, Clonskeagh, Dublin D04 V972, Ireland which is set out on pages 5 to 8 of this document.

A Form of Proxy for use at the AGM has been sent to shareholders on the register of members at close of business on Monday, 26 March 2018. If you wish to appoint a proxy, the Form of Proxy should be returned to the Company's Registrar, Link Asset Services, Link Registrars Limited, P.O. Box 7117, Dublin 2, Ireland (if delivered by post) or at 2 Grand Canal Square, Dublin 2, D02 A342, Ireland (if delivered by hand) so as to be received no later than 11.00am on Wednesday, 16 May 2018. CREST members may also use the CREST electronic proxy appointment service to appoint a proxy for the AGM. Alternatively, you may appoint a proxy electronically, by visiting the website of the Company's Registrar at www.paddypowerbetfairshares.com; to do this, you will need your Investor Code (IVC), which can be found on your Form of Proxy.

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Expected Timetable of Events

Latest time for return of proxies for Annual General Meeting	11.00am on Wednesday, 16 May 2018
Annual General Meeting	11.00am on Friday, 18 May 2018

Agenda of Annual General Meeting

Ordinary Business

1. Following a review of the Company's affairs, to receive and consider the Company's Financial Statements for the year ended 31 December 2017 and the reports of the Directors and External Auditor thereon.
2. To declare a final dividend of 135 pence per ordinary share¹.
3. To receive and consider the Directors' Remuneration Report for the year ended 31 December 2017².
4. To receive and consider the Directors' Remuneration Policy².
5. Election of Directors.
6. Re-election of Directors.
7. Fixing of the remuneration of the External Auditor.
8. Authorisation to retain the power to convene an extraordinary general meeting on not less than 14 clear days' notice.

Special Business

9. Authorisation to allot relevant securities.
10. Authorisation to dis-apply statutory pre-emption rights.
11. Authorisation of market purchases of the Company's own shares.
12. Determination of the price range for the re-issue of treasury shares³ off-market.



Paddy Power Betfair plc

(incorporated and registered in Ireland with limited liability with registered number 16956)

Directors

Gary McGann (Chairman)
Peter Jackson (Chief Executive Officer)
Alex Gersh (Chief Financial Officer)
Ian Dyson (Senior Independent Director)
Jan Bolz (Non-Executive Director)
Zillah Byng-Thorne (Non-Executive Director)
Michael Cawley (Non-Executive Director)
Peter Rigby (Non-Executive Director)
Emer Timmons (Non-Executive Director)

Registered Office

Power Tower
Belfield Office Park
Beech Hill Road
Clonskeagh
Dublin
D04 V972
Ireland

3 April 2018

Dear Shareholder

I am writing to convene this year's Annual General Meeting (the "AGM") of Paddy Power Betfair plc (the "Company") to be held at 11.00am on Friday, 18 May 2018 at the headquarters of the Company in Belfield Office Park, Beech Hill Road, Clonskeagh, Dublin D04 V972, Ireland. This letter briefly explains the business to be transacted thereat. Your attention is drawn to the Notice of AGM, which is set out on pages 5 to 8 of this document, as well as the Company's Annual Report and Accounts for the year ended 31 December 2017 (the "Annual Report 2017"), which has been published on our website www.paddypowerbetfair.com/investor-relations.

In addition to the ordinary business, various items of special business are included in the Notice of AGM and further described below. Resolutions 1 to 7 and 9 are each being proposed as ordinary resolutions and resolutions 8 and 10 to 12 are each being proposed as special resolutions. All resolutions are recommended by the Board for approval.

Resolution 1 is to receive and consider the Company's Financial Statements for the year ended 31 December 2017 and the reports of the Directors and External Auditor thereon as set out in the Annual Report 2017, following a review of the Company's affairs.

Resolution 2 is to declare a final dividend for the year ended 31 December 2017 of 135 pence per ordinary share each with nominal value of €0.09 ("ordinary share")¹.

Resolution 3 is to receive and consider the Directors' Remuneration Report² set out in the Annual Report 2017 on pages 72 to 85. This is an advisory resolution and is not binding on the Company.

Resolution 4 is to receive and consider the Directors' Remuneration Policy² set out in the Annual Report 2017 on pages 86 to 92. As an Irish-incorporated company, the Company is not subject to the UK's remuneration reporting legislation which requires certain UK-incorporated listed companies to submit their remuneration policies to a binding shareholder vote at least once every three years. However, we recognise the need for our remuneration policies, practices and reporting to reflect best corporate governance practice for a listed company and, as a result, are voluntarily complying with this requirement, to the extent possible under Irish law. If approved by shareholders, the Remuneration Policy will be effective immediately after the conclusion of the 2018 AGM and will remain in place for another three years from such date unless the Company seeks shareholder approval for an updated policy at an earlier date. If the Remuneration Policy is not approved for any reason, the Company will continue to make payments to Directors in accordance with existing contractual arrangements and the remuneration policy approved by shareholders at its 2015 Extraordinary General Meeting would continue to apply. In that instance, the Company would seek shareholder approval for a revised policy as soon as reasonably practicable.

Resolutions 5(a) and 5(b) propose the election of Jan Bolz and Emer Timmons as Directors of the Company. Mr Bolz and Ms Timmons were appointed by the Directors following the last AGM effective as of 6 September 2017 and 17 May 2017 respectively, and, in accordance with the Articles of Association of the Company, shall retire and put themselves forward for election by shareholders at this AGM.

Resolutions 6(a) to 6(g) propose that the remaining Directors shall retire and seek re-election at this AGM, in accordance with the recommendation of the UK Corporate Governance Code.

All Directors seeking election and re-election under Resolutions 5 and 6 are considered to be making an effective contribution to their roles, bringing relevant knowledge, diversity of perspective, and an ability and willingness to challenge and each retains a strong commitment to the role. Accordingly, the Board recommends the election or re-election of each of the Directors proposed in Resolutions 5 and 6. Each of the elections and re-elections are put as separate resolutions. Biographical information for each Director seeking election or re-election is set out in the Annual Report 2017 on pages 52 and 53.

Resolution 7 authorises the Directors to fix the remuneration of the Company's External Auditor for the year ending 31 December 2018.

In **Resolution 8**, shareholders are being asked to maintain the existing authority in the Articles of Association, which permits the Company to convene an extraordinary general meeting on not less than 14 clear days' notice in writing where the purpose of the meeting is to consider an ordinary resolution. As a matter of policy, the 14 clear days' notice will only be utilised where the Directors believe that it is merited by the business of the meeting and the circumstances surrounding the business.

In **Resolution 9**, shareholders are being asked, in line with the guidance issued by the Investment Association, to renew the Directors' authority to allot equity securities up to a maximum nominal amount of €2,538,538.38 (representing 28,205,982 ordinary shares) representing, in aggregate, approximately 33.3% of the issued share capital of the Company (excluding treasury shares³) as at 23 March 2018 (being the latest practicable date before publication of this document) (the "**Latest Practicable Date**"). If renewed, this authority shall expire at the close of the AGM of the Company held in 2019 or 17 August 2019 (whichever is earlier). Save for the allotment of shares in respect of the Group's employee share schemes, the Board has no immediate intention to exercise this authority and intends to comply with the guidance issued by the Investment Association.

Resolution 10 is a special resolution which asks shareholders to renew the Directors' authority to allot shares for cash without first being required to offer them to existing shareholders of the Company. It gives the Directors authority to allot shares up to 5% of the issued share capital of the Company (excluding treasury shares³), which would be equivalent to an aggregate nominal value of €380,780.73 (representing 4,230,897 ordinary shares) as at the Latest Practicable Date. If renewed, this authority shall expire at the close of the AGM of the Company held in 2019 or 17 August 2019 (whichever is earlier). Save for the allotment of shares in respect of the Group's employee share schemes, the Board has no immediate intention to exercise this authority. It also intends to adhere to the provisions in the Pre-emption Group's Statement of Principles, and not allot shares for cash on a non-pre-emptive basis (other than pursuant to a rights issue or other pre-emptive offer) pursuant to the authority in Resolution 10 in excess of an amount equal to 7.5% of the issued share capital of the Company (excluding treasury shares³) within a rolling three-year period, without prior consultation with shareholders.

In **Resolution 11**, shareholders are being asked to renew the authority of the Company, or any subsidiary, to make market purchases of the Company's shares. Up to 15% of the issued share capital of the Company (excluding treasury shares³) as at the Latest Practicable Date (or, if less, up to 15% of the issued share capital (excluding treasury shares³) on the date on which Resolution 11 is passed) may be acquired under this authority. The price range at which shares may be acquired cannot be less than the nominal value of the Company's shares and cannot be greater than the higher of (i) an amount equal to 105% of the average of the middle market quotations of an ordinary share of the Company for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the market where the purchase is carried out. Shares purchased by the Company may be cancelled or held in treasury pending cancellation or re-issue.

The total number of options to subscribe for shares in the Company on the Latest Practicable Date is 1,955,457 which represents 2.31% of the total voting rights³ of the Company on that date. This percentage would increase to 2.72% if the full authority to buy back shares is used. If renewed, this authority shall expire at the close of the AGM of the Company held in 2019 or 17 August 2019 (whichever is earlier). The Board will only exercise the power to purchase shares in the future at price levels at which it considers purchases to be in the best interests of the shareholders generally after taking account of the Group's overall financial position.

In **Resolution 12**, shareholders are also being asked to pass a resolution authorising the Company to re-issue shares purchased by it and not cancelled as treasury shares³ off market within a price range, which shall not be less than 95% nor more than 120% of the average price of the Company's shares over the five dealing days prior to the date of re-issue by the Company. If renewed, this authority shall expire at the close of the AGM of the Company held in 2019 or 17 August 2019 (whichever is earlier). The total number of treasury shares³ held by the Company on the Latest Practicable Date was 1,965,600, which represents 2.32% of the total share capital of the Company (excluding treasury shares³) in issue as at the Latest Practicable Date.

Further Action

The Form of Proxy for use at the AGM has been sent to shareholders on the register of members at close of business on Monday, 26 March 2018. The Form of Proxy will be valid if lodged with the Company's Registrar, Link Asset Services, Link Registrars Limited, P.O. Box 7117, Dublin 2, Ireland (if delivered by post) or at 2 Grand Canal Square, Dublin 2, D02 A342, Ireland (if delivered by hand) so as to be received by no later than 11.00am on Wednesday, 16 May 2018. CREST members may also use the CREST electronic proxy appointment service to appoint a proxy for the AGM. Alternatively, you may appoint a proxy electronically, by visiting the website of the Company's Registrar at www.paddypowerbetfairshares.com; to do this, you will need your Investor Code (IVC), which can be found on your Form of Proxy. Further instructions on how to appoint a Proxy are set out in the notes to the Notice of AGM and on the Form of Proxy. All proxy appointments must be received no later than 11.00am on Wednesday, 16 May 2018. The completion and lodging of the Form of Proxy will not prevent you from attending and voting in person at the AGM should you wish to do so.

Recommendation

The Board is of the opinion that the resolutions to be proposed at the AGM are in the best interests of shareholders as a whole. Accordingly, the Board unanimously recommends that you vote in favour of the resolutions, as the Directors intend to do in respect of their own beneficial holdings.

Yours faithfully

Gary McGann

Chairman

3 April 2018

Notice of Annual General Meeting Paddy Power Betfair plc

NOTICE is hereby given that the Annual General Meeting ("AGM") of Paddy Power Betfair plc (the "Company") will be held at the headquarters of the Company in Belfield Office Park, Beech Hill Road, Clonskeagh, Dublin D04 V972, Ireland at 11.00am on Friday, 18 May 2018 for the following purposes:

1. To consider and, if thought fit, pass the following as an ordinary resolution:

Following a review of the Company's affairs, to receive and consider the Company's Financial Statements for the year ended 31 December 2017 and the reports of the Directors and External Auditor thereon.

2. To consider and, if thought fit, pass the following as an ordinary resolution:

To declare a final dividend for the year ended 31 December 2017 of 135 pence per ordinary share.¹

3. To consider and, if thought fit, pass the following as an ordinary resolution:

To receive and consider the Directors' Remuneration Report for the year ended 31 December 2017 as set out in the Annual Report 2017 on pages 72 to 85.²

4. To consider and, if thought fit, pass the following as an ordinary resolution:

To receive and consider the Directors' Remuneration Policy as set out in the Annual Report 2017 on pages 86 to 92.²

5. To consider and, if thought fit, pass the following as separate ordinary resolutions:

To elect the following as Directors:

Resolution 5(a) Jan Bolz, who is recommended by the Board for election

Resolution 5(b) Emer Timmons, who is recommended by the Board for election

6. To consider and, if thought fit, pass the following as separate ordinary resolutions:

To re-elect the following as Directors:

Resolution 6(a) Zillah Byng-Thorne

Resolution 6(b) Michael Cawley

Resolution 6(c) Ian Dyson

Resolution 6(d) Alex Gersh

Resolution 6(e) Peter Jackson

Resolution 6(f) Gary McGann

Resolution 6(g) Peter Rigby

7. To consider and, if thought fit, pass the following as an ordinary resolution:

To authorise the Directors to fix the remuneration of the External Auditor for the year ending 31 December 2018.

8. To consider and, if thought fit, pass the following as a special resolution:

"That it is hereby resolved that the provision in Article 59(a) of the Articles of Association of the Company allowing for the convening of an Extraordinary General Meeting by at least fourteen Clear Days' notice (where such meetings are not convened for the passing of a special resolution) shall continue to be effective."

As special business:

9. To consider and, if thought fit, pass the following as an ordinary resolution:

"That the Directors of the Company are hereby unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 1021 of the Companies Act 2014) up to an aggregate nominal amount of €2,538,538.38 (28,205,982 shares), representing approximately 33.3% of the aggregate nominal value of the issued share capital of the Company (excluding treasury shares³).

The authority hereby conferred by this resolution shall expire at the earlier of the close of the AGM of the Company held in 2019 or 17 August 2019, unless previously renewed, varied or revoked by the Company in a general meeting, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired."

10. To consider and, if thought fit, pass the following as a special resolution:

"That pursuant to Article 8(d) of the Articles of Association of the Company, the Directors be and are hereby empowered pursuant to the Companies Act 2014 to allot equity securities (as defined by Section 1023 of the Companies Act 2014) for cash pursuant to the authority conferred on the Directors by Resolution 9 as if subsection (1) of Section 1022 of the Companies Act 2014 did not apply to any such allotment, provided that:

- (i) such authority is to be limited to allotments for rights issues, open offers and other pre-emptive issues pursuant to the terms of Article 8(d)(i) of the Articles of Association; and
- (ii) the nominal value of all equity securities allotted in accordance with Article 8(d)(ii) of the Articles of Association (otherwise than under paragraph (i) above) together with the nominal value of any treasury shares³ (as defined in Section 1078 of the Companies Act 2014), which may be re-issued pursuant to Resolution 12 during the period of this authority, may not exceed €380,780.73 (4,230,897 shares, which is equivalent to approximately 5% of the Company's issued share capital (excluding treasury shares³) of the Company as at the Latest Practicable Date).

The authority hereby conferred by this resolution shall expire at the earlier of the close of the AGM of the Company held in 2019 or 17 August 2019, unless previously renewed, varied or revoked, provided that the Company may make an offer or agreement before the expiry of this authority, which would or might require any such securities to be allotted after this authority has expired, and in that case, the Directors may allot equity securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired."

11. To consider and, if thought fit, pass the following as a special resolution:

"That the Company and/or any subsidiary (as defined by Section 7 of the Companies Act 2014) be generally and unconditionally authorised to purchase its ordinary shares on any securities market (within the meaning of Section 1072 of the Companies Act 2014), subject to the following conditions:

- (i) the maximum number of ordinary shares authorised to be purchased is 12,692,692 (representing 15% of the issued share capital of the Company excluding treasury shares³) or, if less, the number representing 15% of the issued share capital of the Company (excluding treasury shares³) on the date on which this resolution is passed;
- (ii) the minimum price (excluding expenses) which may be paid for any ordinary share shall be an amount equal to the nominal value thereof; and
- (iii) the maximum price (excluding expenses) which may be paid for any ordinary share is the higher of:
 - (1) an amount equal to 105% of the average of the middle market quotations of an ordinary share of the Company as derived from the Irish Stock Exchange Daily Official List in Dublin in the case of a purchase on the Irish Stock Exchange, or the London Stock Exchange Daily Official List in the case of a purchase on the London Stock Exchange, for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
 - (2) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the Irish Stock Exchange in the case of a purchase on the Irish Stock Exchange, or the London Stock Exchange in the case of a purchase on the London Stock Exchange.

The authority hereby conferred by this resolution shall expire at the earlier of the close of the AGM of the Company held in 2019 or 17 August 2019, unless previously renewed, varied or revoked, provided that the Company may make an offer or agreement to purchase shares under this authority before the expiry of this authority, and concluded in whole or in part after the expiry of this authority.

12. To consider and, if thought fit, pass the following as a special resolution:

"That, for the purposes of Section 1078 of the Companies Act 2014, the re-issue price range at which any treasury shares³ (as defined by the said Section 1078) for the time being held by the Company may be re-issued off-market shall be as follows:

- (i) the maximum price at which a treasury share may be re-issued off-market shall be an amount equal to 120% of the "appropriate price"; and
- (ii) the minimum price at which a treasury share may be re-issued off-market shall be the nominal value of the share where such share is required to satisfy an obligation under an employees' share scheme (as defined in the Companies Act 2014) operated by the Company or, in all other cases, an amount equal to 95% of the appropriate price.

For the purposes of this resolution the expression "**appropriate price**" shall mean the average of the five amounts resulting from determining whichever of the following (1), (2) or (3) specified below in relation to shares of the class of which such treasury share is to be re-issued shall be appropriate in respect of each of the five business days immediately preceding the day on which the treasury share is re-issued, as determined from information published in the Irish Stock Exchange Daily Official List or the London Stock Exchange Daily Official List, as may be determined by the Directors of the Company, reporting the business done in each of those five business days:

- (1) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
- (2) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
- (3) if there shall not be any dealing reported for the day, the average of the high or low market guide prices for the day;

and if there shall be only a high (but not a low) or a low (but not a high) market guide price reported, or if there shall not be any market guide price reported, for any particular day then that day shall not count as one of the said five business days for the purposes of determining the appropriate price. If the means of providing the foregoing information as to dealings and prices by reference to which the appropriate price is to be determined is altered or is replaced by some other means, then the appropriate price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the Irish Stock Exchange or the London Stock Exchange or its equivalent.

The authority hereby conferred by this resolution shall expire at the earlier of the close of the AGM of the Company held in 2019 or 17 August 2019, unless previously renewed or varied, in accordance with the provisions of Section 1078 of the Companies Act 2014."

By order of the Board

Edward Traynor

Company Secretary

Paddy Power Betfair plc

3 April 2018

Power Tower, Belfield Office Park, Beech Hill Road,
Clonskeagh, Dublin 4, Ireland
Company number: 16956

Notes to the Notice of Annual General Meeting of Paddy Power Betfair plc

1. The final dividend, if approved, will be paid on ordinary shares on 29 May 2018 to persons who were registered as shareholders at the close of business on 13 April 2018.
2. Resolutions 3 and 4 are advisory resolutions and are not binding on the Company.
3. Treasury shares are shares in the Company which are owned by the Company or any subsidiary. The Company, following purchase of its own shares, is able to hold such shares in treasury instead of cancelling them. Such shares may subsequently be re-issued for cash, transferred to an employees' share scheme or cancelled. As at the Latest Practicable Date, the Company's issued share capital consisted of 84,617,948 ordinary shares, carrying one vote each and being eligible for dividends, excluding any shares held as treasury shares, which do not carry voting rights and are not eligible for dividends. The Company held 1,965,600 treasury shares at the Latest Practicable Date. Therefore the total number of voting rights as at the Latest Practicable Date was 84,617,948.
4. Any member entitled to attend, speak and vote at the AGM is entitled to appoint a proxy (who need not be a member of the Company) to attend, speak and vote in his/her place. Completion of a Form of Proxy will not affect the right of a member to attend, speak and vote at the AGM in person. A shareholder may appoint more than one proxy to attend and vote at the AGM provided each proxy is appointed to exercise rights attached to different shares held by that shareholder. Should you wish to appoint more than one proxy, please read carefully the explanatory notes accompanying the Form of Proxy. A member may appoint a proxy or proxies electronically by logging on to the website of the Registrar, Link Asset Services: www.paddypowerbetfairshares.com. Shareholders will be asked to enter the Investor Code (IVC) as printed on their Form of Proxy and agree to certain conditions.
5. Holders of ordinary shares are entitled to attend and vote at general meetings of the Company (including this AGM). In accordance with the Articles of Association of the Company, notice is hereby given that all resolutions at the AGM are to be decided by way of poll. On a poll vote, every member present in person or by proxy has one vote for every ordinary share of which he/she is the holder. Pursuant to Section 190(b) of the Companies Act 2014, where a poll is taken at the AGM, a shareholder, present in person or by proxy, holding more than one share need not cast all of his/her votes in the same way.
6. As a shareholder, you have several ways to exercise your right to vote:
 - (a) by attending the AGM in person; or
 - (b) by appointing (either electronically or by returning a completed Form of Proxy) the Chairman or another person as a proxy to vote on your behalf; or
 - (c) by appointing a proxy via the CREST System if you hold your shares in CREST.
7. If you are appointing someone other than the Chairman as your proxy, then you must fill in the details of your representative at the AGM in the box located underneath the wording "I/We hereby appoint(s) the Chairman of the AGM or" on the Form of Proxy. If you appoint the Chairman or another person as a proxy to vote on your behalf, please make sure to indicate how you wish your votes to be cast by ticking the relevant boxes on the Form of Proxy.
8. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members.
9. To be valid, Form(s) of Proxy duly signed together with the power of attorney or such other authority (if any) under which they are signed (or a certified copy of such power or authority) must be lodged with the Company's Registrar, Link Asset Services, Link Registrars Limited, P.O. Box 7117, Dublin 2, Ireland (if delivered by post) or at 2 Grand Canal Square, Dublin 2, D02 A342, Ireland (if delivered by hand), by no later than 11.00am on Wednesday, 16 May 2018. Completing and returning a Form of Proxy will not preclude you from attending and voting at the AGM should you wish to do so.
10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with Euroclear (UK and Ireland) Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Link Asset Services by 11.00am on Wednesday, 16 May 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Link Asset Services is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear (UK and Ireland) Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s)), to procure that his/her CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. 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 (as amended).

Notes to the Notice of Annual General Meeting of Paddy Power Betfair plc

11. Pursuant to Section 1105(2) of the Companies Act 2014 and Regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996 the Company specifies that only those shareholders on the register of members as at 6.00pm on Wednesday, 16 May 2018, shall be entitled to participate and vote at the AGM in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after the relevant above-mentioned deadline shall be disregarded in determining the right of any person to attend and vote at the AGM.
12. An individual or group of shareholders holding at least 3% of the issued share capital of the Company, has the right to put an item on the agenda of the AGM. In order to exercise this right, written details of the item proposed for inclusion, a written explanation of the reason for its inclusion and evidence of shareholding must have been received by the Company Secretary at the Company's registered office, or by email to cosec@paddypowerbetfair.com, by no later than 42 days before the AGM. An item cannot be included in the AGM agenda unless it is accompanied by the written explanation and received at either of these addresses by this deadline.
13. An individual or group of shareholders holding at least 3% of the issued share capital of the Company, has the right to table a draft resolution for inclusion in the agenda of the AGM subject to any contrary provision in company law. In order to exercise this right, the text of the draft resolution and evidence of shareholding must have been received by post by the Company Secretary at the Company's registered office, or by email to cosec@paddypowerbetfair.com, by no later than 42 days before the AGM. A resolution cannot be included in the AGM agenda unless it is received at either of these addresses by this deadline. Furthermore, shareholders are reminded that there are provisions in company law which impose other conditions on the right of shareholders to propose resolutions at the general meeting of a company.
14. Pursuant to Section 1107 of the Companies Act 2014, shareholders have a right to ask questions related to items on the Notice of AGM and to have such questions answered by the Company subject to any reasonable measures the Company may take to ensure the identification of shareholders. An answer is not required if (a) an answer has already been given on the Company's website in the form of a 'Q&A'; or (b) it would interfere unduly with preparation for the AGM or the confidentiality or business interests of the Company; or (c) it appears to the Chairman that it is undesirable in the interests of good order of the AGM that the question be answered.
15. This Notice of AGM, the documents to be submitted to the AGM, copies of any draft resolutions and copies of the Form of Proxy are available on the Company's website at www.paddypowerbetfair.com. Should you not receive a Form of Proxy, or should you wish to be sent copies of documents relating to the AGM, you may request this by telephoning the Company's Registrar on +353 1 553 0050, emailing cosec@paddypowerbetfair.com or by writing to the Company Secretary at the Company's registered office.
16. Certain items will not be permitted in the AGM. These include cameras, recording equipment, items of any nature with the potential to cause disorder and such other items as the Chairman of the AGM may specify. The Company reserves the right to confiscate these items for the duration of the AGM if they are used to record or otherwise disrupt the AGM.